

Amended April 2022

Article I | Name and Location

Section 1: Name

The name of this international organization, a non-profit incorporated association, originally organized as an unincorporated association in 1946, shall be the RADIO-TELEVISION NEWS DIRECTORS ASSOCIATION, dba RADIO TELEVISION DIGITAL NEWS ASSOCIATION.

Section 2: Location

Offices of the Association shall be located in the District of Columbia and/or in such other localities as may be determined by the Board of Directors.

Article II | Objectives

The principal goals of the organization are the achievement of high professional standards of electronic journalism, the exchange of professional knowledge among members, the promotion of public understanding of electronic journalism and the fostering of principles of journalistic freedom to gather and disseminate information to the public.

Article III | Membership

Section 1: Qualification

The membership of this Association shall be composed of individuals and groups that have as their goal the improvement of electronic journalism.

Section 2: Active Membership

- **(a)** Any person who is the news director or the supervisor of the news director, or news manager, or who otherwise exercises significant editorial supervision for a licensed radio or television station, cable system, network or other electronic journalism service, or educators at colleges or universities working with news media or electronic journalism websites and who spends a majority of his or her time in the supervision of news programming, or any news staff member who regularly contributes to news content for any electronic news service is eligible for active membership. The Board of Directors may determine what responsibilities and activities constitute the exercise of significant editorial control.
- **(b)** Any person who has held the office of elected President, Chairman/woman or Treasurer of the Association shall be a dues-waived Active Member for life.
- **(c)** Any active member who is retired from the profession but remains in good standing.
- **(d)** Each active member shall have one (1) vote on matters that come before the membership for vote.
- **(e)** Any active member who becomes unemployed, but who is actively seeking new employment may continue on the membership rolls of the Association for a period not to exceed six (6) months after becoming unemployed. During this period, the member may enjoy all benefits of membership including eligibility to continue to serve as a Director of the Association during that six (6) month period.

Section 3: Non-Voting Members

The Board of Directors shall create such subclasses of non-voting membership as, in its judgment, shall serve the objectives of the Association.

Section 4: Membership Application, Approval and Review

- **(a)** All candidates for membership shall make written application to the Association International Office.
- **(b)** The Association reserves the right of periodic review of each individual's membership eligibility.

Section 5: Membership Dues

- **(a)** Dues and admission fees, if any, shall be established for all classes of membership by the Board of Directors.
- **(b)** No dues shall be refunded to any member whose membership terminates for any reason.

Section 6: Membership, Suspension, Removal, Appeal, Reinstatement and Resignation

- **(a)** Any member of the Association who is delinquent in dues for a period of thirty (30) days from the time dues become due shall be notified of such delinquency and suspended from further member benefits and services. If payment of dues is not made within the succeeding sixty (60) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of

membership, unless such termination, at the request of the member, is waived by affirmative action of the executive committee or the Board of Directors.

- **(b)** A member, except as provided in subsection (a) of this section, may for cause be suspended or removed from membership by a two-thirds vote of the Board of Directors. Notice of the consideration of such action shall be given the member concerned thirty (30) days prior to the intended meeting of the board, and said member shall have the right to provide oral and written testimony and arguments to the board at that meeting.
- **(c)** If removed for any cause other than non-payment of dues, a member may appeal from the decision of the board to the annual business meeting of the Association, provided that notice of intent to appeal is provided to the Chairman/woman of the board at least ten (10) days in advance of the meeting, unless the annual business meeting is to occur less than ten (10) days after the decision by the board, in which case notice of intent to appear shall be given to the Chairman/woman as soon as practicable and in no event later than twenty-four (24) hours before the time of commencement of the annual business meeting. A removed or suspended member shall be reinstated to membership upon a majority vote of the active members at the annual business meeting.
- **(d)** When removed for non-payment of dues, a former member desiring a continuous member record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.
- **(e)** Any member may resign by filing a written resignation with the Association International Office, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Article IV | President, Executive Director and Staff

Section 1. Appointment

- **(a)** The Board of Directors shall employ a salaried chief executive officer, who shall have the title of President, and a salaried chief operating officer, who shall have the title of Executive Director.
- **(b)** The terms and conditions of employment of the President and the Executive Director shall be specified by the board, at whose pleasure the President and Executive Director shall serve.

Section 2. Authority and Responsibility

- **(a)** The President and Executive Director shall manage and direct activities of the Association subject to the policies, and will of the Board of Directors, the Executive Committee, their written job descriptions and these bylaws.
- **(b)** The President shall be the chief executive officer, representative and spokesperson for the Association and shall represent the Association in dealing with all individuals and organizations both public and private. In the event the President requires assistance in these duties the President shall, with the approval of the Chairman/woman/person of the board, designate other spokespersons.
- **(c)** The Executive Director shall be the chief operating officer for the Association, and will administer Association business.
- **(d)** The Executive Director shall ensure minutes are kept of the meetings of the Board of Directors, Executive Committee and general membership of the Association.

- **(e)** At the end of each fiscal year, the President and Executive Director or his/her/their designee shall direct the preparation of an annual financial report which shall include an audit by a certified public accountant of Association income, expenditures and investments.
- **(f)** The Executive Director shall recommend to the Board of Directors, for its consideration and approval, the administrative functions to be performed by the Association International Office. The Executive Director shall define the duties of the members of the staff, supervise their performance and delegate those responsibilities of management as shall be in the best interests of the Association as defined by the board.
- **(g)** The President and Executive Director shall share responsibility for the financial management of the Association with the Treasurer as directed by the board and as specified in these bylaws. The Executive Committee may delegate such financial duties as the President and Executive Director see fit to one or more individuals who shall furnish a bond in an amount to be decided by the Board of Directors. The bond fee shall be paid by the Association.
- **(h)** The President and Executive Director shall serve without votes as ex-officio members of the Executive Committee and Board of Directors.
- **(i)** The President and Executive Director, or their designee on staff, shall regularly brief the Executive Committee and the Board of Directors on the status of Association programs and activities.

Article V | Officers

Section 1. Elected Officers: Designation, Succession, Terms

- **(a)** The elected officers of this Association shall be a Chair of the board, a Chair-elect of the board, and a Treasurer and shall be active members of the

Association in good standing, including TV News Director/Manager, Radio News Director/Manager, TV News Staff, Radio News Staff, Online and Emerging Media News Professional, New Professional, Educator, Life and Retired and have served on the Board of Directors for at least one year and shall serve until their successors have been duly elected and assume office.

- **(b)** The Chair-elect shall succeed automatically to the office of Chair at the end of the Chair's term.
- **(c)** The Chair shall succeed automatically to the office of Immediate Past Chair upon completion of his or her term and the Immediate Past Chair shall automatically become Secretary, which shall be an officer of the Association.
- **(d)** Should the Chair resign or otherwise leave office, the Chair-elect shall automatically succeed to the office of Chairman/woman.
- **(e)** Should the Chair-elect resign or otherwise leave office or no longer qualify for Active Membership, the Chair shall appoint, with the approval of the Board of Directors, a member of the board to assume all other Association responsibilities of the Chair-elect.
- **(f)** In the event of vacancies in the offices of both Chair and the Chair-elect, the office of Chair shall be filled by the appointment of a member of the Board of Directors by the Board of Directors.
- **(g)** In the event of a vacancy in the office of Chair-elect at the time of the annual business meeting, the office of the Chair, for the term following that Annual International Conference, shall be filled by majority vote of the active members present at the annual business meeting, provided that written notice of that election shall be given to active members at least thirty (30) days prior to the annual business meeting, or, if that is not practicable, as soon as practicable after the occurrence of the vacancy in the office of Chair-elect.
- **(h)** Should the Treasurer resign or otherwise leave office, the Chair, with the approval of the Board of Directors, shall appoint a successor to the Treasurer,

who shall serve until the election of a Treasurer at the next annual business meeting.

- **(i)** In the event of a vacancy in the office of Chair at the time of the Annual International Conference or in the event that the Chair-elect has already assumed the office of Chair because of a vacancy in the latter office, the vacancy for the coming year shall be filled by a majority vote of the Board of Directors.
- **(j)** Should the Immediate Past Chair resign as Secretary or otherwise leave office, the Chair shall appoint, with the approval of the Board of Directors, a member of the board who shall, without vacating that office, serve as Secretary for the remainder of the term of that office.
- **(k)** The Chair, the Chair-elect and the Secretary shall serve one-year terms of office.
- **(l)** The Treasurer shall serve a three-year term.
- **(m)** After serving one full term, no elected officer except Treasurer shall be eligible to hold the same office for consecutive terms.
- **(n)** The Treasurer shall not be eligible to hold the same office for more than three terms, consecutive or nonconsecutive.
- **(o)** Those serving in the Chair or Chair-elect offices shall serve no more than a single term in that specific office.

Section 2. Elected Officer Duties

- **(a)** Chair of the Board: The Chair of the board shall preside at all meetings of the Association, including those of the Board of Directors and the executive committee, and shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the bylaws and the Board of Directors.
 - **1.** At the annual business meeting of the Association, and at such other times as the Chair deems proper, the Chair shall communicate to the

members such matters and make such suggestions as may, in the opinion of the Chair, tend to promote the welfare and increase the usefulness of the Association.

- **2.** The Chair shall be responsible for the administration of committee activities, as prescribed in these bylaws and by the Board of Directors.
- **3.** The Chair is empowered to act in the name of the Association in matters not specifically outlined in the bylaws with the approval of the Board of Directors. In matters of freedom of information, nothing in this paragraph shall deny the President or Chair the right to speak for the Association.
- **(b) Chair-elect:** The duties of the Chair-elect shall be prescribed by the Board of Directors.
 - **1.** The Chair-elect shall perform the duties of the Chair in the event the Chair is unable to serve.
 - **2.** The Chair-elect shall preside at all general meetings in the absence of the Chair.
 - **3.** The Chair-elect will be the Conference Chair. There will be a separate Chair of the Conference Committee to allow them to remain strategic in their capacity. They will serve as an ex-officio Conference Committee member.
 - **4.** The Chair-elect will be the Strategy Chair in charge of shepherding and messaging the strategy (driver of strategic priorities).
 - **5.** The Chair-elect will be a non-voting ex-officio to the Finance Committee in an observational capacity.
- **(c) Treasurer:** The Treasurer shall oversee the Association's funds and financial records.
 - **1.** The Treasurer shall oversee generally the Association's financial system, accounting procedures, investment policies and the collection and handling of Association funds.

- **2.** The Treasurer shall provide consultation to the Executive Director in the preparation of the annual budget.
 - **3.** The Treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the Chair.
 - **4.** The Treasurer and all other officers, staff members and other persons designated by the Board of Directors shall furnish a bond in an amount to be decided by a majority of the board, such bond to be an expense of the Association.
 - **5.** The Treasurer will also serve as Vice-Chair of the Finance Committee.
- **(d)** Secretary: The Immediate Past Chair shall serve as Secretary and shall oversee generally the Association's records, other than financial records, and shall, when appropriate, attest to actions and statements by the Board of Directors and others authorized to do business in the name of the Association.

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Article VI | Board of Directors

Section 1. Authority and Responsibility

- **(a)** The governing body of this Association shall be the Board of Directors.
- **(b)** The Board of Directors, who shall be active members, shall have the power and duty to direct and manage the affairs of the Association subject only to such limitations as are imposed by these bylaws.
- **(c)** The Board of Directors shall determine Association policies; shall actively prosecute its objectives; and shall authorize the Association's budget of expenditures and its policies on investments. The powers and duties of the Board of Directors shall also include but not be limited to the following: (1) to set the annual dues of the Association; (2) to appoint a qualified member, upon

recommendation of the Chair, to fill any director vacancy on the Board of Directors arising by reason other than the completion of an elective term of office; (3) to establish personnel policy upon recommendation of the President and Executive Director and otherwise as specified in the bylaws. (4) To draft and revise the job description and duties of the President and Executive Director in conjunction with their hiring or contract renewals.

- **(d)** The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Board Composition

- **(a)** Voting members of the Board of Directors shall be the Chair, Chair-elect, Treasurer and Secretary; six directors-at-large, and Trustees of the Foundation and the Foundation Secretary-Treasurer.
- **(b)** The Board may appoint ex-officio members of the Board of Directors. Ex-officio members of the Board shall not have the right to vote.

Section 3. Terms of Directors

- **(a)** Directors-at-large shall be selected for two-year terms, one half the number of directors-at-large being elected in each year.
- **(b)** The terms of office of the newly-elected officers and directors-at-large of the Board of Directors shall begin at the close of the Annual International Conference.
- **(c)** Should a director-at-large resign or otherwise leave office or no longer qualify for Active Membership, the Chair shall appoint, no longer than 120 days following notification and with the approval of the Board of Directors, a qualified active

member of good standing to assume the responsibilities of the vacant position.

The appointment will serve the remainder of the position's unexpired term.

- **(d)** All Directors can hold a specific office for no more than three terms, sequential or nonsequential.

Section 4. Quorum of the Board

- **(a)** At any meeting of the Board of Directors, a majority of the voting members of the board shall constitute a quorum for the transaction of business.
- **(b)** Except as otherwise specifically provided herein, the board may take action by an affirmative vote of a majority of those present and voting.

Section 5. Meetings of the Board

- **(a)** Regular meetings of the Board of Directors shall be held annually in conjunction with the Annual International Conference. One (1) meeting shall be held prior to the official opening of the Conference and one (1) meeting **may** be held upon conclusion of the Conference.
- **(b)** The board shall hold an additional Regular meeting, and the Board may hold other Regular and Special Meetings, at times and places to be determined by the Chair, to review and approve the Association's budget and programs and to conduct other business of the Association.
- **(c)** Notice of all regular and special meetings of the board shall be provided to all members of the board by the President, Executive Director or Chair. The notice may be written or oral, given not less than two (2) weeks in advance (unless exigencies do not permit), stating the place, date, hour and agenda of the meeting, and if mailed shall be deemed to be delivered when deposited in the

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mail, e-mail or other electronic means, addressed to each member of the board at the member's last known address.

- **(d)** Any member of the board may waive notice of any meeting, and no notice of any meeting need be given to any member who attends in person.
- **(e)** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by all of the members of the board.
- **(f)** Members of the Board of Directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; such participation shall constitute presence in person at such meeting.
- **(g)** Minutes of each meeting of the board shall be sent to each member of the board by the President or Executive Director or his/her/their designee on staff within three (3) weeks of the date of the meeting or the effective date of action taken without a meeting.

Article VII | Executive Committee

Section 1. Authority and Responsibility

- **(a)** The Executive Committee shall possess and may exercise all of the powers of the board while the board is not in session, except to the extent, if any, that such authority shall be limited by a duly-adopted resolution of the board and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to: (1) amending the bylaws; (2) affecting the sale, lease or other disposition of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of business; (3) approving or amending the budget of the Association; (4) suspending or

removing an elected officer, director or member; (5) approving the appointment of a successor officer or director should a vacancy occur in that office; (6) employing or removing the President, or Executive Director, or staff.

- **(b)** The President or Executive Director or his/her/their designee on staff shall report all Executive Committee actions to the Board of Directors within ten (10) days of such action.
- **(c)** When the Executive Committee is operating with the authority of the board, the entire committee must vote, including abstentions. In the event that one of the Executive Committee positions is vacant, the remaining members of the Executive Committee will serve as the full committee.

Section 2. Executive Committee Composition

Voting members of the executive committee shall be the Chair, the Chair-elect, the Treasurer, the Foundation Treasurer, and the Secretary. The Executive Director and President shall be non-voting members of the executive committee.

Section 3. Quorum of the Executive Committee

- **(a)** At any meeting of the executive committee, a majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
- **(b)** The Executive Committee may take action by an affirmative vote of a majority of those present and voting.

Section 5. Executive Committee Meetings

- **(a)** Regular meetings of the Executive Committee shall be held in conjunction with the regular meetings of the Board of Directors.
- **(b)** Other regular and special meetings of the Executive Committee shall be held at such times and places as are determined to be necessary by the Chair.
- **(c)** Regular and special meetings of the Executive Committee may be called by the Chair upon notice of not less than two (2) weeks (unless exigencies do not permit); such notice, which may be written or oral, shall state the place, date, hour and agenda of the meeting, and if mailed, shall be deemed to be delivered when deposited in the mail, e-mail or other electronic means, addressed to each member of the executive committee at the member's last known address.
- **(d)** Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person.
- **(e)** Members of the Executive Committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; such participation shall constitute presence in person at such meeting.
- **(f)** A copy of the minutes of each Executive Committee meeting and of each unanimous consent form executed by Executive Committee members shall be sent to each member of the Board of Directors within three (3) weeks of such meeting or the effective date of action taken without a meeting.

Article VIII | Committees

Section 1. Establishment and Appointment of Committees and Task Forces

- **(a)** The Board of Directors shall establish committees and task forces of members of the Association as the Board believes appropriate to further the objectives of the Association.
- **(b)** The chair of each committee shall be named by the Chair. The committee chair with the concurrence of the Chair, may appoint members of the committee and fill vacancies on the committee. The Chair shall instruct all committee chairs and advise them of committee purpose as specified by the Board of Directors.

Section 2. Establishment of the Leadership & Development Committee

- **(a)** A Leadership & Development Committee shall be established with year-round responsibilities to include:
 - **1.** Assessing, in cooperation with RTDNA leadership and staff, to assess the qualities, skills and diversity needed in board leadership each election cycle;
 - **2.** Solicit and identify candidates;
 - **3.** Engage in fair and transparent process for vetting candidates to present a qualified slate of candidates;
 - **4.** Oversee the process of leader selection
- **(b)** The Immediate Past RTDNA Foundation Chair will serve as Chair of the Leadership & Development Committee. If the Immediate Past RTDNA Foundation Chair is unable to fill the role, the Chair will nominate another candidate to be ratified by the Board of Directors.
- **(c)** Composition of the Leadership & Development Committee shall be: Immediate Past RTDNA Foundation Chair as Committee Chair, RTDNF Foundation Chair, both serving in ex-officio roles; at least six members of the Association to be appointed by the Committee Chair.

- **(d)** The ex-officio committee members will serve one-year terms aligned with their Board of Director terms; committee members will serve two-year terms with one-half appointed each year in a staggered rotation.
- **(e)** Committee members may serve no more than three terms on the Leadership & Development Committee, sequential or nonsequential.
- The President and Executive Director shall be ex-officio members of the Committee.

Section 3. Committee Records and Reports

- **(a)** The chair of each committee, with the administrative support of the Association International Office, shall keep accurate and complete committee records.
- **(b)** Committees shall meet as required to serve the objectives of the Association and shall advise the Executive Director of the time and place of such meetings and meeting purpose.
- **(c)** At the direction of the Chair, committees shall submit written reports of their activities to the Chair, Chair-elect and President and Executive Director.

Article IX | Meetings of Members and Voting

Section 1. Annual Business Meeting

- **(a)** The annual business meeting for members of the Association shall be held at the Annual International Conference or other place and on such date or dates as may be determined by the Board of Directors.

- **(b)** The agenda of the annual business meeting shall be prepared by the Chair, President and Executive Director and approved by the Board of Directors.
- **(c)** The Chair, Chair-elect or a board member designated by the Chair, shall preside at the Annual International Conference.

Section 2. Special Business Meetings

- **(a)** Special business meetings for members of the Association may be called by the Chair with the approval of the Board of Directors when deemed necessary. A special business meeting shall be called by the Chair upon receipt of a written request by twenty-five (25) active members of the Association, when confirmed by a majority of active members who shall be asked to cast ballots in a special poll no fewer than thirty (30) days nor more than forty-five (45) days in advance of the special business meeting.
- **(b)** The business to be transacted at any special business meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- **(c)** The presiding officer at special business meetings shall be the Chair, or in the absence of the Chair, the Chair-elect, or in the absence of the Chair-elect a board member designated by the Chair.

Section 3. Business Meeting Notice, Introduction of Business, Length of Meetings, Cancellations, Rules of Order

- **(a)** Written notice of any meeting of the Association membership at which official Association business is to be transacted shall be communicated to each Association member not less than thirty (30) days nor more than forty-five (45) days in advance of the business meeting (unless exigencies do not permit). Special business meetings held in conjunction with the annual business meeting

may be held with four (4) hours written notice by posting on official Conference bulletin boards.

- **(b)** The hours of business meetings of the membership shall be fixed by the Board of Directors.
- **(c)** Any Association member in good standing may introduce business for consideration and action by the membership at the annual business meeting.
- **(d)** The Board of Directors may postpone or cancel any annual or special business meeting for cause.
- **(e)** The meetings and proceedings of this Association shall be regulated and controlled according to the then-current edition of ROBERT'S RULES OF ORDER for parliamentary procedure, except as may be otherwise provided by these bylaws.

Section 4. Business Meeting Quorums and Voting

- **(a)** One-fourth of the active members registered at the Annual International Conference shall constitute a quorum at any business meeting conducted at the Annual International Conference.
- **(b)** No business may be transacted at special business meetings confirmed by ballot unless such meetings are attended by fifty-one (51) percent of the number of those voting in the ballot in support of such meeting. Such meeting shall be held within thirty (30) days of ballot approval.
- **(c)** At all annual or special business meetings of the Association, each active member shall have one (1) vote, and may take part and vote in person only, except as provided for absentee ballots in connection with the election of officers and at-large directors.
- **(d)** Unless otherwise specifically provided by these bylaws, a majority vote of those active members voting and present shall determine the action.

Article X | Conferences

The Association shall conduct at least one (1) Annual International Conference for the general benefit of all Association members. Sites for Annual International Conferences shall be approved by the Board of Directors. The presiding officer at the Annual International Conference shall be the Chair or in the absence of the Chair, the Chair-elect or in the absence of the Chair-elect a member of the Board designated by the Chair.

Article XI | Election of Officers, Directors-At-Large and Regional Directors

Section 1. Time, Place and Qualifications

- **(a)** The Chair-elect, directors-at-large and the Treasurer, if such office is to be vacated, shall be elected by a majority vote of the membership approving a slate presented to the Membership by the Leadership & Development Committee. Officers and directors shall serve until their successors are elected and qualified.
- **(b)** Candidates for officer positions must be active members in good standing, with one year of service on the Board of Directors.
- **(c)** Candidates for Director-at-Large must be active members in good standing, including TV News Director/Manager, Radio News Director/Manager, TV News Staff, Radio News Staff, Online and Emerging Media News Professional, New Professional, Educator, Life and Retired.

Section 2. Nominations and Selection

- **(a)** The Leadership & Development Committee shall conduct an analysis throughout the year to assess perspectives that may be rotating off the Board of Directors, strategic priorities of the Association and key criteria necessary to achieve the goals of the organization.
- **(b)** In partnership with staff, the Leadership Development Committee will open a call for nominations for open positions, including an opportunity for self-nomination.
- **(c)** Potential candidates will be evaluated against a minimum threshold of requirements and the Leadership Development Committee will receive an invitation to formally apply to selected potential candidates, who will then submit a full application.
- **(d)** The Leadership & Development Committee will then invite selected potential candidates to advance to interviews conducted by the full committee.
- **(e)** After careful review of each potential candidate's profile and interview, the Leadership & Development Committee presents a slate for Chair-elect, directors-at-large and, when appropriate, nominations for Chair and Treasurer, to the active members of the Association sixty (60) days prior to the first session of the annual business meeting at the Annual International Conference.
- **(f)** The membership shall receive up to 30 days to nominate an additional candidate to be added to the final slate by petition with five (5) percent of the membership signing their support. A revised final slate to include the additional candidate will then be presented to membership for a contested election.

Article XII | Removal of Officers and Directors

Section 1. Good Cause Requirement and Procedure

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(a) Voting for the officer, director-at-large and regional director positions shall be conducted by secret ballots, which shall include ballots submitted by electronic transmission, cast in person and, in all cases in which time permits use of the rules and procedures adopted pursuant to subsection (d) of this section, through a system of confidential absentee voting by active members.¶

(b) A system of confidential absentee voting, including voting by electronic transmission, shall be established by the Board of Directors. The system shall be explained in rules and procedures which shall permit active members who do not attend the Annual International Conference to vote confidentially for candidates nominated by the nominating committee and candidates nominated at the first session of the Annual International Conference. The totals of absentee voting on each candidate shall be communicated to the Chairman/woman at the time of the elections at the annual business meeting.¶

(c) A system for confidential early voting by electronic transmission shall be established and maintained by the Board of Directors. The early voting system shall allow ballots to be cast no earlier than 30 days prior to the first business session at the Annual International Conference. The early votes will remain uncounted until the polls close at the annual conference. The totals of the early voting shall be communicated to the Chairman/woman and added to the tabulation of the ballots cast during the annual conference. Once submitted, ballots cast during the early voting period may not be changed.¶

(d) The Past Chairmen/women and elected past presidents shall certify the official election results.¶

(e) In a contest for an officer position, a candidate must have an absolute majority of the votes cast by active members present and through absentee voting in order to win on the first ballot. Otherwise, a runoff election shall be held at the same business meeting between the two candidates with the most votes. In any runoff election, the winner shall be the candidate with the larger number of ballots cast by active members present.¶

(f) There shall be a single contest among candidates for at-large and regional membership(s) on the Board of Directors. That candidate or those candidates receiving the largest number of votes for the position(s) to be filled shall be elected.¶

(g) The order of the elections, when called for, shall be: Chairman/woman, Chairman/woman-elect, Treasurer, director(s)-at-large and regional directors.¶

Any officer (except the Chair) or director may be removed from that position by the same voting process (but without other candidates for the office) as the process followed in the election or appointment of that person, if, first, a majority of the Board of Directors votes to initiate the removal process upon written allegations of good cause for removal and provides said officer or director with an opportunity to provide oral and written testimony and argument to the board, and if, thereafter, a two-thirds majority of the board votes for removal upon written findings of good cause therefore.

Section 2. Good Cause Defined

Incapacitation or nonfeasance or malfeasance in the performance of the duties of the office, or any other defect or situation of an officer (except the Chair) or director which prevents substantial performance of the duties of the office, shall be good cause for removal of that officer or director.

Article XIII | Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Article XVI | Amendment of Constitution and Bylaws

Section 1. Amendment Process

- **(a)** These Bylaws may be amended by a two-thirds (2/3rd) vote of the Board of Directors present at any regular or special meeting, if at least ten (10) days notice of the intention to amend is given to the Board and the membership, together with a description of the subject of the proposed amendment.

- **(b)** The Constitution and Bylaws also may be amended on written request of twenty-five (25) active members and subsequent approval by four-sevenths (4/7) of the number of active members who cast ballots, including ballots submitted by electronic transmission, in a poll as long as twenty-five percent (25%) or more of the total number of active members return ballots.
- **(c)** In case of a poll, the Association office shall prepare and communicate to all active members official ballots, including ballots submitted by electronic transmission, for the proposed amendment to the Constitution and Bylaws; to be valid, such ballots must be returned to the Association International Office by electronic transmission or postmarked no later than a specified date which, unless otherwise specified by the Board of Directors or the Executive Committee, shall be 30 days after the polling of the ballots.

Section 2. Effective Date and Notification

- **(a)** Amendments of the Constitution and Bylaws take effect immediately upon enactment, unless otherwise specified in the amendment or by concurrent resolution approved in the same manner as the amendment. Enactment by ballot shall be effective immediately upon final count of the ballot votes by the Association office.
- **(b)** Adoption of amendments shall be recorded by the Executive Director, who shall notify all members of the action taken within twenty (20) days of the official date of enactment.

Article XVIII | Dissolution or Final Liquidation

If it is deemed advisable in the judgment of the Board of Directors of the Association that the Association should be dissolved, the Board, after the adoption of a resolution to

that effect by a majority of the whole Board at a meeting called for that purpose, shall cause notice to be communicated to each member entitled to vote. If a majority of the members entitled to vote approve the proposed dissolution, then a certificate stating that the dissolution has been authorized in accordance with Chapter 8, Section 275 of the Delaware General Corporation law and setting forth the names and residences of the directors and officers shall be executed, acknowledged and filed with the Secretary of State for Delaware.

As Amended April 2022

As Amended June 10, 2021

As Amended June 29, 2017

As Amended September 6, 2014

As Amended September 23, 2012

As Amended September 27, 2011

As Amended April 18, 2007

As Amended April 7, 2002