

AMERICAN COLLEGE OF NUCLEAR MEDICINE
BYLAWS – APPROVED (12-2015)

ARTICLE I. NAME

The name of this organization shall be the American College of Nuclear Medicine

ARTICLE II. OBJECTIVES

The objectives of the College shall be:

- A. To foster the highest standards in Nuclear Medicine consultation and service to referring physicians, hospitals, and the public.
- B. To advance the science of Nuclear Medicine through study, education, and improvement of the socioeconomic aspects of the practice of Nuclear Medicine and thereby to improve Nuclear Medicine consultation and service.
- C. To promote the continuing competence and socioeconomic awareness of practitioners of Nuclear Medicine through a program of continuing professional development emphasizing high standards of Nuclear Medicine practice.

ARTICLE III. MEMBERSHIP

Section 1. Classification of Members

Personnel Qualifications:

Membership in the College is a privilege, not a right, and is contingent upon compliance with these by-laws. No person shall remain a member of the college unless he/she is of good moral character and adheres to the principles of ethical practice of the college

Membership in this organization shall consist of the following classes:

- A. Full Member
- B. Honorary Member
- C. Emeritus Member
- D. Member-in-Training
- E. Associate Member
- F. Corresponding Member
- G. Corporate Member
- H. Affiliate member

Section 2. Qualifications for Membership

A. Full Member

A Full Member shall be (i) a licensed physician engaged in the practice of Nuclear Medicine and certified by a member board of the American Board of Medical Specialties or other certifying body judged to be of equivalent standards by the Board of Directors (including international boards) or (ii) a Nuclear Medical scientist or pharmacists, other than a physician, who is engaged in the practice of Nuclear Medicine science and possesses an advanced degree.

Any of the above criteria may be waived by the Board of Directors upon recommendation of the Membership and Credentials Committee for individuals who have made outstanding contributions to the specialty.

Full Members shall have the right to vote, to hold elective office, to serve on the Board of Directors, to be appointed to committees, and to be elected to Fellowship.

B. Honorary Member

An Honorary Member shall be an individual who has made outstanding contributions to the field of Nuclear Medicine or to the College. Honorary Members shall not have the right to vote, to hold elective office, or to serve on the Board of Regents, but may be appointed to committees, and may be elected to Fellowship.

C. Emeritus Member

An Emeritus member shall be (i) an individual who has been a member of the College for at least ten years and who has attained the age of 70 years, or (ii) an individual who has been a member of the College for at least ten years, attained the age of 60, and retired from the practice of medicine or related sciences. Emeritus Members shall not have the right to vote, to hold elective office, or to serve on the Board of Directors, but may be appointed to committees and may be elected to Fellowship.

D. Member-in-Training

A Member-in-Training shall be (i) a physician who is in a training program accredited by the Accreditation Council for Graduate Medical Education, or other training program judged to be of equivalent standards by the Board of Directors (including international training) or (ii) a medical scientist or pharmacist who is in a post-baccalaureate degree program in Nuclear Medicine.

Members-in-Training may be appointed to committees, but, except as otherwise specifically stated in these Bylaws, they shall not have the right to vote or to hold office, but may serve as an ex-officio member of the Board of Directors.

E. Associate Member

An Associate Member shall be (i) a physician who is within two years following completion of training, as defined above, but who does not qualify for full membership, or (ii) a medical scientist or pharmacists who is within five years following completion of training, as defined

above or (iii) a nuclear medicine professional who possesses a baccalaureate degree and has at least five years of experience in clinical Nuclear Medicine.

When a physician Associate Member exceeds two years following completion of formal postgraduate education and does not qualify for Full Membership and when a medical scientist Associate Member does not qualify for Full Membership after five years of Associate Membership, membership in the College shall automatically terminate.

Associate Members may be appointed to committees, but they shall not have the right to vote, to hold elective office, or to serve on the Board of Directors.

F. Corresponding Member

A licensed physician engaged in the practice of Nuclear Medicine and certified by a member board of the American Board of Medical Specialties or other certifying body judged to be of equivalent standards by the Board of Directors (including international boards) or (ii) a Nuclear Medical scientist or pharmacists, other than a physician, who is engaged in the practice of Nuclear Medicine science and possesses an advanced degree whom are employed at hospitals in countries classified by Worldbank as Low to Upper middle economies.

Corresponding members shall have the right to vote and be appointed to committees, however, they do not have the right to hold elective office, serve on the Board of Directors or be elected to Fellowship.

G. Corporate Member

A Corporate Member shall be a business which provides services, equipment, or consumables used in the practice of Nuclear Medicine. Corporate members shall not have the right to vote, to hold elective office, or to serve on the Board of Directors, but may be appointed to committees.

H. Affiliate Member

An Affiliate Member shall be an individual who does not otherwise qualify for individual membership and (i) is employed in a business which provides services, equipment or consumables used in the practice of Nuclear Medicine or (ii) is involved in a field allied to Nuclear Medicine.

Affiliate Members shall have the right to vote, to be appointed to committees, and to be elected to Fellowship, but not to hold elective office or to serve on the Board of Directors.

Section 3: Personal Qualifications

Membership in the College is a privilege, not a right, and is contingent upon compliance with these Bylaws. No person shall remain a member of the College unless the member is of good morale character and adheres to the principles of ethical practice of the college.

Section 4: Waiver of Membership Requirements

Any of the above membership criteria except those of Section 2.1 may be waived by the Board of Directors upon recommendation of the Membership and Credentials Committee for individuals who have made outstanding contributions to the specialty.

Section 5. Fellowship

In addition to the membership classes described above, the designation of Fellow of the American College of Nuclear Medicine (merger of ACNP and ACNM) (Fellow) may be conveyed by the Board of Directors to any Full, Honorary, Emeritus, Corresponding, or Affiliate Member of the College.

Fellows shall be those persons who have evidenced to their peers superior competence, integrity and maturity in the application of their Nuclear Medicine knowledge and skill and who have been elected to this honor by the Board of Directors. Criteria appropriate for election to this honor shall be developed and adopted by the Board of Directors.

Honorary fellows shall be non-members whose outstanding or pre-eminent contributions to the science or practice of Nuclear Medicine qualify them for honorary fellowship. Nominations for honorary fellowship may be made by any fellow and then must be approved by the Board of Directors and subsequently the membership.

ARTICLE IV. OFFICERS

Section 1. Number

The College shall have the following officers:

- President
- President-Elect
- Vice President
- Secretary
- Treasurer
- Historian

No individual may hold more than one of the above offices of the College simultaneously.

Section 2. Term of Office, Election, and Succession

A. Terms

The terms of the President, President-Elect, Vice-President, Secretary, and Treasurer shall be one year. The Historian shall be elected by the Board of Directors and serve for a term of three years. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term. The Vice-President shall automatically succeed to the office of President-Elect upon the expiration of the President-Elect's term.

B. Election

All officers (excepted the Historian) shall be elected by a majority vote of the members present at the annual business meeting of the College or the majority vote of those members voting by mail ballot, in accordance with the requirements of Article VIII.

C. Succession

Unless otherwise specified in these Bylaws, officers shall take office prior to adjournment of the meeting of the members at which their election is announced.

In the event of death, disability, removal, or resignation of the President, the President-Elect shall assume the duties of the President. Should both the President and the President-Elect be unable to serve, the succession to President shall be the Vice-President, then the Secretary and then the Treasurer.

Section 3. Duties

A. President

The President shall function as the principal executive officer of the College, shall serve as Chair of the Board of Directors with the power to vote, and shall also serve as a member, ex officio, with the right to vote, on all committees of the College except the Ethics Committee, any ad-hoc Hearings Committee, and the Nominating Committee. The President shall preside at all meetings of the membership of the College and shall perform such other duties as are incident to the office of President or as may be prescribed by the Board of Directors.

B. President-Elect

The President-Elect shall generally assist the President in the performance of their duties and in the absence or inability to act as the President, shall perform the duties of President. The President-Elect shall also perform such other duties as the Board of Directors or President may from time to time assign. The President-Elect shall propose members of standing committees of the College for appointment by the Board of Directors. Serves as a member of the ACNM Finance Committee.

Vice President The Vice-President shall act for the President-Elect in the case of temporary absence. In the event of vacancy in the office of President-elect, the Vice President-elect shall assume the office of President-elect for the unexpired term in addition to the term for which elected. The Vice-President shall maintain a productive relationship with the President and President-elect and assume special responsibilities including chairing special task forces, events and committees as assigned. Serves as a member of the ACNM Finance Committee.

D. Secretary

The Secretary shall be responsible for the proper recording of meetings of the College, shall see that all notices are duly given, shall be custodian of the corporate books, records and papers, and seal, and in general perform all duties incident to the office of

Secretary and such other duties as may from time to time be prescribed by the Board or the President.

E. Treasurer

The Treasurer shall also have charge and custody of the funds of the College and be responsible for the keeping of such funds in banks, trust companies or other depositories as shall be approved by the Board of Directors. The Treasurer shall insure that all necessary tax returns are properly filed and assist the College's accountants in the preparation of annual financial reports, and in general perform all duties incident to the office of Treasurer and such duties as may from time to time be prescribed by the Board of Directors or the President.

F. Historian

The Historian shall be responsible for the proper recording of the history of the College and shall see that all pertinent documents and memorabilia are maintained in order to clearly trace the history of the College and its accomplishments and the accomplishments of its members and officers. A listing of the past Officers and Directors of the College shall be maintained from year to year.

Section 5. Removal and Vacancies

- A. The Board may, by a two-thirds affirmative vote of all its members, remove any officer from office for cause.
- B. Vacancies in any elected office may be filled for the balance of the term by the Board of Directors at any regular or special meeting, except that the office of President-Elect shall be filled by a vote of the membership.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Duties

The general management of the College shall be vested in a Board of Directors (“the Board”), which shall supervise, control, and direct the business and affairs of the College.

Section 2. Composition

The membership of the Board shall be composed of the Officers of the College, the last three past presidents of the college and Elected and Ex-officio members as follows:

A. Past Presidents

The past three past presidents of the college shall serve on the ACNM Board of Directors. The terms one of the past presidents shall expire each year. The past presidents shall be non-voting members of the ACNM Board of Directors.

B. Elected Directors
The number of Elected Directors shall be 12 and each Elected Director shall serve for a term of three years and shall take office immediately following the annual meeting at which election is announced. The terms of four Elected Directors shall expire each year. No person shall serve more than two consecutive full terms as an Elected Director.

C. Ex Officio Directors
The immediate Past-President, Chairman of the Finance Committee, Delegate and Alternate Delegate to the American Medical Association, and the President of the College's residents' organization shall serve as ex-officio members of the Board with full voting rights.

Section 3. Specific Duties

In addition to its general duty to supervise, direct, and control the business and affairs of the College in order to promote and attain the objectives of the College, the Board of Directors shall have the following duties:

- A. Formulate policy in order that the actions and policies of the College reflect the needs and wishes of its members.
- B. Receive and consider all reports of the committees of the College.
- C. Elect all Fellows and to develop rules and regulations with respect thereto to supplement these Bylaws.
- D. Fix dues and assessments for all categories of membership and to waive such payments by any member in any class for sufficient cause.
- E. Employ an Executive Director, who may or may not be a member of the College, for a salary and term, which it shall determine.
- F. Create and appoint committees of the College and direct their activities.
- G. Arrange an annual meeting of the College and such other meetings as may be required to carry out the purposes of the College.
- H. Prepare annual written reports to the members summarizing its activities and programs which shall include a financial statement or summary prepared by a certified public accountant and to prepare for the membership such interim reports as may be deemed necessary or desirable by the Board of Directors.
- I. Prepare guidelines and principles of professional conduct for members.
- J. Establish appropriate procedures for the payment of all College obligations.

- K. Establish a set of Rules and Regulations which will govern the conduct of its business and to make copies of these Rules and Regulations available upon request to any College member.

Section 4. Meetings

A regular meeting of the Board shall be held not less than annually and such annual meeting shall be held at the same time and place as the annual meeting of the members.

Special meetings of the Board may be called by the President, or in the President's absence or inability to act, the President-Elect, or upon written request by any five Directors. A special meeting so requested shall be held within three weeks of the written request unless a later date is specified in the request. Notice of the time, place, and manner of such special meeting as well as the topics for action shall be given not less than five days before the meeting. Special meetings may be held in person or via appropriate electronic means of communication. Actions may be taken without a meeting with the consent of all of the members of the Board.

A majority of the members of the Board shall constitute a quorum for any meeting of the Board.

Meetings of the Board shall be open sessions, but the Board shall have the privilege of holding executive sessions.

No person, regardless of whether that person serves on the Board in more than one capacity, may cast more than one vote in any vote taken by the Board.

Section 5. Removals and Vacancies

- A. The Board may, by a two-thirds affirmative vote of its members, remove any elected or ex officio Director for cause.
- B. Vacancies occurring among the Elected Board members between annual meetings, either by resignation or otherwise, may be filled by the Board by a majority vote of the remaining members of the Board. The individuals so chosen shall hold office until the next annual meeting of the College or until their successors shall have been elected and qualified.

ARTICLE VI. EXECUTIVE COUNCIL

Section 1. Composition and Election

The Executive Council shall be composed of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Historian, Chairman of the Finance Committee, and two members elected by the Board.

Section 2. Duties

The Executive Council shall, except as otherwise provided by these Bylaws, have all of the authority and powers of the Board in the management of the business and affairs of the College in the interim between regular and special meetings of the Board. The designation and election of such Executive Council and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law or these Bylaws.

Section 3. Action of the Council

Meetings of the Executive Council shall be called and chaired by the President or by the President-Elect in the President's absence or inability to act. Meetings may be held in person or via appropriate electronic means of communication. Five members of the Executive Council participating in the meeting shall constitute a quorum for the transaction of business, and the act of not fewer than five members voting shall be necessary for a valid action of the Council. Executive Council actions may be taken without a meeting with the consent of all of the members of the Executive Council. All actions of the Executive Council shall be reported to the Board at the next meeting of the Board.

Section 4. Term

A member of the Executive Council shall serve until the next annual meeting of the Board following the member's election and until the member's successor shall have been duly elected and qualified. The Board may remove any member of the Executive Council without affecting the status of such a person as an officer or Director.

ARTICLE VII: ORGANIZATIONAL CATEGORIES

Section 1: Resident's Organization

The College shall have one (1) organizational category: the Residents Organization. The Operating Procedures for the Residents Organization shall be approved by the ACNM Board of Directors. These Operating Procedures must be consistent with the Bylaws and policies of the College. The business plans and budgets of the Resident's Organization shall be approved by the Board of Directors.

The Residents Organization is an organizational component of the College specifically addressing the interests of Nuclear Medicine residents. The Resident's Organization adheres to College Bylaws and policies, while operating under its own Operating Procedures and budget process, approved by the Board of Directors. Members of the Resident's Organization have the right to vote within the College and the right to hold office within the Resident's Organization.

Article VIII. Committees

Section 1. Organization of Committees

A. The Committees of the College shall consist of:

1. Standing Committees
 2. Ad-Hoc Committees
- B. Unless otherwise specifically provided in these Bylaws, each Standing Committee shall consist of at least 3 members, one of whom shall be appointed as Chairman. Except as otherwise specifically described in these Bylaws, appointment of standing committee members and chairmen shall be made by the President-Elect, subject to approval of the Board. Standing Committees shall report at the Annual Meeting of the Board and at such other times as required by the President or the Board.
- C. Ad-hoc committees shall be formed and their members appointed by the President for a specified purpose and term. An ad-hoc committee shall report to the President as required by the charge to the committee. Creation of and appointments to any ad-hoc committee will be reported by the President at the next meeting of the Board.
- D. Standing and ad hoc committees of the College may meet jointly with committees and other entities of other organizations, as directed by the President or the Board. In addition, the Board, on the recommendation of the President or the President-Elect, may appoint members to serve on committees, task forces, and similar entities external to the College to represent the College.
- E. Meetings of all committees except an ad hoc Hearing Committee (see Article XII) shall be open sessions, but any committee shall have the privilege of holding executive sessions.
- F. Meetings of a committee shall be called by the Chair or as directed by the Board or the President. Meetings may be held in person or via appropriate electronic means of communication. Further, any committee action may be taken without a meeting with the consent of two-thirds of the members of the committee.
- G. A quorum for any committee meeting held in conjunction with a regular meeting of the College shall be those present at the committee meeting. A quorum for a meeting held other than in conjunction with a regular meeting of the College shall be a majority of the members of the committee.

Section 2. Standing Committees

- A. Bylaws Committee

The Bylaws Committee shall:

1. Review the Bylaws of the College on a continuing basis to ensure their pertinence to the College's needs and their adequacy for achieving the goals and aims of the College.

2. Review specific portions of the Bylaws upon request of a member of the College or at the direction of the Board.

B. Corporate Committee

The Corporate Committee shall:

1. Be composed of one representative from each Corporate Member; such representatives shall be at the decision-making level of management in their companies.
2. Elect a Chair from among its members.
3. Establish such organizational rules as it deems appropriate, provided such rules do not conflict with the By-Laws or Rules and Regulations of the College and the Board.
4. Serve as an umbrella group for the Nuclear Medicine industry to coordinate positions on social, economic, regulatory, and other strategic issues and act for the overall benefit of the industry and the field of Nuclear Medicine.

C. Ethics Committee

The Ethics Committee shall:

1. Consist of 5 members, none of whom is a current member of the Board of Directors; each member serving a two-year term with the possibility of being elected to a second consecutive term.
2. Be elected at the annual business meeting of the College.
3. Elect its Chair annually from amongst its membership.
4. Review the Principles of Ethics adopted by the College and advise the College on amendments to these Principles.
5. Review, as provided elsewhere in the Bylaws, any complaint made to the College against a member of the College.

D. Fellowship Committee

The Fellowship Committee shall:

1. Consist of the Immediate Past President who shall serve as Chair and at least 3 others who shall be Fellows of the College. If the Immediate Past

President is unable to serve, the most recent available Past President shall serve instead.

2. Review nominations or applications for Fellowship and provide a recommendation to the Board. The Committee may also originate or solicit such nominations.
3. Advise the Board on criteria for election to Fellowship.

E. Finance Committee

The Finance Committee shall:

1. Recommend an annual budget to the Board.
2. Recommend membership dues of each class of membership to the Board.
3. Advise the officers and the Executive Director on the financial affairs of the College.

F. Government Affairs Committee

The Government Affairs Committee shall:

1. Keep itself informed on all federal legislative and regulatory activities relevant to the practice of Nuclear Medicine, inform the membership of such activities, and, if appropriate, recommend a course of action and a position to be adopted by the College
2. Coordinate, in conjunction with the Executive Director, testimony by members of the College or others before legislative or regulatory bodies.
3. Respond to and influence Congress and regulatory agencies to create a regulatory environment that promotes the practice of quality Nuclear Medicine

G. Membership and Credentials Committee

The Membership and Credentials Committee shall:

1. Evaluate applications for membership in the College, as needed, with respect to their completeness and compliance with criteria for membership.
2. Seek to develop the membership of the College.

3. Review annually the composition of the College and report this information to the membership.
4. Seek to obtain from resigning members the reasons for their resignation and report this information to the College.
5. Include at least one Nuclear Medicine scientist.

H. Nominating Committee

The Nominating Committee shall:

1. Consist of five members of the College: the Immediate Past President who shall act as Chair, and four members of the College nominated and elected at the annual meeting of the College to serve until the following annual meeting.
2. Submit nominations to the Board for the various offices, elected Directors, and other elective positions as needed.

I. Publications Committee

The Publications Committee shall be responsible for all College publications and newsletters including but not limited to The Scanner.

ARTICLE IX. ELECTIONS

Section 1: Elections

Elections of the College may be conducted at a regular or special meeting of the members or by mail ballot. The manner of each election shall be determined by the Board in accordance with these Bylaws.

When there is more than one candidate for any office, a secret ballot shall be conducted.

Section 2: Nominations

Prior to any election of officers or members of the Board, the Nominating Committee shall present a slate including at least one candidate for each vacancy.

Nominations may also be made by a petition signed by not fewer than 25 members of the College.

Section 3: Announcement

The Executive Director shall communicate to the members of the College the report of the Nominating Committee at least 30 days before the final slate of candidates is announced.

Petitions for additional nominations must be in the hands of the Executive Director of the College at least 7 days before the final slate is announced to the members. The final slate shall be presented to the members at least 30 days before a meeting at which an election is held and at least 30 days before the return date for any mail ballot. All such communications shall state the origin of the nominations and include a summary of each candidate's current curriculum vitae.

ARTICLE X. EXECUTIVE DIRECTOR

The Board shall have the authority to employ an Executive Director, whose duties shall be those usually performed by such person. The Executive Director shall direct the headquarters office of the College, keep accurate records of the College proceedings and activities, and serve as general custodian of the College documents and property. The Executive Director shall also define the duties of and supervise the performance of any staff assistants deemed necessary by the Board. The Executive Director shall furnish a surety bond as directed by the Board. In its discretion, the Board may substitute the title, Executive Secretary, for the title, Executive Director, which shall not imply any change in the duties or responsibilities of said individual.

ARTICLE XI. EDUCATION

Section 1: Board Review

The Board shall review annually the educational objectives of the College, the mechanisms for meeting these objectives, and the level of fulfillment of the objectives.

Section 2: CME Activities

The overall CME Program shall include one or more major CME activities annually. Topics shall include current information in clinical practice and socioeconomic developments pertinent to Nuclear Medicine.

ARTICLE XII. PROFESSIONAL RELATIONS

Section 1. Principles of Ethics

A member of the College shall be governed in their medical practice by the Principles of Medical Ethics of the American Medical Association.

Section 2. Standards

The Board may establish standards for the adequacy of Nuclear Medicine Services.

ARTICLE XIII. DISCIPLINE

Section 1. Scope

A member may be censured, suspended, expelled or otherwise disciplined for violation of the College's principles, Bylaws, rules, and regulations or for any conduct detrimental to the reputation and best interest of the College or inconsistent with its purposes.

Section 2. Ethics Committee Action

Complaints alleging such ethical or other misconduct may be made by any member or any interested third party and shall be submitted in writing to the chair of the Ethics Committee of the College. The chair will then prepare the complaint for submission to the Ethics Committee in a manner to ensure anonymity of the member against whom the complaint has been made. The Committee shall investigate the circumstances surrounding each complaint and determine whether or not disciplinary action should be taken against the member. Decision of the Committee shall be by majority vote, with the chair voting in such proceedings. If the Committee determines that no disciplinary action should be taken, the member and the complaining party will be so notified. If the Committee recommends that disciplinary action should be taken, the matter shall be referred for hearing before an ad hoc Hearing Committee of the College.

Section 3. Hearing Committee

Following a decision by the Ethics Committee requesting a hearing, the member against whom the complaint was made will be notified of the hearing by certified mail not less than 30 days before the hearing is to take place. Such notification will state the time and place of the hearing and will inform the member that disciplinary action is being considered. It will state the nature of the acts or omissions with which the member is charged so that the individual may appear in person with legal counsel or other chosen representatives and that the individual may present evidence to show that disciplinary action should not be taken.

Hearings shall be conducted by an ad hoc Hearing Committee appointed for each complaint and shall be conducted in accordance with rules and procedures established by the Board. A Hearing Committee shall meet only upon recommendation by the Ethics Committee that a hearing be held. The President shall appoint four members, at least two of whom shall be Fellows, and the member against whom the complaint has been made shall appoint two members, at least one of whom shall be a Fellow. The chair of the Hearing Committee shall be elected by the committee members from amongst themselves. No current member of the Board may serve on the Hearing Committee.

Section 4. Appeals

A disciplined member may request appellate review by the Board within 30 days after receipt of notice of an adverse recommendation or decision of the Hearing Committee. Such reviews shall be held during a regular or special meeting of the Board. The member and the member's legal counsel or other representative shall be permitted to submit a written statement in the member's behalf and to make an oral statement to the Board. The Chair, or in the Chair's absence another member, of the Ethics Committee shall present to the Board the evidence which is the basis for the disciplinary action. The Board shall act to affirm or overturn the decision of the Hearing Committee by majority vote of those present, with any member of the Hearing Committee serving on the Board at the time of the appeal not voting. The decision of the Board shall be final, and binding on the member.

ARTICLE XIV. DUES, ASSESSMENTS AND FINANCIAL AFFAIRS

Section 1. Review of Dues and Assessments

Dues and assessments for all classes of membership shall be reviewed annually by the Board.

Section 2. Delinquency

A member shall be considered delinquent after failure to pay dues by April 1 of the calendar year in which they come due. Any member who is delinquent shall be notified of such delinquency, and if payment is not made within the next succeeding 30 days, the delinquent member shall be dropped from the rolls of the College and thereupon forfeit all rights and privileges of membership. If a member thus dropped from membership shall become current in the payment of dues, the Board shall reinstate said former member.

Section 3. Refunds

No dues or assessments shall be refunded to any member whose membership terminates for any reason.

Section 4. Checks, Drafts & Notes

All checks, drafts, or other orders of payment of money issued in the name of the College shall be signed by such officers or designees as the Board shall designate.

Section 5. Funds

All funds of the college shall be deposited to the credit of the College in such banks or other depositories as the Board may designate.

Section 6. Contracts

The Board of Directors or the Executive Committee may authorize its agent to enter into any contracts as may be deemed necessary by them.

ARTICLE XV. AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws may be adopted, by a two-thirds vote of the voting members present at the annual business meeting of the College, notice of any proposed change having been sent in writing to the members not less than 30 days prior to such a meeting, or by a two-thirds vote of the members voting by an electronic mail ballot which shall have been sent to the members not less than 40 days prior to the designated return date. Proposed changes may be made by the Board, by the Bylaws Committee, or by individual members. Proposed changes from individual members shall be submitted to the President who will deliver same to the Bylaws Committee for its review. If the Bylaws Committee fails to approve any proposed amendment from an individual, such proposal shall not be submitted to the membership unless at the time of its original submission to the President it carried the written approval of not less than 15 members.

ARTICLE XVI. MEETINGS OF THE COLLEGE

Section 1. Regular Meetings of the Membership

The annual meeting and any additional regular meetings of the members shall be held at such time and place as the Board shall direct. Written notice of regular meetings of the College shall be given not less than 90 days before the date of the meeting.

Section 2. Special Meetings of the Membership

Special meetings of the membership may be called by the Board at any time or upon the written request of at least 10% of the membership, which shall comprise not less than 20 voting members. Notice of a special meeting, its time and place, together with a statement of the business to be transacted at such meeting, shall be sent to each voting member not less than 15 days before such meeting. No business other than that specified in the notice of a special meeting shall be transacted at such meeting.

Section 3. Quorum

A quorum consisting of not less than 10 voting members shall be necessary for the transaction of business at any regular or special meeting of the College. Only members actually present physically or by electronic means shall be counted in determining whether a quorum is present. A voting member may vote at a meeting of the College in person or by electronic means but voting by proxy shall not be allowed.

Section 4. Rules of Order

The meetings and proceedings of this College shall be regulated and controlled according to the current edition of Robert's Rules of Order Newly Revised except as may be otherwise provided in these Bylaws. The order of business may be suspended at any meeting by the unanimous consent of all members present and voting.

ARTICLE XVII. INDEMNITY

To the extent permitted by law, each representative, committee member, or officer and other agent of the corporation shall be held harmless and indemnified by the corporation against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon the individual in connection with or resulting from any action, or the settlement or compromise thereof, to which the individual may be made a party by reason of any action taken or omitted to be taken by the individual as a representative, committee member, officer or agent of the corporation, except in relation to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty and to such matters as shall be settled by agreement predicated on the existence of such liability. This right of indemnification shall inure to such person whether or not the individual is a representative, committee member, officer, or agent at the time such liabilities, costs, or expenses are imposed or incurred and, in the event of their death, shall extend to the individual's legal

representatives. To the extent available, and permitted by law, the corporation shall insure against any potential liability hereunder.

ARTICLE XVIII. DISSOLUTION

The organization can only be dissolved upon recommendation of the Board of Directors, which proposal for dissolution shall be in turn submitted for a vote at the annual meeting. An affirmative vote of two-thirds (2/3) of the eligible voting members will be required to confirm dissolution.

In the event of dissolution or final liquidation of the College, all of the assets remaining after payment of its obligations shall have been made or provided for shall be distributed to and among such corporations, foundations or other organizations, organized and operated exclusively for scientific and educational purposes consistent with those of the College as shall be designated by the Board of Directors.