



# CONSTITUTION of the AMERICAN SOCIETY OF NEURORADIOLOGY

*(Revised on June 4, 2008 – New Orleans, LA)*

## ARTICLE I

### *Name*

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

## ARTICLE II

### *Objectives*

The objectives and purposes of the Society shall be:

- Section 1.** To develop and support standards for the training of neuroradiologists.
- Section 2.** To develop and support standards for the practice of neuroradiology.
- Section 3.** To foster research in neuroradiology.
- Section 4.** To promote a close fellowship and exchange of ideas among neuroradiologists.
- Section 5.** To provide meetings for the reading and discussion of papers and the dissemination of knowledge.
- Section 6.** To promote close cooperation between neuroradiology and other branches of medicine and the allied sciences.
- Section 7.** To establish channels for publication of scientific reports in the field of neuroradiology.
- Section 8.** To 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.** The membership of the Society shall consist of:

1. Senior Member
2. Member
3. Research Scientist Member
4. Member-in-Training
5. Honorary Member
6. Emeritus Member

Hereinafter the words *members* or *membership*, when used in this constitution, shall mean any of the foregoing classes of members to which they shall be applicable.

**Section 2.**     *Senior Members*

A. To be eligible for *Senior* membership, a candidate:

1. Shall be a radiologist certified by the American Board of Radiology, Royal College of Physicians and Surgeons of Canada (RCPSC), The American Osteopathic College of Radiology, or other Board or Tribunal which, in the judgment of the Executive Committee, is of equivalent rank.
2. Shall have completed one of the following criteria:
  - a. Two years of fellowship training under the supervision of a *Senior* member in an institution with an approved radiology residency program.
  - b. One year of formal fellowship training in neuroradiology and a second year of experience primarily in neuroradiology, and/or subspecialized area of neuroradiology under the supervision of a *Senior* member in an institution with an approved radiology residency program.
  - c. One year of formal fellowship training in neuroradiology under the supervision of a *Senior* member in an institution with an approved radiology residency program, and three years of subsequent radiology practice during which 50% of the practice time is documented in neuroradiology.
  - d. Shall have passed the subspecialty certification examination (formerly the CAQ) and four years of subsequent radiology practice during which 50% of the practice time is documented in neuroradiology.
3. Shall be engaged in active practice of neuroradiology and/or a subspecialty of neuroradiology in a North American country, devoting at least one half

time (exclusive of administrative duties) to the professional practice of neuroradiology.

- B. Candidates for *Senior* membership who have Subspecialty Certification in Neuroradiology and/or have completed an ACGME or RCPSC-accredited (Canadian) Neuroradiology fellowship do not require written sponsorship by two *Senior* members or review by the Membership Committee.
- C. Selected radiologists who do not meet one or more of the criteria in Section 2.A may be proposed for election to *Senior* membership on the basis of outstanding neuroradiological experience or contribution as recommended by the Membership Committee and approved by the Executive Committee.

**Section 3.** *Member:* Shall be other neuroradiologists, radiologists, or other physicians or scientists, with an interest in neuroradiology.

Candidates for membership must be sponsored in writing by two *Senior* members of the Society.

**Section 4.** *Research Scientist Member:* Shall be any physicist (Ph.D.) or neuroscientist (M.S., Ph.D.) with an interest and/or position relevant to Neuroradiology or Radiology, and who may not fulfill the requirements for *Senior* membership.

Candidates for membership must be sponsored in writing by two *Senior* members of the Society, or one *Senior* member and another *Research Scientist* member.

*Research Scientist Members* who actively participate in the Society may be invited by a majority vote of the Executive Committee to be elevated to *Senior* membership, provided they meet the following criteria:

1. Must be an ASNR member for 3 years
2. Must actively participate in the Society, as defined by at least 2 of the following 4 criteria:
  - a) Attend a minimum of 2 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:* Shall be a physician in an ACGME-approved or RCPSC-approved (Canadian) Neuroradiology fellowship program.

Candidates for *Member-in-Training* must be sponsored by their Fellowship Program Director. If the Program Director is not a *Senior* member, then a *Senior* member who is familiar with the candidate must serve as a sponsor.

**Section 6.** *Honorary Members:* Shall be individuals who have made an extraordinary contribution to Neuroradiology.

Candidates for Honorary membership shall be submitted for approval to the Executive Committee by the Honorary Member Committee.

**Section 7.** *Emeritus Members:* Emeritus members shall be all members who have retired from active practice.

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

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

**Section 2.** The annual dues of the Society shall be *due and payable on January 1 for the calendar year*. Prorated dues for less than one year may be approved for new members.

**Section 3.** Unpaid dues shall become *delinquent on March 31*. *Failure to pay dues by April 1 shall result in termination of membership in the Society*.

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

**Section 1.** Only *Senior* members may sponsor candidates for membership in the Society.

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

**Section 3.** Any member of the Society may be granted *Senior* membership by a supermajority vote of the Executive Committee (two-thirds of the voting members present), after approval by the Membership Committee (reserved for extraordinary individuals).

#### **ARTICLE VI** *Rights and Benefits of Membership*

**Section 1.** Only *Senior* members in good standing shall have the right to propose candidates for nomination, to vote and to hold elective office in the Society.

**Section 2.** Each classification of membership may receive benefits as prescribed by the Executive Committee.

#### **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 termination 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 the longer period: two-year term, three-year term, etc.

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

A. The Nominating Committee shall solicit from the *Senior* membership the names of *Senior* members of the Society as candidates for nomination for each vacating elective office or position. The Nominating Committee shall nominate one or two candidates for each vacating elective office or position; namely:

-- Annually: Vice-President, either Secretary (even years) or Treasurer (odd years), and one member of the Nominating Committee.

-- Biennially: Member-at-Large of the Executive Committee. The position is intended to enhance broad representation of neuroradiological practice on the Executive Committee. 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.

-- As needed for offices vacated unexpectedly: Should the office of President and/or of 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, he/she shall then commence the term of office to which he/she 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.

B. The Nominating Committee will present the ballot to the voting *Senior* membership by post or electronic mail no later than 60 days prior to the Annual Business Meeting, with an address and deadline for return of valid ballots.

- C. To be valid, ballots must be returned by post or electronic mail no later than 40 days prior to the Annual Business Meeting.
- D. Valid ballots from 10% of the *Senior* membership are required for a valid election. The ballot count will be supervised and certified by the ranking member of the Audit Committee who is not a candidate for elective office or position.
- E. Those elected shall have received a majority of the valid ballots. Results shall be immediately reported to the President, and to the membership at the Annual Business Meeting.
- F. If the vote results in a tie ballot, if no candidate for a specific office or position achieves a majority of the votes, or if insufficient votes are received to constitute a valid election, then the President shall declare the election for that office or position void and shall instruct the Nominating Committee to present one or two nominees for election at the Annual Business Meeting, as provided in Article XIII.

**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 Executive Committee, and be a member of all other committees except the Nominating Committee. With the approval of the Executive Committee and in conformity with the Constitution, the President 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 Program Committee, be responsible for the development of the annual scientific meeting, and have such other duties as assigned by the President. The President-Elect shall be a member of the Financial Management Committee, the Nominating Committee, the Education Committee, the Clinical Practice Committee, the Executive Committee, and the Administrative Committee.

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 the presidency for the remainder of that term, prior to the assumption of his/her own presidency.

**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 such other duties as assigned by the President. The Vice-President shall be a member of the Program Committee, the Research Committee, the Nominating Committee, the

Financial Management Committee, the Executive Committee, and the Administrative Committee.

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 assumption of his/her own presidency-elect. If both the President and President-Elect are unable to serve, the Vice-President shall assume all the duties of the presidency for the remainder of that term prior to the assumption of his/her own presidency-elect.

**Section 4.** *Secretary:* The Secretary shall be responsible for all duties that usually appertain to the office of Secretary and include, but are not limited to, keeping a permanent record of the proceedings of the Society and maintaining a current roster of members, including current addresses, year of election, and membership classification.

The Secretary shall report on the activities of the Society at each Annual Business Meeting, and shall, within three months following the Annual Meeting, distribute a report to the general membership on the discussion and actions from the Annual Business Meeting, including reports from the officers and committees. The Secretary will also make a current list of members available to the general membership.

The Secretary shall be a member of the Rules Committee, the Education Committee, the Program Committee, the Membership Committee, the Executive Committee, and the Administrative Committee, and have such other duties as assigned by the President.

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

**Section 5.** *Treasurer:* The Treasurer, under the direction of the Executive Committee, shall be responsible to collect, receive, disburse, and account 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 Executive Committee.

The Treasurer shall be a member of the Financial Management Committee, the Audit Committee, the Education Committee, the Publication Committee, the Executive Committee, and the Administrative Committee, and have such other duties as 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 Executive Committee must approve all Subspecialty Groups.
- Section 2.** Subspecialty Group representation shall consist of one voting representative to the Executive Committee of the ASNR, or his/her alternate from each Subspecialty Group. The subspecialty representative and the alternate representative shall be elected by each Subspecialty Group, and must be *Senior* members of the ASNR.
- Section 3.** To be appointed to and/or maintain representation on the Executive Committee, a Subspecialty Group must, for the 12 months preceding the Annual Business Meeting of the Society, have a number of active members deemed sufficient by the Executive Committee, at least 51% of whom are members of the ASNR. A Subspecialty Group's qualifications for ASNR representation may be reviewed as needed by the Executive Committee at any time, and will be routinely reconsidered every three years.

**ARTICLE XI**  
***Committees***

- Section 1.** Standing Committees of the Society shall include the following:
- |                                |                                    |
|--------------------------------|------------------------------------|
| 1. Executive Committee         | 8. Research Committee              |
| 2. Administrative Committee    | 9. Audit Committee                 |
| 3. Rules Committee             | 10. Nominating Committee           |
| 4. Education Committee         | 11. Membership Committee           |
| 5. Program Committee           | 12. Financial Management Committee |
| 6. Publication Committee       | 13. Honorary Member Committee      |
| 7. Clinical Practice Committee | 14. Research Scientist Committee   |
- Section 2.** Ad hoc committees may be established by the President, in consultation with the Executive Committee.
- Section 3.** Committees and committee chairs shall be appointed by the President with the approval of the Executive Committee, unless otherwise provided in the Constitution.
- Section 4.** Actions of all Standing Committees shall be reported to the Executive Committee.
- Section 5.** ***Executive Committee:*** The Executive Committee shall consist of the following voting members: the President, President-Elect, Vice-President, Secretary, Treasurer, one Member-at-Large, the three most recent Past-Presidents, the chair of the Rules Committee, the chair of the Clinical Practice Committee, the co-chairs of

the Research Committee, the chair of the Education Committee, the chair of the Research Scientist Committee, a *Member-in-Training*, and representatives of the Subspecialty Groups recognized by the Executive Committee, as governed by the provisions of Articles VIII and X. Nomination for and election to these Executive Committee positions, other than the Subspecialty Groups representatives, the chairs of the Rules, the Clinical Practice, the Research, and the Education Committees, shall be governed by the provisions of Article VIII. The chair of the Standing Committee on Publication, the representative of the ASNR to the American College of Radiology Council or his/her alternate shall serve as non-voting members of the Executive Committee (unless empowered to attend and to vote in accord with other provisions of the Constitution).

The Executive Committee shall be empowered to carry out the business of the Society between meetings of the membership, to control funds of the Society, and see to the safe keeping or sale of Society property. No Society assets shall be expended, mortgaged, or otherwise disposed of without approval of the Executive Committee. All contracts entered into on behalf of the Society must be approved by the Executive Committee.

The Executive Committee shall be empowered to employ or contract for staff services in accordance with the needs of the Society.

A three-fourths vote of the *Senior* members present and voting at the Annual Business Meeting is required to overturn any actions of the Executive Committee.

**Section 6.** *Administrative Committee:* The Administrative Committee shall consist of: the President, President-Elect, Vice-President, Secretary, Treasurer, First Past-President, and the Executive Director (ex-officio, non-voting). The Administrative Committee shall be empowered to carry out the business of the Society between meetings of the Executive Committee. All actions taken by the Administrative Committee will be reported in full for Executive Committee approval at its next scheduled meeting.

**Section 7.** *Rules Committee:* The Rules Committee shall consist of five voting members: the President, Secretary, and three other *Senior* members of the Society, one of whom shall be appointed annually by the President to serve a three-year term. The appointed member with the longest tenure on the committee shall chair the committee and shall serve on the Executive Committee and the Nominating Committee.

The Rules Committee shall be responsible for interpreting the Constitution; and upon request from the Executive Committee, shall prepare and submit amendments to the Constitution, as specified in Article XVI.

**Section 8.** *Education Committee:* The Education Committee shall consist of the President, the President-Elect, the immediate Past-President, the Secretary, the Treasurer, the chair of the Publication Committee, a *Member-in-Training*, a *Research Scientist Member* (whenever possible), and other ASNR members. The Chair shall serve a three-year term.

The Education Committee shall be responsible for 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 Executive Committee, the Education Committee shall plan and propose for consideration by the Executive Committee 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 Executive Committee. The Education Committee shall have liaison with the Program Committee, the Publication Committee, and the Clinical Practice Committee.

**Section 9.** *Program Committee:* The Program Committee shall consist of the President; the President-Elect, who shall serve as chair; the Vice-President, the Secretary, the editor of the official journal of the Society (or his designated associate editor), the chair of the Education Committee, the representatives from Subspecialty Groups, a *Member-in-Training*, a *Research Scientist Member* (whenever possible), and such other members in good standing as appointed for one term by the chair of the committee. The appointed members of the Program Committee may be selected from any membership category.

The Program Committee shall be responsible for determining the character and scope of the Scientific Program, and 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 10.** *Publication Committee:* The Publication Committee shall consist of voting and non-voting members. Voting members shall include the Treasurer, the chair of the Publication Committee of the ASHNR, a *Member-in-Training*, a *Research Scientist Member* (whenever possible), and additional members appointed by the President, one as chair, each to serve three-year terms. Each appointment may be renewed by the President, with the approval of the Executive Committee. Non-voting members of the Committee shall be the Editor and Deputy Editors of the *AJNR*.

The Publication Committee, with the approval of the Executive Committee, shall be responsible for publishing the official journal and other Society publications. It shall plan and propose for consideration by the Education and the Executive Committees specific projects to further the educational mission of the Society. It shall help to implement those projects given final approval and funding by the Executive Committee.

The Publication Committee shall also recommend to the Executive Committee a publishing company to publish the official journal.

**Section 11.** *Clinical Practice Committee (CPC):* The CPC shall consist of the President, the President-Elect, the First Past-President, the chairman of the committee, who will be appointed by the President for a three-year term, a *Member-in-Training*, and a *Research Scientist Member* (whenever possible). The committee shall be weighted towards community-based members and academic members with expertise, and

dedication to addressing practice issues. The President will make all appointments to this committee, and to the subcommittees in consultation with the CPC chairman.

The CPC, with the approval of the Executive Committee, shall be responsible for promoting understanding of community-based practice in neuroradiology and addressing issues that impact community practice via governmental agencies and legislative vehicles, and in conjunction with related societies that also address these issues.

**Section 12. *Research Committee:*** The Research Committee shall consist of the President, the Vice-President, the third most recent Past-President, and two co-chairs holding either *Senior Member* status or *Research Scientist Member* status. One co-chair shall be an M.D., and the other a Ph.D. (or M.D., Ph.D.). The committee shall include the previous co-chairs, a *Member-in-Training*, other ASNR members appointed by the President, and other individuals judged to be able to provide valuable expertise. The co-chairs shall serve for a three-year term.

The Research Committee, with the approval of the Executive Committee, shall be responsible for fostering research in neuroradiology and for overseeing researchers and research activities funded by or through the Society.

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

**Section 13. *Audit Committee:*** The Audit Committee shall consist of four voting members: the President and three *Senior* members, one of whom shall be appointed annually by the President to serve a three-year term. The appointed member with the longest tenure shall serve as chair.

The Audit Committee shall annually review the accounts of the Treasurer, and shall retain a certified public accountant for the purpose of auditing and certifying the annual report of the Treasurer. The ranking member of the Audit Committee, who is not a candidate for elective office or position, shall supervise and certify the annual election, subject to the provisions of Article VIII.

**Section 14. *Nominating Committee:*** The Nominating Committee shall consist of five voting members: the President-Elect, Vice-President, chair of the Rules Committee, and two additional ASNR *Senior* members elected by the membership as prescribed in Article VIII. These two additional *Senior* members will each serve a consecutive two-year term, commencing on alternate years. During his/her second year, each such *Senior* member shall serve as Chairman of the Nominating Committee.

The Nominating Committee shall perform its duties according to Article VIII, Article XI and Article XIII of this Constitution.

**Section 15. *Membership Committee:*** The Membership Committee shall consist of five voting members: the President, the Secretary and three *Senior* members of the ASNR, one of whom shall be appointed annually by the President to serve a three-year term. In addition, a *Member-in-Training* and a *Research Scientist Member* (whenever possible) shall be appointed. The appointed *Senior* member with the longest tenure on the Committee shall serve as chair. The former chair of the Membership Committee shall serve as a non-voting advisor to the Membership Committee.

The Membership Committee shall review and screen all candidates who do not know *Senior* members who could sponsor them 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 survey *Senior* members annually to ascertain if each is devoting the required percentage of time to the practice of Neuroradiology, as called for in Article III of the Constitution, and recommend to the Executive Committee changes in membership status.

**Section 16. *Financial Management Committee:*** The Financial Management Committee shall consist of six voting members: the President, the President-Elect, the Vice-President, the Treasurer, the most recent Past-President, and a *Senior* member of the ASNR appointed by the President to a three-year term. The chair of the Financial Management Committee shall be designated by the President.

The Financial Management Committee, with the approval of the Executive Committee, shall establish policies and guidelines for the fiscal management of the Society.

**Section 17. *Honorary Member Committee:*** The Honorary Member Committee shall consist of four members: the President and three active Past-Presidents, with the President appointing a chair.

The Honorary Member Committee shall select and propose for consideration by the Executive Committee candidates for Honorary Membership in the Society, in accordance with Article III of the Constitution.

**Section 18. *Research Scientist Committee:*** The Research Scientist Committee will be comprised of *Research Scientist* members. The chair of the committee shall be appointed by the President, shall serve a 2-year term, and shall sit as a voting member of the Executive Committee.

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

**ARTICLE XII**  
*American College of Radiology Council*

The Society's representative and alternate to the Council of the American College of Radiology shall be appointed by the President to a three-year term.

The Executive Committee has the power to allow the Councilor to serve more than two consecutive three-year terms, if the ACR Councilor is willing to continue in this role.

The Councilor shall serve as a non-voting member of the Executive Committee. In his/her absence the alternate councilor should attend the Executive Committee meeting.

**ARTICLE XIII**  
*Meetings*

**Section 1.** The Society shall sponsor a scientific meeting each year at a time and place designated by the Executive Committee 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. Only *Senior* members may vote. Scientific sessions are open to all registrants.

**Section 7.** The order of business for the Annual Business Meeting shall be as follows:

- |                       |                        |
|-----------------------|------------------------|
| 1. Call to Order      | 6. Unfinished Business |
| 2. Reading of Minutes | 7. New Business        |

3. Secretary's Report
4. Treasurer's Report
5. Report of Standing Committees

8. Installation of Officers
9. Adjourn

If it becomes necessary to elect officers and/or representatives at the Annual Business Meeting as per Article VIII, then the report of the Nominating Committee and the election of officers and/or representatives shall take place as part of New Business. In that case, the elections shall be by secret ballot for each vacant position in the following order: President, President-Elect, Vice-President, Secretary, Treasurer, Member-at-Large of the Executive Committee, and member of Nominating Committee, as needed.

**Section 8.** Only *Senior* members in good standing who are present during the business meetings shall be entitled to vote. No proxy or absentee ballots shall be permitted.

**Section 9. Parliamentary Procedure:** Except as otherwise specified in this Constitution, Robert's Rules of Order shall govern the parliamentary procedure for all meetings, elections, and other operations of the Society.

#### **ARTICLE XIV** *Fiscal Year*

The fiscal year of the Society shall begin on July 1 and shall end on June 30.

#### **ARTICLE XV** *Indemnification*

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

In the event that an officer or Executive Committee 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 a court of competent jurisdiction.

#### **ARTICLE XVI** *Amendments*

Upon request from the Executive Committee, the Rules Committee shall prepare and submit proposed amendments to the Constitution.

The Constitution of the Society may be amended at any Annual Business Meeting of the Society by a two-thirds 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 Executive Committee may request the Rules Committee to prepare proposed amendments to the Constitution for presentation at the Annual Business Meeting or via e-mail, requiring for approval a two-thirds majority of the voting *Senior* members at the Annual Business Meeting, or by an electronic vote, with satisfaction of the Society's quorum requirement. In all cases, the voting members must be allowed 30 days from the date the notification of the amendments is sent to the time of the vote. Amendments may be proposed and voted upon throughout the year.