

Infectious Diseases Society of America

Bylaws

ARTICLE I

NAME AND MISSION

The name of this Corporation shall be the Infectious Diseases Society of America (IDSA), a nonprofit corporation organized under the laws of the District of Columbia. The IDSA is an organization of physicians, scientists and other health care professionals dedicated to the promotion and recognition of excellence in research, patient care, public health, disease prevention and education in the field of infectious diseases. The Society promotes the aims and goals of its members by its organizational structure, professional journals, professional meetings, advocacy, and other activities.

ARTICLE II

MEMBERSHIP

Section 1

Membership Criteria.

The membership of the Corporation shall consist of physicians, doctoral level scientists and other health care professionals dedicated to the field of Infectious Diseases or associated disciplines through clinical practice, research, teaching, public health work, administration, or some combination of these activities. Membership shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or for any other reason unrelated to character or competence.

Section 2

Categories of Membership.

The categories of membership are defined below and include: Member, Fellow, Member-in-Training, Associate Member, and Medical Student or Resident Member. Some Members or Fellows may be further classified as honorary or emeritus.

Nomination for membership as a Fellow may be made by any Member or Fellow of the Society. Nomination for membership as a Member-in-Training must be made by the program director of an accredited Infectious Disease fellowship program. Members, Associates or Medical Student or Resident Members may join by direct application without nomination. Approval of applications for membership as a Member, Member-in-Training, Associate, or Medical Student or Resident Member will be the responsibility of the Executive Director in accordance with policies established by the Board of Directors. Applications for Fellowship status will be reviewed and approved by the Board of Directors.

- a. **Member.** An individual is eligible to become a Member immediately upon completion of postdoctoral or equivalent training in infectious diseases or a related field. In addition, physicians without formal training in infectious diseases are eligible for membership if the majority of their professional activities are in the field of infectious diseases. The essential criterion for membership is continuing identification with the field of infectious diseases.

Members are full voting members of the Society. They may participate in and/or chair councils, committees, boards, and task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

- b. **Fellow.** The purpose of the Fellow category of membership is to honor those members who have achieved professional excellence. To be elected to Fellowship in the IDSA, an individual must have demonstrated leadership and/or scholarship in the field of infectious diseases or a related field. There should be clear direct or indirect evidence that the nominee has achieved peer recognition as a clinician, educator, investigator, public health authority, or administrator in a field related to infectious diseases. Examples of peer recognition include:

1. Serving as principal investigator of a competitive research grant
2. Service on national academic committees and/or review boards
3. Invitations to serve as faculty in national meetings
4. Publication of scholarly activity in peer-reviewed scientific journals
5. Leadership in hospital, medical center or community professional activities
6. Chairing relevant medical center committees or task forces
7. Implementation of local educational activities
8. Participation in the curriculum of infectious diseases fellowships
9. Teaching infectious diseases to residents in internal medicine, pediatrics, or other disciplines, or medical students.
10. Participation and leadership in the activities of either a state or regional chapter of the IDSA or in the national organization

Advancement to Fellowship is a responsibility of the Board of Directors. The Board of Directors will consider applications for advancement to Fellowship or direct appointment as a Fellow, from any Member or Fellow. Applications must be accompanied by a curriculum vitae and provide documentation that Fellowship criteria have been met.

Election as a Fellow in the Society requires a five-year period as a Member of the Society. In rare circumstances, and at the discretion of the Board of Directors, an individual may be considered prior to the standard five years waiting period as a result of an unusual degree of the productivity defined above.

Fellows are full voting members of the Society. Fellows are eligible to participate in and/or chair councils, committees, boards or task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

- c. Member-in-Training. Individuals are eligible to join the IDSA as a Member-in-Training as soon as they enter a postdoctoral program in infectious diseases, clinical microbiology, or other related fields.

The essential criterion for appointment in this category is documentation that the applicant is participating in an accredited postgraduate training program.

Members-in-Training are full voting members of the Society. Members-in-Training are eligible to participate in and/or chair councils, committees, boards or task forces and may hold elective office.

- d. Associate Member. The Associate Member category is intended to meet the professional needs of individuals without specific postdoctoral or equivalent training in infectious diseases or a related field who wish to take advantage of the educational assets of the Society. Associates may attend the annual meeting or other educational activities without need of sponsorship by a member of the Society and are eligible for journals at member rates. Associate Members may not vote or hold office. Membership is granted by the completion of a membership form and payment of annual dues.
- e. Medical Student or Resident Member. A Medical Student or Resident with an interest in the field of infectious diseases may join upon completion of a membership form and payment of whatever annual dues requirement, if any, established by the Board of Directors. Medical Student and Resident Members may not vote or hold office.
- f. Emeritus Member or Fellow. A Member or Fellow will be eligible for Emeritus status upon attaining the age of 65 years and retiring from their professional activities in the field of ID. At any age, an unexpected mental or physical disability or a professional decision resulting in cessation of Infectious Diseases professional activities will be considered justification for consideration of Emeritus status. Emeritus Members will not be required to pay dues but may subscribe to Society journals at member rates. Emeritus Members may not vote or hold office. Approval of requests for emeritus status will be the responsibility of the Executive Director of the Society in accordance with policies established by the Board of Directors.
- g. Honorary Member or Fellow. Any individual identified with the field of infectious diseases or who has made substantive contributions to the field of infectious diseases, will be eligible for election as an Honorary Member or Fellow. Such individuals may be nominated by any Fellow or Member of the IDSA. Recognition as an Honorary Member or Fellow will be at the discretion of, and will require a majority vote of, the Board of Directors.

Section 3

Resignation, Forfeiture, and Expulsion.

- a. Resignation. Any member in good standing may submit his or her resignation in writing to the Board of Directors.
- b. Forfeiture. Any member who fails to pay annual dues promptly and remains in default after successive notices, shall automatically forfeit membership in the Corporation.
- c. Expulsion. Board of Directors may initiate proceedings for expulsion of any member of the Corporation for due cause. Expulsion will be initiated by notification of the involved individual by registered mail of a copy of the charges against said individual. The notification will indicate the right of the individual to a hearing before Board of Directors. The individual notified will have a minimum of 30 days notice of said hearing. Expulsion hearings will be conducted by Board of Directors. At such hearing, a comprehensive airing of grievances will take place both by Board of Directors, witnesses for Board of Directors, the accused, and witnesses in support of the accused. Either or both parties may be represented by counsel. Subsequent to the hearing, a majority vote of Board of Directors is required for expulsion. Following majority vote of Board of Directors, majority vote of all present at the annual meeting of the Corporation will be required.

ARTICLE III

MEETINGS OF THE IDSA

Section 1

Place of Meetings.

Any and all meetings of the members of the Corporation may be held at such place within or without the District of Columbia as may be stated in the notice of the meeting.

Section 2

Annual Meeting of the IDSA.

An annual meeting of members of the Corporation shall be held each year unless directed otherwise by Board of Directors. The Board of Directors shall determine place and time of the annual meeting.

The Society may organize and sponsor additional meetings, conferences, seminars, workshops, consensus meetings, and other activities deemed appropriate to meet the research, patient care, education, and public health mission of members of the Society. All such activities require approval by the Board of Directors. Board of Directors may delegate provisional approval authority to the President or Executive Committee.

Section 3

Agenda for Annual Business Meeting.

The order of business at the annual meeting will be determined by consensus among the officers and Board of Directors. The final authority for the order of business, agenda items, and other details of the annual meeting rests with the President of the Society.

Section 4

Special Meetings of the Society.

The President, a majority of the members of the Board of Directors, or one-fifth or more of the membership (by petition), may call a special meeting of the Corporation.

Section 5

Notice of Meetings of the Society.

All members will be given timely notice of all membership meetings of the Society. The President and Secretary will be responsible to ensure that the mechanisms of notification are appropriate to the urgency and agenda of the meeting. Notices will include the place, date, time, and purpose of the meeting.

Section 6 Quorum.

At the Annual Meeting, a special meeting, or mail balloting, a quorum shall consist of those members with voting rights present and voting.

Section 7

Voting Procedure for the Society.

Voting on all matters may be conducted by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission; provided, that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member.

ARTICLE IV

BOARD OF DIRECTORS

Section 1

Powers and Qualifications.

The affairs of the Corporation shall be managed by a Board of Directors.

The Board of Directors will be responsible for all activities of the organization. Board of

Directors will establish and maintain an administrative infrastructure appropriate to its professional activities. The Board of Directors will establish a system of councils, committees, boards and task forces to facilitate the mission of the Society. The leadership of such councils, committees, boards and task forces will be obligated to report their activities to the Board of Directors on a regular basis.

Section 2

Composition of Board of Directors.

The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and nine (9) Directors. The Executive Director serves as an ex officio, non-voting member of the Board of Directors.

Section 3

Responsibilities of Board of Directors.

The primary responsibilities of Board of Directors are to represent the interests of the diverse constituencies of the membership at all deliberations of Board of Directors, at all Society meetings, and in any other venue as directed by Board of Directors. Directors are expected to make every effort to attend, or participate in, all deliberations of Board of Directors.

At the discretion of the President, Executive Committee, or Board of Directors, individual Directors may be assigned liaison responsibilities with Society councils, committees, task forces, boards or associations, or may be asked to represent the Society with other professional or governmental organizations or agencies.

Section 4

Terms of Office of Board of Directors Members.

All members of the Board of Directors are elected by the membership at large, except with respect to vacancies as provided in Section 6. Each year, voting will take place to elect a Vice President of the Society. In successive years that individual will, barring unforeseen circumstances, become President-Elect, then President, and then Immediate Past President. The individual shall serve as a voting member of Board of Directors during this four-year period.

The Society members with voting rights will elect a Secretary who will serve for a three-year period. The Society members with voting rights will elect a Treasurer who will serve for a three-year period and may be reappointed for an additional term based on recommendation by the Leadership Development Committee and approval by the Board of Directors. Their terms of office will be different to ensure continuity.

The Society members with voting rights will elect eight non-designated Directors and one designated Director. The designated Director shall represent the Human Immunodeficiency Virus Medicine Association (HIVMA) of the IDSA. Each Board Director will serve for three

years. The terms of office shall be staggered to ensure continuity.

Terms of office for all volunteer positions commence at the close of the Annual Meeting and end at the close of the respective Annual Meeting.

Section 5

Removal of a Board of Directors Member (Officer or Board of Director).

Removal of a member of the Board of Directors must be for cause and requires a majority vote of the voting members of the Corporation present and voting at any official meeting of the organization, and the member of the Board of Directors shall be afforded an opportunity to be heard, either in person or in writing, prior to any such action.

Section 6

Board of Directors Vacancy.

Should a position on the Board of Directors become vacant prior to the completion of the term of office of the individual in question, the Board of Directors shall appoint a director based on the recommendations from the Leadership Development Committee. The appointed individual will serve the unexpired term of the vacant position.

Section 7

Quorum and Voting.

A majority of the members of the Board of Directors provided for herein shall constitute a quorum for the purpose of transacting business. An act of the Board of Directors is considered official if a quorum is present and is approved by a majority vote of those members of the Board of Directors present and voting.

Section 8

Notice of Meetings of Board of Directors.

One meeting of the Board of Directors shall be held close to the time of the Annual Meeting of the members of the Corporation. Other meetings will be held as deemed necessary to conduct the business of the Corporation. Meetings other than the Annual Meeting may be called by the President or the Executive Committee. The Executive Director may request such meeting(s) through the Executive Committee. The Board of Directors will be notified of such requests.

All members of Board of Directors will be notified of meetings of Board of Directors at least 30 days in advance. The meeting notice will include the place, date, time, and duration of said meeting.

Section 9
Waiver of Notice.

Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived in writing either before such meeting is held or after the meeting has been held. Neither the business transacted, or to be transacted at, nor the purpose of any such meeting shall be specified in such waiver of notice. Attendance at a meeting shall constitute waiver of notice.

ARTICLE V
OFFICERS

Section 1
Officers.

The Officers of the Corporation shall consist of a President, President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer. The President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer shall be voting members of the Board of Directors.

- a. President. The President shall preside over all meetings of the members of the Corporation and shall act as Chair of the meetings of the Board of Directors. The President and Executive Committee shall have oversight over the administrative infrastructure of the Society. The President shall serve as a voting member of the Annual Meeting Program Committee. The President will respond to requests for action by the Chairs of councils, committees, boards, and taskforces. Substantive issues will be brought to the Executive Committee and/or Board of Directors by the President. The President will represent the Society as requested at regional and national meetings of sister societies, governmental bodies, and other relevant organizations as well as at regional meetings of the Society. Barring unforeseen circumstances, the President shall serve on the Board of Directors for an additional year, as a voting member, as Immediate Past President with initiation of the term immediately upon completion of duties as President.
- b. President Elect. The President Elect shall perform the duties and exercise the powers of the President in the absence of, or disability of the President. The President Elect, barring unforeseen circumstances, will succeed the incumbent President.
- c. Vice President. The Vice President shall perform the duties and exercise the powers of the President Elect in the absence of, and/or disability or, the President Elect. Barring unforeseen circumstances, the Vice President will become the President Elect after a period of one year and then after another year as President Elect, he/she will serve as President. In the event of disability, resignation, or death of the President and President Elect, the Vice President shall assume the office of the President.

- d. Secretary. The Secretary will attend all meetings of the membership of the Corporation, the Board of Directors, the Executive Committee, and the Secretary-Treasurer shall be responsible that official minutes of these proceedings are maintained. The Secretary will be responsible for ensuring that all official balloting activities of the Society are conducted in a manner prescribed by the Bylaws, and for overseeing membership development and the fellowship recognition program.
- e. Treasurer. The Treasurer will serve as a voting member of the Investment Committee. The Treasurer will ensure a full and accurate accounting of all receipts and disbursements from the treasury of the Corporation. The Treasurer will be responsible for overseeing the budget process and the financial audit. The financial status of the Society will be reviewed by the Treasurer for all members of the Corporation at the time of the Annual Meeting.

In the event of disability, resignation, or death of the President, President Elect, and Vice President, the Secretary or Treasurer, whoever is senior in tenure, shall assume the Office of the President until such time the Board of Directors arranges for a replacement to fill the vacancy based on the recommendations from the Leadership Development Committee.

Section 2

Method of Election.

A Vice President, and when necessary, a Secretary or Treasurer, shall be elected by the membership. The membership will vote for each vacant leadership position.

Section 3

Term of Office.

The President, President Elect, and Vice President shall hold office for a term of one year. The Secretary and Treasurer shall hold office for three years. Barring unforeseen circumstances, the Vice President shall automatically become the President Elect and after a period of one year, will automatically become the President. The President is not eligible to succeed himself or herself. Volunteer terms of office are based upon the Annual Meeting calendar (i.e., new Officers, Board of Directors, and committee members assume office at the close of the Annual Meeting and run through the following year's Annual Meeting).

Section 4

Vacancies.

The Board of Directors shall have the power to initiate action to fill any vacancy in any office. The Board of Directors shall appoint an officer based on the recommendations from the Leadership Development Committee. The appointed individual will serve the unexpired term of the vacant position.

Section 5
Resignation.

Any Officer or Director may resign his/her office by submitting a letter of resignation to the Board of Directors. Should an Officer or Director no longer be a member of the Corporation for any reason, the Officer or Director shall be deemed to have resigned the position previously held.

ARTICLE VI
COUNCILS, COMMITTEES, STATE AND REGIONAL AFFILIATES, TASK FORCES AND ASSOCIATIONS

The Board of Directors may establish councils, committees, boards, task forces, associations or other groups it deems necessary to carry out the activities of the Society.

All councils, committees, boards, task forces or associations will have a defined mission statement and operational rules as generated by the Board of Directors and the Executive Director. It will be the responsibility of the chair of any duly constituted group to report all activities to the Board of Directors.

The Board of Directors will, on a regular basis, solicit volunteers from the membership to serve on councils, committees, and taskforces.

Section 1
Standing Committees.

Standing committees may be established to discharge necessary governance functions and to conduct permanent, ongoing activities of the Society. Establishment or cessation of a standing committee will require a change in Bylaws. Each standing committee will include in its membership at least one member of the Board of Directors.

The Board of Directors will establish and maintain the following standing committees:

- a. Executive Committee of the Board of Directors.

Composition: Executive Committee of the Board of Directors shall consist of the President, Vice President, President Elect, Immediate Past President, Secretary, and Treasurer.

The Executive Committee will be responsible for the management and direction of the Corporation and conduct the affairs of the Corporation during the intervals between meetings of the Board of Directors; for assisting the President in the oversight of the administrative infrastructure of the Society; for serving as an advisory body to the President; and for reporting all of its actions to the Board of Directors for review and/or approval.

Meetings: The Executive Committee will meet on a schedule determined by the President. Additional meetings may be called for in unusual circumstances by petition of any two members of the Executive Committee. A binding vote of the Executive Committee requires that a majority (four) of the members be present and concur.

b. Leadership Development Committee.

Composition: The Leadership Development Committee shall consist of a chair, vice chair and up to 15 members appointed by the Board of Directors. Members will serve for three years. The terms of the committee members will be staggered so that the appropriate number of new members will be appointed each year.

Functions: The Leadership Development Committee will be responsible for identifying and cultivating Society leaders; overseeing the process to solicit candidates for elected officer, director positions, committee chair and vice chair positions, and committee members; presenting a candidate slate to the Board of Directors for approval; and making recommendations to the Board of Directors on the nominations and election process.

c. Annual Meeting Program Committee.

Composition: The Annual Meeting Program Committee shall consist of the chair, vice chair, past chair and a sufficient number of members with interests and expertise that reflect the diverse scientific, clinical, epidemiologic and other educational needs of the IDSA membership. Members will serve for three years. The terms of committee members will be staggered so that one-third of the committee membership will be replaced each year. In addition, the President and President-Elect will serve on the Committee with vote. The Executive Director of the Society will serve in a non-voting capacity.

Functions: The Annual Meeting Program Committee will be responsible for planning and implementing the Annual Meeting of the Society; for ongoing review of its effectiveness in terms of meeting the educational needs of the members and educational objectives of the Society; and for making recommendations to the Board of Directors for any significant changes it deems necessary to maintain or enhance the quality of the meeting.

Meetings: The Annual Meeting Program Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

d. Publications Committee.

Composition: The Publications Committee shall consist of a chair and nine members. The chair and members will serve for three years. The terms will be staggered so that two new

members will be appointed each year. In addition, a member of Board of Directors shall serve on the committee with vote. The Editors of the journals of the Society and the Executive Director will serve as non-voting members of the committee.

Functions: The Publications Committee will be responsible for overseeing the publication of the Society's scientific journals; for reporting to the Board of Directors, at least annually, regarding the editorial and financial status of the journals; and for making recommendations to the Board of Directors on substantive editorial policy issues and financial matters.

Meetings: The Publications Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

e. Investment Committee.

Composition: The Investment Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year. In addition, the Treasurer will serve as a voting member of the Committee and the Executive Director of the Society will serve in a non-voting capacity.

Functions: The Investment Committee will be responsible for overseeing the management of Society's financial reserves and investments; and for making recommendations to the Board of Directors on investment policies and broad financial policies relating to the maintenance of appropriate financial reserves.

Meetings: The Investment Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

Section 2

Assembly of State and Regional Affiliates.

- A. The Society will conduct an annual meeting of State and Regional Affiliates for the purpose of addressing issues of mutual concern; to foster communication between the State and Regional Affiliates and the IDSA Board of Directors; and to make recommendations to the IDSA Board of Directors on State and Regional Affiliate activities.
- B. The IDSA Board of Directors will assign one of its members to serve as a liaison representative to the State and Regional Affiliates.

Section 3

Human Immunodeficiency Virus Medicine Association (HIVMA).

HIVMA Relevant Sections of IDSA By-Laws

Section 3

Human Immunodeficiency Virus Medicine Association (HIVMA).

Governance: The association will be governed by a Board consisting of a vice-chair, chair-elect, chair, immediate past chair, an IDSA Board of Directors Representative, and twelve members at large. The Board will be elected by the association membership. Each year, voting will take place to elect a vice chair of the HIVMA. In successive years that individual will, barring unforeseen circumstances, become chair-elect, then chair, and then immediate past chair. The individual shall serve as a voting member of the Board of Directors during this four-year period. The IDSA Board of Directors representative and members-at-large will serve three-year terms. The terms will be staggered. The Executive Director of the HIVMA will serve in a non-voting capacity.

Annual elections: The membership of the HIVMA will be surveyed annually to identify individuals who wish to be considered for anticipated vacancies on the HIVMA Board, the position of vice chair, and the IDSA Board of Directors representative. A vice-chair will be elected every year, and the IDSA Board of Directors representative will be elected every third year. Nominations will be forwarded to the IDSA Board of Directors for approval.

Membership: All members of the HIVMA will also be members of the IDSA. IDSA members will self-select for membership in the HIVMA. Any individual who commits a substantive portion of their professional activities to advances in the knowledge of the epidemiology, diagnosis, treatment, prevention or control of HIV is eligible for membership in both IDSA and HIVMA. Professional activities may be investigative, patient care, public health-related, or some combination thereof. Specific IDSA membership categories are found in Article II, Section 2 of these by-laws.

Responsibilities: The HIVMA represents the commitment of the IDSA to promote research, education, quality care, and control of HIV. The HIVMA Board is given broad discretionary power to implement those activities that assist the membership and the public in attaining the latter goal. These activities should include, but are not limited to: education for and of HIVMA/IDSA members, other health care professionals and the public; advocacy for HIV-related legislative activities; support of basic and clinical investigative research; collaboration with public health leaders, organizations and agencies; and insuring communication between the IDSA and other professional organizations, agencies and groups with similar objectives. The HIVMA Board will generate policies, rules and regulations that allow implementation of their responsibilities. Policies, rules and regulations will be consistent with those of IDSA and subject to approval by the IDSA Board of Directors.

HIVMA Board of Directors Vacancy: Should a position on the HIVMA Board of Directors become vacant prior to the completion of the term of office of the individual in question, the HIVMA Board of Directors shall appoint a replacement based on the recommendations from the HIVMA Leadership Development Committee. The individual will serve the remainder of the

unexpired term of the individual who vacated the position after approval by the IDSA Board of Directors.

ARTICLE VII MANAGEMENT AND ADMINISTRATION

Section 1 Executive Director.

The Executive Director (or whatever title approved by the Board of Directors) serves as the chief operating officer of the Society with responsibility for managing headquarters, implementing policy decisions made by the Board of Directors, and executing the programs of the Society. In addition, the Executive Director works with the President and other officers to plan and execute new programs and other activities not expressly delegated to others. The Executive Director serves as a non-voting member of: the Board of Directors, the Executive Committee, and all standing committees. The Executive Director will attend all Board of Directors meetings and participate in Executive Committee meetings. With prior approval of the President, the Executive Director will have discretionary power to attend any other official meeting of a committee or task force or represent the Society at other functions.

Section 2 Vacancy.

Should a vacancy occur, the Executive Committee of the Board of Directors will be responsible for selection of candidates for the position of Executive Director. Final appointment of an individual to this position will require approval of Board of Directors.

ARTICLE VIII INDEMNIFICATION

The directors, officers, committee members, employees, and other volunteers of the IDSA shall be indemnified and held harmless by the IDSA from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the IDSA to the full extent permitted by law.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of Directors present and voting at any regular or special meeting of the Board of Directors. Upon the written request of at least 10% of the voting members, an amendment may be submitted to the Board of Directors for consideration and vote at the next Board of Directors' meeting. If the Board of Directors decide not to pass any member-proposed amendment, the Board of Directors will submit the member-proposed amendment to the full membership at the next meeting of the members, and

such member-proposed amendment may be adopted by the affirmative vote of at least two-thirds of the voting members of the Corporation, present and voting at any regular or special meeting of such members, if notice of the proposed amendment is contained in the notice of the meeting; or by affirmative vote of at least two-thirds of those voting by mail ballot. Bylaws amendments approved by the Board of Directors shall be communicated to the members within sixty (60) days of approval.

(Last revised February 6, 2020)