BYLAWS OF AMERICAN ASSOCIATION OF ANATOMISTS, INC.

PREAMBLE

It is hereby declared that the Bylaws of the American Association of Anatomists, Inc., contained herein can be referred to by the members as the Constitution of the American Association of Anatomists, Inc. The name of the Association shall be the "American Association of Anatomists, Inc.", hereinafter called "the Association." The purpose of the Association shall be the advancement of the anatomical sciences.

ARTICLE I

OFFICE

The Association shall have such offices within and without of the State of New York as the Board of Directors may from time to time determine or as the business of the Association may require.

ARTICLE II

MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Association who meet the criteria set forth in these bylaws, as well as any additional criteria that may be established by the members and the Board of Directors, as they deem appropriate, including a schedule of dues.

Section 2. Classes of Members. The Association may have categories comprised of Regular Members, Regular Members Emeritus, Student Members, Postdoctoral Fellow Members, Honorary Members, and such other categories established by the Board of Directors. Membership categories may be added or discontinued, as determined by the Board of Directors. Regular Members, Regular Members Emeritus, and Honorary Members may vote and hold office; in addition, the Board of Directors may designate other membership categories as eligible for office or voting. Student and Postdoctoral Fellow Members may vote; they may not hold office, but are eligible for seats on the Board of Directors. Members who have not paid their required dues for the current calendar year will be classified as inactive, will not receive mailings to the membership and cannot vote or hold office.

(a) Regular Members. Candidates for Regular Membership must be persons engaged in the teaching or investigation of anatomical or related sciences, with an advanced degree or equivalent experience. The Board of Directors shall establish the process by which these criteria are evaluated to determine membership eligibility.

(b) Regular Members Emeritus. The general qualifications for Regular Member Emeritus shall be established by the Board of Directors and the eligibility of any person for this category shall be determined by the Board of Directors on a case-by-case basis. Regular Members Emeritus will have the same privileges as Regular Members except he/she will not receive the journals gratis.
(c) Student or Postdoctoral Fellow Members. Candidates for Student or Postdoctoral Fellow Membership must be engaged in the study of anatomical or related sciences in an educational institution or working under the guidance of an established researcher or educator. The Board of Directors shall establish the process by which these criteria are evaluated to determine membership eligibility.

(d) Honorary Members. The general qualifications for Honorary Members shall be established by the Board of Directors and the eligibility of any person for this category shall be determined by the Board of Directors on a case-by-case basis.

(e) Associate Members. Candidates for Associate Membership do not fit into any current category of membership but who still act as part of a team in a lab or classroom setting, have previously engaged in the teaching or investigation of anatomical or related sciences, are employed in a biomedical or anatomically related field, or are working in related government or public policy field. A Regular or Emeritus member must sponsor any new member who joins or renews in this category. Associate members may not vote or hold office.

Section 3. Application for Membership.

(a) Regular Membership. Applications shall be in writing or online using the official AAA application form and must be accompanied by a curriculum vitae and a list of publications. The Board of Directors shall establish criteria and procedures by which the Association approves applications for Regular Membership.

(b) Honorary Membership. The Board of Directors shall establish criteria and procedures by which the Association approves Honorary Members.

(c) Student or Postdoctoral Fellow. To qualify for student or postdoctoral fellow status, such member must provide his/her advisor's name when applying for membership and paying dues each year. Applications shall be in writing or online using the official AAA application form and must be accompanied by a curriculum vitae. The Board of Directors shall establish criteria and procedures by which the Association approves applications for Student and Postdoctoral Fellow Membership.

Section 4. Meetings and Voting.

(a) Meetings. The Annual Meeting of the Association's members shall be held at the place, time, and date, as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President. Special meetings shall be held whenever called by the Board of Directors, the President or ten (10) percent of the membership.

(b) Notice of Membership Meetings. Notice of the place, date, and hour of any meeting of the members shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Such notice shall be deemed to have been given when it is deposited in the United States mail or sent via facsimile transmission, telegraph, telex, courier service, electronic mail or hand delivery. Notice of special meetings shall indicate the purpose for which
they are called. Notice of meetings need not be given to a member who attends without protesting lack of notice before or at the meeting's commencement.

(c) Quorum, Adjournment of Meetings. At all meetings of the members, including the Annual Business Meeting of the Association, at least one-hundred (100) members or one-tenth of the membership, whichever is lesser, shall be present in person or by proxy to constitute a quorum for the transaction of business. At any adjourned meeting for which a quorum was present at the original meeting, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, notice of the adjourned meeting shall be given.

(d) Voting. At any meeting of the members, each voting member present in person or by proxy who has paid current dues, if such dues are required, shall be entitled to one vote. Upon demand by any member, any vote for directors or any question before the meeting shall be by ballot.

(e) Proxies. Voting by proxy shall be permitted. The Board of Directors shall determine the process for submitting and accepting proxies.

(f) Action by the Members. Except as otherwise provided by law or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of the members shall be an act of the members, provided that the favorable votes be at least equal to the quorum of the members as defined in subsection (c) of this Section 4 (hereinafter termed "Action by the Members").

Section 5. Dues and Membership.

(a) Dues. The dues of the Association shall be determined by the Board of Directors and ratified at each Annual Meeting of the Association. Dues are payable on or before January 1 of a calendar year. Individuals who have not paid by January 1 may be placed in an inactive status. The Association may establish a grace period during which a member who is in arrears on dues shall be put on "inactive status" and may continue to receive certain benefits. At the end of this grace period, the member will be put on "inactive status" unless the dues have been waived under other provisions of these Bylaws. Members classified as inactive will not receive mailings to the membership and cannot vote or hold office. Payment of dues at any time during the calendar year will reinstate the member to active status who will then receive all journals for the calendar year. Honorary Members do not pay dues; however, they have the same privileges as Regular Members, but must pay to receive the journals. A Regular Member Emeritus, while retired, will no longer be required to pay dues but must pay to receive the journals. (b) Term of Membership. Membership in the Association shall be for the calendar year for which the membership dues have been paid.

(c) Renewal of Membership. Membership in the Association may be renewed annually by the payment when due of the appropriate amount of membership dues.

(d) Expulsion of Membership. The Board of Directors shall establish criteria and procedures by which the Association may suspend or revoke the membership of any member for good cause, including failure to meet or adhere to the standards, policies, or procedures of the Association.
ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number.

(a) Powers. The Board of Directors shall have general power to control and manage the affairs and property of the Association in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board of Directors shall consist of fourteen (14) individual voting directors elected by the membership of the Association, six (6) of whom are officers, and eight (8) directors elected as provided hereafter in Article III, Section 2(b), two of whom shall be Student or Postdoctoral Fellow Members.

(b) Number. The number of directors may be fixed from time to time by resolution of the Board of Directors, but in no event may there be less than three (3) directors, provided that any such resolution shall require a majority vote of the entire Board of Directors. It is understood that any change in the number of directors may also involve a change in the number elected in a given year and in the number required for a quorum.

Section 2. Election and Term.

(a) Election. All members of the Board of Directors shall be elected by Action by the Members and each director shall hold office until his/her term ends at the Annual Meeting of the Association or at the director's earlier death, resignation, or removal.

(b) Term. Two (2) of the six (6) non-student/postdoctoral directors who shall serve on the Board of Directors shall be elected annually to serve three (3) years. One (1) of the two (2) Student/Postdoctoral Fellow directors shall be elected annually to serve two (2) years. Each director so elected shall serve until the expiration of such director's respective term or until the election or appointment of such director's successor, or until such director's earlier death, resignation or removal.

Section 3. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by a candidate nominated by the President of the Association and ratified by the vote of a majority of the directors then in office. Each director so elected shall serve until the end of the next Annual Meeting of the Association or until the election or appointment of such director's successor, or until such director's earlier death, resignation, or removal.

Section 4. Removal. A director may be removed with cause by a two-thirds vote of the membership or by a two-thirds vote of the Board of Directors.
Section 5. Resignations. Any director may resign at any time by giving written notice to the President and Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

Section 6. Meetings. The Board of Directors will meet at the Annual Meeting of the Association and at least one (1) additional time each year, approximately six (6) months apart and at such time and place as may be fixed by the Board of Directors or as may be specified in a notice of meeting. The Board of Directors may meet at other times and places at the discretion of the President or a quorum of the Board, either in person or otherwise, including by conference telephone or similar communications equipment allowing all persons participating in the meeting to speak and hear each other at the same time, in accordance with Article III, Section 15. The Board may invite selected Association members to attend its meetings on a regular basis in an ex officio non-voting capacity and may invite non-members to attend from time to time to provide the Board with information or assist in its deliberations.

Section 7. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each director not less than two (2) weeks before such meeting. Notice may be in writing and sent by mail, addressed to such director at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, telegraph, telex, courier service, electronic mail or hand delivery. Notice of a special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement.

Section 8. Place and Time of Meetings. Meetings of the Board of Directors shall be held at the location, within or without the State of New York, which is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 9. Quorum. At each meeting of the Board, two-thirds of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting without notice other than an announcement at the meeting, until such a quorum is present.

Section 10. Manner of Acting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 11. Conflicts Policy. The Board of Directors shall establish and enforce a conflict of interest policy.

Section 12. Directors are responsible for assuming any assignments from the President. An overall goal of all officers is to promote the Association and to encourage membership and participation in the Association's activities.

Section 13. Organization. At each meeting of the Board of Directors, the President, or, in the President's absence, the President-Elect or in the absence of both a person chosen by the directors present, shall act as president.
The Executive Director shall act as secretary of each meeting of the Board of Directors. In the absence of the Executive Director, the Secretary-Treasurer shall serve in this capacity.

Section 14. Committees of Directors. The Board shall have the right to establish and determine the structure of standing committees and other committees it deems necessary from time to time. The structure and responsibilities of such committees shall be described in separate administrative documents.

The Standing Committees shall include:

(a) Executive Committee. The officers of the Association shall comprise an Executive Committee of the Board of Directors and shall have the authority to take actions for the Board of Directors between meetings, except that the Executive Committee may not bring about the merger, consolidation, or dissolution of the Association, sale of substantial assets, appointment or removal of directors, or amendment of the bylaws or Articles of Incorporation. Four (4) officers shall constitute a quorum of the Executive Committee. Such actions by the Executive Committee are to be reported at the next meeting of the Board of Directors. The Executive Committee of the Board of Directors may meet separately from the Board of Directors either in person or otherwise, including by conference telephone in accordance with Article III, Sections 15 and 16 hereof.

(b) Finance Committee. The Finance Committee shall be chaired by the Secretary-Treasurer and shall be responsible for oversight of the financial structure of the Association and shall make financial policy recommendations to the Board of Directors. The Committee's activities shall include review of financial management policies, coordinating the preparation of a budget, oversight of the audit, development of an investment policy, and other duties requested by the Board of Directors.

(c) Journal Trust Fund & Investment Committee. The Journal Trust Fund & Investment Committee shall be responsible for oversight of the Association’s investment portfolio, and other duties requested by the Board of Directors.

(d) Nominating Committee. This committee shall be responsible for developing a slate of candidates for election to the Board of Directors and may be charged with other duties related to Association governance issues. Operation of Committees. At each meeting of a committee, a majority of the voting members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee. Representatives and Delegates to Affiliated Groups. The Board of Directors shall appoint representatives or delegates to external bodies with which the Association affiliates. The Board of Directors shall have the power to establish and disestablish relationships with various scientific and governmental groups.

Section 15. Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to speak and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
Section 16. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action; such written consent may be via electronic communication. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 17. Scientific Meetings. The time and place of the Association's Scientific Meetings shall be determined by the Board of Directors.

Section 18. Compensation of Directors. The Association shall not pay any compensation to directors or officers for services rendered to the Association, except that directors and officers may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association.

ARTICLE IV
OFFICERS

Section 1. Officers, Term of Office and Qualifications. The officers of the Association shall consist of a President, a Secretary-Treasurer, two (2) Program Chairs, a President-Elect, and a President-Emeritus. The period of time from the end of the Annual Meeting of the Association until the end of the next Annual Meeting of the Association is hereby defined as a "Year." The President shall serve on the Board of Directors for two (2) years as President-Elect and shall continue after his/her two-year active Presidency as a member of the Board of Directors for two (2) years with the title President-Emeritus. This maintains a degree of leadership continuity for the Association. If the President becomes incapacitated, the President-Elect shall complete the President's two-year term and then serve his/her own two-year term. If the President-Elect becomes incapacitated, his/her successor shall be elected at the next Annual Meeting. The Secretary-Treasurer shall serve on the Board of Directors for four (4) years and can run unopposed for an additional four (4) years with the approval of the Board of Directors. The Program Chairs shall serve on the Board of Directors for four (4) years and may serve two four-year terms, serving staggered terms; Program Chairs may run unopposed. All officers shall be subject to the supervision and direction of the Board of Directors.

Section 2. Election.

(a) Nominating Committee. At each Annual Meeting preceding an election, the President for the coming year—in consultation with the current President or President Elect—shall appoint a Nominating Committee of five (5) members at least one (1) of whom shall be a past member of the Board of Directors. The committee shall be approved by the Board of Directors. This committee shall make its nominations for members of the Board of Directors who are to be elected to fill expiring terms, to serve beginning at the end of the next Annual Meeting of the Association, not less than four (4) months before the next Annual Meeting of the Association. The Nominating Committee shall submit two (2) names for each vacancy, except that a Program Chair may run unopposed and the Secretary-Treasurer may run unopposed for a second term. So far as possible, the Nominating Committee shall take into consideration various criteria set forth in Nomination Guidelines when making their recommendations.
for membership on the Board of Directors. Each nominee must have agreed to serve if elected and the Executive Committee must approve the slate of candidates.

(b) Election Procedures. A ballot bearing all names submitted by the Nominating Committee will be prepared with space provided for write-in candidates for each elected position. This ballot is to be sent to all members at least three (3) months prior to the next Annual Meeting of the Association. Each member wishing to vote shall return the marked ballot to the National Office by an established deadline not later than one (1) month prior to the Annual Meeting of the Association. The ballots will be tabulated and certified. Any candidate receiving a plurality of votes shall be elected at the Annual Business Meeting of the Association. In case of a tie for any elected position, the two (2) candidates with the most votes shall be voted on at the Annual Business Meeting of the Association; the one receiving the greater number of votes shall be declared elected.

Section 3. Removal. Any officer may be removed with cause by a two-thirds vote of the membership. The authority of any officer may be suspended with cause by a two-thirds vote of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

Section 5. Vacancies. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term in the manner prescribed in Article III, Section 3 of these Bylaws, substituting "officer" for "director."

Section 6. Duties of Officers. An overall goal of all officers is to promote the Association and to encourage membership and participation in the Association's activities.

Section 7. President. The President of the Association is a voting member of the Board of Directors. He/she is the principal spokesperson for the Association. The President chairs the Board of Directors Meetings, the Annual Business Meeting of the Association and the Past-President's Breakfast, supervises the National Office and the Executive Director, and has other such duties as the Board may assign. Just prior to taking office, the President works with the incoming President Elect to make appointments to Association committees (other than the Board of Directors). In the following year, the President works with the President Elect on committee appointments. The President is the responsible officer of the Association. In the event of death, incapacity or resignation of the President, the President-Elect will assume the office and responsibilities of the President.

Section 8. President-Emeritus. The President-Emeritus of the Association is a voting member of the Board of Directors. The President-Emeritus will assume any special responsibility delegated to him/her by the President.

Section 9. President-Elect. The President-Elect of the Association is a voting member of the Board of Directors. It is the responsibility of the President-Elect to educate him/herself in the relationship of the Association to FASEB in preparation for assuming the office of President. Just prior to taking office, the President Elect works with the incoming President to make appointments to Association committees. The following year, the President Elect works with the President on committee appointments.
Section 10. Secretary-Treasurer. The Secretary Treasurer of the Association is responsible for financial oversight of the operational budget, Journal Trust Fund, 2nd Century Fund, and Bensley Trust Fund. He/she chairs the Finance Committee and has other such duties as the Board may assign.

Section 11. Program Chairs. The Program Chairs of the Association are responsible for the scientific aspects of the Association's scientific meetings and oversight for the meeting budgets and have other such duties as the Board may assign. The Program Chairs make decisions regarding these meetings in consultation with the President and the Executive Director.

Section 12. Replacement of Officers. In the event of death, incapacity, or resignation of officers other than the president, the Board of Directors will appoint a replacement to serve until an election is held.

ARTICLE V

STAFF AND NATIONAL OFFICE

Section 1. National Office. The Association shall have a National Office housing an Executive Director and staff. The National Office shall be concerned with the day to day activities of the Association.

Section 2. Executive Director. The Executive Director of the Association shall be a salaried employee hired by the Board of Directors and is responsible for maintenance of National Office, including development and management of its budget and staff and other duties as determined by the Board of Directors.

Section 3. Additional Personnel. The Executive Director may employ such other staff personnel with such titles as the Executive Director shall determine according to available administrative funds and needs of the Association.

Section 4. Compensation. The Board of Directors shall establish the rate of compensation and benefits for the Executive Director of the Association.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any officer or officers or agent or agents of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Association may be deposited from time to time to the credit of the Association with the depositories that are selected by the Secretary-Treasurer and approved by the Board of Directors.

Section 3. Orders for the Payment of Money and Endorsements for Deposit.
(a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Association shall be signed by the officer or officers or agent or agents of the Association authorized, and in the manner determined by resolution of the Board of Directors.

(b) Endorsements for deposit to the credit of the Association in any of its authorized depositories may be made, without countersignature, by any officer of the Association or may be made by hand-stamped impression in the name of the Association, unless otherwise provided by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Association may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Association authorized, and in the manner determined by resolution of the Board of Directors.

Section 5. Bonding. All officers and agents having custody or control of any funds of the Association shall be bonded for an amount fixed by the Board of Directors.

ARTICLE VII

JOURNALS OF THE ASSOCIATION AND THE JOURNAL TRUST FUND

Section 1. The Secretary-Treasurer shall hold, on behalf of the Association, the assets of the Journal Trust Fund. It is the intention to hold the corpus of this Fund intact as a safeguard against possible emergencies. The income shall be employed with due consideration given to the Association's status as an organization classified under section 501(c)(3) of the Code.

Section 2. The President for the coming year— in consultation with the current President or President Elect—shall nominate, for ratification by the Board of Directors, a Journal Trust Fund & Investment Committee. The Secretary-Treasurer shall serve as an ex-officio member of this Committee.

Section 3. The Board of Directors shall appoint Editors of the Journals owned or sponsored by the Association, in consultation with the publishers of the Journals. The editors shall report to the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

To the fullest extent permitted by the laws of the State of New York:

Section 1. The Association shall indemnify any person (and his/her heirs, executors, or administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (brought in the right of the Association or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by

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such person or such heirs, executors, or administrators in connection with such action, suit, or proceeding, including appeals.

Section 2. The Association shall pay expenses as incurred in defending any action, suit, or proceeding described in subsection (1) of this Article in advance of the final disposition of such action, suit, or proceeding, including appeals.

Section 3. The Association may purchase and maintain insurance on behalf of any person described in subsection (1) of this Article against any liability asserted against him, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

Section 4. The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Association and each director, officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit, or proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, director, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of directors, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of the Association that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

Section 5. For purposes of this Article, references to "other enterprise" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the Association which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

**ARTICLE IX**

**GENERAL PROVISIONS**

Section 1. Operational Year. The operational year for the Association shall start at the beginning of the calendar year; however, membership on the Board of Directors and other committees of the Association shall begin at the termination of the last day of the Annual Meeting of the Association. The Fiscal Year of the Association shall end on December 31.
Section 2. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words ["Corporate Seal, Not-for-Profit, New York."] The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Association shall keep correct and complete books and records of accounts of the activities and transactions of the Association, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors and committees thereof.

Section 4. Electronic. Notwithstanding any other provision of these bylaws, the Board of Directors may authorize any communication or action undertaken pursuant to these Bylaws, including but not limited to notices, proxies, ballots, and meetings, to be effected via electronic means as allowed by law.

ARTICLE X

AMENDMENTS BY MEMBERS AND/OR BOARD OF DIRECTORS

Section 1. Certificate.

Members. As authorized under Section 802 of the New York Not-for-Profit Corporation Law, the members may by Action by the Members authorize any amendment or change in the Certificate of Incorporation.

Section 2. By-Laws.

(a) Members. As authorized under Section 602 of the New York Not-for-Profit Corporation Law, the members may by Action by the Members authorize any amendment or change in the Bylaws. Any proposed changes in the Bylaws of the Association must be presented in writing to the Board of Directors at least six (6) months before an Annual Meeting of the Association. Due notice of such proposed changes shall be published in the Newsletter or otherwise sent to each member at least one (1) month in advance of the Meeting at which action is to be taken. Action by the Members is necessary to amend the Bylaws at a meeting of the membership. In an emergency declared by the Board of Directors, the Bylaws may be modified without delay or advanced notice by mail ballot, only if seventy (70) percent of the members of the Association who return their ballots agree to the change, and if the Board of Directors agrees unanimously.

(b) Board of Directors and Members. As authorized under Section 602 of the New York Not-for-Profit Corporation Law, the Board of Directors may amend or repeal these Bylaws at any meeting of the Board of Directors, at which a quorum is present, by a vote of two-thirds of the directors present or by unanimous written consent of the Board of Directors provided that the amendment is ratified by Action by the Members at the next annual meeting of the Association.

(c) Board of Directors. As authorized under Section 602 of the New York Not-for-Profit Corporation Law, the Board of Directors may amend these Bylaws, without membership ratification, in a manner that does not materially adversely impact the voting or other participatory rights of any member, nor effect a merger, consolidation, dissolution, or transfer of all or substantially all of the assets of the Association.