BYLAWS OF AMERICAN ASSOCIATION OF ANATOMISTS, INC. (NEW YORK NOT-FOR-PROFILE CORPORATION)

ARTICLE I

NAME AND OFFICE

The name of the Association shall be the “American Association of Anatomists, Inc.”, hereinafter called “the Association”. The principal office of the Association shall be at 9650 Rockville Pike, Bethesda, MD 20814 or at such other address as the Board may from time to time determine. The Association shall have offices within and without of the State of New York as the Board may from time to time determine or as the business of the Association may require.

ARTICLE II

PURPOSE

The purposes of the Association shall be as set forth in the Association’s Certificate of Incorporation (the “Certificate”).

ARTICLE III

MEMBERS

Section 1. Membership. Membership shall be open to all individuals 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 Board, as they deem appropriate, including, but not limited to, payment of scheduled dues pursuant to these Bylaws.

Section 2. Classes of Members. The Association may have categories of Members comprised of Regular Members, Regular Members Emeritus, Student Members, Postdoctoral Members, Honorary Members and Associate Members (each a “Member”, and collectively, the “Members”), and such other categories established by the Board. Membership categories may be added or discontinued, as determined by the Board. Regular Members and Regular Members Emeritus may vote on all matters upon which Members may vote pursuant to these Bylaws and may hold office. Student and Postdoctoral Members may vote on all matters upon which Members may vote pursuant to these Bylaws; they may not serve as Officers, but are eligible for election as Non-Officer Directors. Honorary Members and Associate Members may not vote or serve as Officers or Non-Officer Directors. The Board of Directors may designate other Membership categories as eligible to serve as Officers, for election as Non-Officer Directors, or to vote. 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 (provided that such “inactive” Members will

Amendments passed January 2017
continue to receive notifications of meetings of Members and other legally required notices) and cannot vote or serve as a Director.

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

(b) Regular Members Emeritus. The general qualifications for Regular Member Emeritus shall be established by the Board and the eligibility of any individual for this category shall be determined by the Board 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 Members. Candidates for Student or Postdoctoral Membership must be engaged in the study of anatomical or related sciences in an educational or research institution or working under the guidance of an established researcher or educator. The Board shall establish the process by which these criteria are evaluated to determine Student or Postdoctoral Membership eligibility.

(d) Honorary Members. The Association may grant honorary Membership to recognize exceptional accomplishments in the field of anatomical sciences. The general qualifications for Honorary Members shall be established by the Board and the eligibility of any individual for this category shall be determined by the Board on a case-by-case basis.

(e) Associate Members. Candidates for Associate Membership do not fit into any category set forth above. These individuals may 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 a related government or public policy field and wish to foster the mission and goals of the Association. The eligibility of any individual for Associate Membership shall be determined by the Board on a case-by-case basis.

Section 3. Application for Membership.

(a) Regular or Regular Member Emeritus Membership. Applications for Regular Membership or Regular Member Emeritus shall be in writing or online using the official Association application form.

(b) Honorary Membership. The Board shall establish criteria and procedures by which the Association solicits and approves Honorary Members. For the avoidance of doubt, there shall not be an application process for Honorary Membership.

(c) Student or Postdoctoral Membership. To qualify for student or postdoctoral status, such prospective Member must provide his/her advisor’s name when applying for Student or Postdoctoral Membership and paying dues each year. Applications for Student or Postdoctoral Members shall be in writing or online using the official Association application form.
(d) Associate Membership. Applications for Associate Members shall be in writing or online using the official Association application form.

Section 4. Meetings and Voting.

(a) Meetings. The Annual Meeting of the Association’s Members (the “Annual Meeting”) shall be held at the place, time, and date, as may be fixed by the Board, or, if not so fixed, as may be determined by the President. Special meetings of the Members shall be held whenever called by the Board, the President or ten (10) percent of the Members entitled to vote at such meeting.

(b) Notice of Membership Meetings. Notice of the place, time, and date of any meeting of the Members shall be given to each Member entitled to vote at such meeting in accordance with the following:

(i) if notice is given personally, by first class mail, or by fax or electronic mail, it must be given no less than ten (10) nor more than fifty (50) days prior to the meeting;

(ii) if notice is given by any other class of mail, it must be given no less than thirty (30) nor more than sixty (60) days prior to 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. Attendance at a meeting of the Members, in person or by proxy, without protesting such meeting prior to its conclusion shall constitute a waiver of notice.

(c) Quorum, Adjournment of Meetings. At all meetings of the Members, including the Annual Meeting, at least one hundred (100) Members entitled to vote thereat or one-tenth of the Membership entitled to vote thereat, 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 on all matters. Upon demand by any Member, any vote for Directors or any question before the meeting of the Members shall be by ballot.

e) Proxies. Voting by proxy shall be permitted. The Board shall determine the process for submitting and accepting proxies. A proxy is the authority to represent someone else, especially in voting.

(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 by the Members entitled to vote at a meeting of the Members at which a quorum is present shall be an act of the Members (an “Action by the Members”).
Section 5. Dues and Membership.

(a) Dues. The dues of the Association shall be determined by the Board. Dues are payable on or before January 1 of each calendar year. Members who have not paid by January 1 may be placed in an “inactive” status during which such Member will no longer receive Member benefits or have the right to vote, if any. “Inactive” Members will not receive mailings to the Membership. Payment of outstanding dues will reinstate an “inactive” Member. Such reinstated Member will then receive all journals for the period during which such Member was “inactive”. Notwithstanding the foregoing, neither Honorary Members nor Regular Member Emeritus, while retired, are required to pay dues and, thus shall not be considered to be “inactive” for failure to pay dues required hereby. Honorary Members and Regular Members Emeritus, while retired, have the option to pay to receive all 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 by payment of the appropriate amount of Membership dues.

(d) Expulsion of Membership. The Board shall establish criteria and procedures by which the Association may suspend or revoke the Membership of any Member, including failure to meet or adhere to the standards, policies, or procedures of the Association.

Section 6. Transferability. Neither Membership in the Association nor any rights in the Membership may be transferred or assigned.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Number.

Powers. The Board of Directors (the “Board”) shall have general power to control and manage the affairs and property of the Association in accordance with the purposes of the Association and the terms set forth in the Certificate and these Bylaws. The Board shall consist of fourteen (14) individual voting Directors.

Section 2. Election and Term.

(a) Election. Each director on the Board (each, a “Director”) shall be elected by Action by the Members. The Board shall be comprised of:

(i) Six (6) Officers (the “Officer Directors”) who are elected in accordance with Article V, Section 1;

(ii) Eight (8) non-Officers (the “Non-Officer Directors”) provided that two (2) of such Non-Officer Directors are either a Student Member or a Postdoctoral Member.
Each Director shall serve until the election or appointment of such Director’s successor, or until such Director’s earlier death or incapacitation or, resignation, or removal pursuant to the terms hereof.

(b) Term. The terms of the Directors shall be as follows:

(i) Officer Directors shall serve for the applicable term set forth in Article V, Section 1; and

(ii) Non-Officer Directors shall serve a three (3) year term;

provided that, in each instance, any such Director’s service shall cease upon the expiration of the applicable term or upon his/her earlier death or incapacitation or resignation or removal pursuant to the terms hereof.

Except as expressly set forth herein, Non-Officer Directors may not serve (a) consecutive terms or (b) more than two (2) full terms.

Section 3. Vacancies and Newly Created Directorships. Directorships resulting from vacancies occurring between election cycles on the Board, including any such vacancy occurring by reason of the removal of any Director with or without cause, may be filled by a candidate nominated by the President and ratified by the vote of two-thirds of the Directors then on the Board. Each Director so elected shall serve until the election or appointment of such Director’s successor, or until such Director’s earlier death or incapacitation, or resignation, or removal pursuant to the terms hereof.

Section 4. Removal. A Director may be removed with or without cause by a two-thirds vote of the Membership entitled to vote or by a two-thirds vote of the Board.

Section 5. Resignations. Any Director may resign at any time by giving written notice to the President and the Board. 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 the Board.

Section 6. Meetings. The Board will meet at the Annual Meeting 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 or as may be specified in a notice of meeting. The Board may meet at other times and places at the discretion of the President or a majority of the Board, either in person or remotely in accordance with Article IV, Section 15. The Board may invite selected 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. The Board may fix the time and place of regular meetings of the Board. Notice of each special meeting of the Board 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 given 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. Attendance at a meeting of the Board without protesting such meeting prior to its conclusion shall constitute waiver of notice.

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

Section 9. Quorum. At each meeting of the Board, two-thirds of the Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, 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. Except as set forth herein, 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.

Section 11. Conflicts Policy and Whistleblower Policy. The Board shall establish and enforce conflict of interest and whistleblower policies.

Section 12. Directors Are Responsible for Assuming any Assignments from the President. An overall goal of all Directors 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, 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 Chairman.

Section 14. Committees of Directors. The Board shall have the right to establish and determine the structure of standing committees and other committees (each a “Committee”) it deems necessary from time to time. Except as set forth herein, the structure and responsibilities of such Committees shall be described in separate administrative documents.

The standing committees of the Board shall include:

(a) Executive Committee. The Officers shall comprise the Executive Committee of the Board and shall have the authority to take actions for the Board between meetings, except that the Executive Committee may not bring about the merger, consolidation, or dissolution of the Association, sale of all or substantially all of the Association’s assets, appointment or removal of Directors, amendment of these Bylaws or the Certificate or any other action prohibited by applicable law. 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. The Executive Committee may meet separately from the Board either in person or remotely in accordance with Article IV, Section 15.

(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. The Finance 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.

(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.

(d) Nominating Committee. The Nominating Committee shall be responsible for developing a slate of prospective directors for election by the Members and may be charged with other duties related to Association governance issues.

(e) Program Committee. The Program Committee shall be responsible for the scientific and educational aspects of the Association’s scientific meetings and have other such duties as the Board may assign.

(f) Operation of Committees. At each meeting of a Committee, the presence of a majority of the voting members of such Committee shall 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 such Committee.

(g) Representatives and Delegates to Affiliated Groups. The Board shall appoint representatives or delegates to external bodies with which the Association affiliates. The Board shall have the power to establish and disestablish relationships with various scientific and governmental groups.

Section 15. Meeting Remotely. Any one or more Directors or members of any Committee may participate in a meeting of the Board or such Committee by means of a conference telephone, video conferencing, 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 or any Committee may be taken without a meeting if all Directors or members of 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 Directors or members of such Committee shall be filed with the minutes of the proceedings of the Board or such Committee.

Section 17. Scientific Meetings. The time and place of the Association’s scientific meetings shall be determined by the Board.

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

ARTICLE V

OFFICERS
Section 1. Officers, Term of Office.

(a) The officers of the Association (the “Officers”) shall consist of a President, a Secretary-Treasurer, two (2) Program Chairs, a President-Elect, and a Past President. All Officers shall be subject to the supervision and direction of the Board.

(b)

(i) The President-Elect, President and Past-President shall each serve in such Officer position for two (2) year terms; provided that upon the conclusion of such two (2) year term, the President-Elect shall automatically become the President and the President shall automatically become the Past President. For the avoidance of doubt, the President-Elect and the President must serve consecutive terms unless their respective terms end upon earlier death of incapacitation or resignation or removal pursuant to the terms hereof. For the duration of his/her term as President-Elect, President or Past President, as the case may be, such individual shall also automatically serve as a Director. If the President dies, becomes incapacitated, resigns or is removed the President-Elect shall complete the remaining portion of the President’s two (2) year term and then serve his/her own two (2) year term. If the President-Elect dies, becomes incapacitated, resigns or is removed his/her successor shall be elected at the next meeting of the Board;

(ii) The Secretary-Treasurer shall serve in such Officer position and on the Board for four (4) years;

(iii) The Program Chairs shall serve in such Officer positions and on the Board for four (4) years in staggered terms;

(c) Any given officer may not serve more than one term nor serve as a Non-Officer Director consecutively;

provided that, in each instance, any such Officer’s service shall cease upon the expiration of the applicable term or his/her earlier death or incapacitation or resignation or removal pursuant to the terms hereof.

Section 2. Election.

Prior to each Annual Meeting preceding an election, the incoming Past-President, in consultation with the incoming President, shall appoint a Nominating Committee consisting of five (5) members at least one (1) of whom shall have previously served as a Director. The Nominating Committee shall be approved by the Members at such Annual Meeting. The Nominating Committee shall develop a slate of prospective directors at least four (4) months prior to the next Annual Meeting. The Nominating Committee shall submit two (2) names for each vacancy. Election of the Secretary-Treasurer will occur one year before the term ends for the incumbent Secretary-Treasurer. So far as possible, the Nominating Committee shall take into consideration various criteria set forth in Nomination Guidelines when making their recommendations for serving on the Board. Each prospective director must have agreed to serve as a Director if elected.

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

Section 5. Vacancies. Any Officer positions resulting from vacancies by reason of the removal of such Officer, may be filled by the vote of two-thirds of the Directors. Each Officer so elected shall serve until the election or appointment of such Officer’s successor, or until such Officer’s earlier death or incapacitation or resignation or removal pursuant to the terms hereof.

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 (the “President”) is a Director. He/she is the principal spokesperson for the Association. The President chairs the Board meetings, the Annual Meeting, supervises the Executive Director, and has other such duties as the Board may assign. The President is the responsible officer of the Association. In the event of death, incapacity, resignation or removal of the President, the President-Elect will assume the office and responsibilities of the President.

Section 8. Past President. The Past President of the Association (the “Past President”) is a Director. The Past President will assume any special responsibility delegated to him/her by the President.

Section 9. President-Elect. The President-Elect of the Association (the “President-Elect”) is a Director. The President-Elect will assume any special responsibility delegated to him/her by the President. In the event of death, incapacity, resignation or removal of the President, the President-Elect will assume the office and responsibilities of the President.

Section 10. Secretary-Treasurer. The Secretary-Treasurer of the Association (the “Secretary-Treasurer”) is a Director. The Secretary-Treasurer is responsible for financial oversight of the operational budget. He/she chairs the Finance Committee and serves as a member of the Journal Trust Fund and Investment Committee. He/she has other such duties as the Board may assign. In the event of death, incapacity, resignation or removal of the President or President-Elect, the position may not be filled by the Secretary-Treasurer.

Section 12. Program Chairs. The Program Chairs of the Association (the “Program Chairs”) are Directors. They co-chair the Program Committee, make decisions regarding the Association’s scientific meetings in consultation with the President, the Executive Director and the Board. Program Chairs perform other duties as the Board may assign.

Section 13. Replacement of Officers. In the event of death, incapacity, resignation, or removal of Officers other than the President, the Board will appoint a replacement to serve until an election is held.
ARTICLE VI

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 of the Association appointed by the Board. The Executive Director has primary oversight of the National Office, including development and management of its budget and staff. He/she shall assume other duties as determined by the Board. The Executive Director is not a Director.

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

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

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board, subject to the provisions hereof, may authorize any Officer(s) or agent(s) 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.

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(s) or agent(s) of the Association authorized, and in the manner determined by resolution of the Board.

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

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(s) or agent(s) of the Association authorized, and in the manner determined by resolution of the Board.
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.

ARTICLE VIII

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 such Fund intact as a safeguard against possible emergencies. The income from such Fund shall be employed with due consideration given to the Association’s status as an organization classified under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 2. The Board shall nominate, for approval by the Members, a Journal Trust Fund & Investment Committee. The Secretary-Treasurer shall serve as a member of such Committee.

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

ARTICLE IX

INDEMNIFICATION

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

Section 1. The Association shall indemnify any individual (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/she 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, from and against all expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such individual or such heirs, executors, or administrators in connection with such action, suit, or proceeding, including appeals.

Section 2. The Association shall pay reasonable out-of-pocket expenses as incurred in defending any action, suit, or proceeding described in Article IX, Section 1 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 individual described in Article IX, Section 1 against any liability asserted against him/her, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article IX or otherwise.
Section 4. The provisions of this Article IX 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 IX 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 IX 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 IX 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 IX shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such Director, Officer, employee, or agent may otherwise be entitled or permitted by contract, the Certificate, vote of the Board, or otherwise, or as a matter of law, both as to actions in his/her official capacity and actions in any other capacity while holding such position, 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 IX, 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 X

GENERAL PROVISIONS

Section 1. Operational Year. The operational year for the Association shall start at the beginning of the calendar year; however, Directors terms on the Board shall begin at the termination of the last day of the Annual Meeting. The Board shall determine the operational year for Committees. The Fiscal Year of the Association shall end on December 31.

Section 2. Seal. The corporate seal shall have inscribed thereon the Association’s full name, 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, a copy of these Bylaws, and all minutes of meetings of the Board and Committees.
Section 4. Electronic. Notwithstanding any other provision of these Bylaws, the Board 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 XI

AMENDMENTS

Section 1. Certificate. 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.

Section 2. By-Laws

(a) Amendment. These Bylaws may be altered or amended by the Members in accordance with Article XI, Section 2(b) or by the Board in accordance with Article XI, Section 2(c).

(b) Member Amendment. As authorized under Section 602 of the New York Not-for-Profit Corporation Law, the Members may authorize any amendment or change in these Bylaws by Action by the Members.

(c) Board Amendment. These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Board present at any meeting of the Board at which a quorum is present, subject to the limitations set forth in Article XI, Section 2(d).

(d) Limitations on Board Amendments.
(i) The Board shall not have the unilateral right to alter, amend or repeal (A) any provision of these Bylaws regarding the rights and obligations of Members, (B) any provision of the Bylaws regarding the distinctions between Classes of Members, or (C) any provision of this Article XI. Any change described in clauses (a), (b), or (c) shall require Member authorization by Action by the Members.

(ii) Two-thirds vote of the Board shall be required in order to alter or amend these Bylaws to (A) change the proportion of Directors necessary to constitute quorum as set forth in Article IV, Section 9 or (B) change the proportion of votes necessary for the transaction of business as set forth in Article IV, Section 10. Any alteration or amendment of these Bylaws made in accordance with this clause (d)(ii) shall only be authorized if adopted by the Board at a duly called and held meeting of the Board for which proper written notice (including a description of the proposed alteration or amendment to these Bylaws) is given in accordance with Article IV, Section 7.

(e) Notice. Regardless of any other provision of these Bylaws, if any Bylaw is altered, amended, or repealed by the Board in accordance with this Article XI, proper written notice of such alteration, amendment, or repeal (setting for the alteration, amendment, or repeal, and a concise description of the purpose of such alteration, amendment or repeal) must be sent to the Members in accordance with Article III, Section 4 in advance of the next meeting of the Members.