

By-laws for the Law and Society Association adopted as amended on June 1, 2011.

BY-LAWS  
OF  
LAW AND SOCIETY ASSOCIATION

ARTICLE I

Purpose and Powers

Sec. 1. DEFINITION. The Association is incorporated as a corporation not-for-profit under the laws of the State of Colorado, and being thereunder constituted a body corporate and politic, has those purposes and powers set forth in its Certificate of Incorporation as amended and those further corporate powers and rights granted to it by law.

ARTICLE II

Membership

Sec. 1. CATEGORIES. Membership in the Association shall consist of Student, Regular, and such other categories as the Board of Trustees may designate.

Sec. 2. ELIGIBILITY. Individuals and institutions who are interested in promotion of the study of society, giving particular attention to law, through research, teaching, precept and example, may become "Members" of the Association in the appropriate category as determined by the Board of Trustees upon the payment of annual dues as specified by the Board of Trustees.

Sec. 3. VOTING. Each "Member" in good standing shall be entitled to one vote at all meetings of the "Members" of the Association. When the Board of Trustees so determines, voting may be by mail on such terms and conditions as the Board of Trustees may provide, including one vote each for joint members should the Board decide to establish categories of joint membership. Nothing in these By-laws prevents the Trustees of the Association from establishing categories of individuals or institutions that may receive the REVIEW or enjoy the services of the Association without becoming voting members of the Association.

ARTICLE III

Board of Trustees

Sec. 1. PURPOSE. The business affairs and government of the Association shall be under the management and control of a Board of Trustees.

Sec. 2. POWERS. The Board of Trustees of the Association shall have the powers provided for in these By-laws and any additional powers necessary for the governance of the Association and not vested either in the Officers of the Association exclusively, or in the membership thereof. Interpretations of these By-laws shall be made by the Board of Trustees and

shall be conclusive. Except as otherwise provided in these By-laws or otherwise provided by the Board of Trustees all decisions of the Board of Trustees shall require the presence of a quorum and shall require a majority of those present and voting.

Sec. 3. COMPOSITION. The Board of Trustees shall consist of twenty-four (24) "elected Trustees," eight of whom shall be chosen each year and shall constitute a "class." In addition, the following shall serve as "Trustees ex officio": The Officers of the Association; the current Book Review Editor of the LAW & SOCIETY REVIEW; and the immediate Past General Editor of LAW & SOCIETY REVIEW (for one year).

Sec. 4. TERMS OF OFFICE. Elected Trustees shall serve for a period of three years beginning with the announcement of their election or at such other times as the Board of Trustees may establish. A Trustee appointed to fill the unexpired term of an elected Trustee under the provisions of Section 5 (B) shall serve until that elected Trustee's term has expired. The Officers of the Association shall serve as Trustees during the time they are Officers. Nothing in this section shall prevent the Board of Trustees from making changes of less than six months in the term of office of a class of elected Trustees in order to accommodate changes in the date at which Trustees are elected, nor shall anything in this section require a class of Trustees to cease serving before their successor class has been elected.

#### Sec. 5. SELECTION OF TRUSTEES

A. ELECTED TRUSTEES. Classes of the Board of Trustees shall be elected by a vote of the membership of the Association in accordance with the procedures provided for in this paragraph. The Board of Trustees shall prepare for submission to the membership, in accordance with whatever procedures the Board may determine, a list of not less than twelve (12) or more than twenty (20) candidates for the eight positions that become available each year. Added to this list shall be the names of any eligible individuals who submit, or who have submitted on their behalf, a petition bearing the valid signatures of fifty (50) members of the Association, provided that no signature may be counted on any nominating petition if the signatory has signed more than three nominating petitions. Nominations by petition shall be due 21 days after the Board of Trustees has ratified its list of nominees or at such later time as the Board may specify. The Association shall cooperate by mailing information to the membership on behalf of those individuals who wish to nominate a candidate by petition provided that said individuals pay all costs associated with such mailing except to the extent that the Board of Trustees decides otherwise. Candidates for the position of Trustee, nominated by either the Board or the membership, shall be asked whether they are willing to serve an entire term as Trustee, if elected, and anyone who is unwilling to serve shall have his or her name removed from the list of candidates; provided that additional names of willing candidates shall be added to the list by the Board of Trustees if the total number of willing candidates is less than twelve (12). A list of the candidates' names, their institutional affiliations, their disciplinary affiliations, and if the Board of Trustees so decides, a brief statement by each candidate and/or a biographical sketch of the candidate shall be submitted to the membership. At the same time the membership shall receive a list of all continuing Trustees with their institutional and disciplinary affiliations and, if the Board of Trustees so decides, a brief statement approved by the Board suggesting the desirability of maintaining institutional and disciplinary diversity on the Board of Trustees of the Association. The membership shall vote for Trustees from the list of candidates submitted to

them. Each member may vote for as many candidates as there are positions open on the Board of Trustees, but no member may cast more than one vote for a single candidate. Voting shall be done by mail or electronic means, with the Board of Trustees or their delegate, taking whatever steps are deemed appropriate to ensure that all members receive ballots and to preserve the confidentiality and integrity of the electoral process. The eight candidates receiving the highest number of votes shall be elected to office as Trustees of the Association. In the event of a tie vote for eighth place in the class of Trustees, the winner shall be chosen by lot. If one or more of the eight candidates receiving the highest number of votes is unable to begin serving as a Trustee, he or she shall be replaced by the candidate accumulating the next highest number of the votes.

B. APPOINTED TRUSTEES. If the position of an elected Trustee falls vacant anytime after that Trustee has taken his or her place on the Board, the Board of Trustees shall, by majority vote, appoint an individual to replace that Trustee. An individual so appointed shall be treated for all purposes as an elected Trustee with a term of office coextensive with the term of the individual whom he or she has replaced. The Board of Trustees may, in its discretion, decline to replace an individual who has a year or less remaining on his or her term as Trustee.

C. EX OFFICIO TRUSTEES. Ex Officio Trustees shall be elected or appointed in accordance with the provisions made for their election or appointment to the office by virtue of which they serve as Trustees ex officio.

Sec. 6. ELIGIBILITY FOR ELECTION. Only members of the Association, except an institutional member, are eligible for nomination and election to the Board of Trustees, unless the Board of Trustees designates otherwise at the time that category of membership is created; provided that no Trustee may be elected to the Board immediately upon the expiration of his or her term as Trustee, except an individual appointed as a Trustee under Section 5 (B) and serving eighteen (18) months or less. Nothing in this section prevents the Board of Trustees from providing that a Trustee is eligible to serve the Association in some other capacity such as a member of the Editorial Board of the LAW & SOCIETY REVIEW.

Sec. 7. VOTING. Each Trustee shall have one vote on any matter voted upon by the Board of Trustees. A quorum for the purpose of exercising any of the powers of the Board of Trustees shall consist of sixteen (16) Trustees, at least thirteen (13) of whom are elected Trustees. Any eight or more Trustees shall have the power to conduct the business of the Board of Trustees in the absence of a quorum, provided that at least a quorum of the Board of Trustees has either authorized the actions of the smaller group in writing or at a meeting.

#### ARTICLE IV Officers

Sec. 1. DESIGNATION. The officers of the Association shall be a President, President-Elect, Immediate Past-President, General Editor, Secretary, and Treasurer. There may be assistant officers of those above provided, as the Board of Trustees may, from time to time, determine.

## Sec. 2. SELECTION OF THE OFFICERS.

A. **THE PRESIDENT-ELECT, SECRETARY, AND TREASURER:** The President-Elect, Secretary, and Treasurer of the Association shall be elected by the membership of the Association in accordance with the procedures specified in this subsection. The Board of Trustees of the Association shall prepare a list of one or more candidates willing to serve as President-Elect, Secretary, and Treasurer of the Association. There shall be added to this list the names of any eligible individuals who present, or have presented on their behalf, petitions bearing a number of valid signatures of one hundred (100) members of the Association. Nominations by petition shall be due 21 days after the Board of Trustees has ratified its list of nominees or at such later time as the Board may specify. The Association shall cooperate by mailing information to the membership on behalf of those individuals who wish to nominate a candidate by petition provided that said individuals pay all costs associated with such mailing except to the extent that the Board of Trustees decides otherwise. The names of these candidates shall be presented to the voting membership of the Association (which shall consist of all members eligible to vote for elected Trustees) together with their institutional affiliations and their disciplinary affiliations, and, if the Board of Trustees so decides, a brief statement by and/or a biographical sketch of each candidate. The membership shall vote for the President-Elect, Secretary, and Treasurer from the list of candidates submitted to them. Each voting member may vote for one candidate. The candidate for President-Elect receiving a majority of the total votes cast shall take office as President-Elect when the preceding President-Elect takes office as President or if the office of President-Elect is otherwise vacant. The candidates receiving a majority of the total votes cast shall take office as Secretary and Treasurer when the terms of the previous Secretary and Treasurer have expired. If there are more than two candidates for the position of President-Elect, Secretary, and Treasurer and if no candidate receives a majority of the votes validly cast, there shall be a runoff election between the two candidates receiving the largest number of votes with the individual receiving a majority of the votes in the runoff election taking office as President-Elect, Secretary, Treasurer at the appropriate time. In any case where two candidates equally divide the votes validly cast, the winner shall be determined by lot. Voting for the office of President-Elect, Secretary, and Treasurer shall be done by mail or electronic means, with the Board of Trustees, or their delegate, taking whatever steps are deemed appropriate to ensure that all voting members receive ballots and to preserve the confidentiality and integrity of the electoral process.

B. **EDITORS.** The General Editor of the *LAW & SOCIETY REVIEW*, the Book Review Editor of the *LAW & SOCIETY REVIEW* shall be selected by the Board of Trustees in accordance with such procedures as the Board shall establish.

C. **FILLING VACANCIES.** If the office of President-Elect falls vacant, the Board of Trustees shall appoint the losing candidate in the most recent election to that position if the losing candidate received at least forty (40) percent of the vote cast in that election; or, if the losing candidate does not qualify for appointment under this section, the Board shall conduct a new election for the position of President-elect in accordance with the procedures specified in subsection (A) of this section. If the office of President falls vacant with one year or less remaining on the President's term of office, the President-elect shall succeed to the Presidency and shall serve for the remainder of his or her predecessor's term as well as for his or her entire

term as President. Where the President-elect succeeds the President because the office of President has fallen vacant during the President's term of office, the office of President-elect shall not be considered vacant while the President-elect is serving the remainder of his or her predecessor's term. If the office of the President falls vacant with more than one year remaining on the President's term of office, or if any other office of the Association falls vacant, the Board of Trustees may elect an individual to fill the unexpired term of the Officer in accordance with such procedures as the Board may establish. Any member of the Association otherwise eligible for office is eligible for election to the unexpired term of an Officer, other provisions of this section notwithstanding.

Sec. 3. QUALIFICATIONS. Officers of the Association must be members of the Association, at the time they are nominated, at the time they are elected, and throughout their term of office. Any voting member of the Association except an institutional member may become an Officer of the Association, except no individual who has served as President of the Association after 1982 shall be eligible for the office of President-elect at the completion of his or her term unless the Board of Trustees by a vote of three-quarters (3/4) of its entire membership determines otherwise.

Sec. 4. TERMS OF OFFICE. The office of President-Elect shall be assumed immediately upon election. The President-Elect shall become President at the conclusion of the annual meeting following election and shall serve in that office two years. The office of Immediate Past-President shall be assumed upon expiration of the term as President and shall expire with the election of the President-Elect. The office of Secretary is two years and shall be assumed at the conclusion of the next Trustees Meeting following election. The office of Treasurer is two years and shall be assumed at the start of the fiscal year following election. Editors of the LAW & SOCIETY REVIEW and NEWSLETTER shall serve a term specified by the Board of Trustees.

## ARTICLE V

### Duties of Officers

Sec. 1. PRESIDENT. The President shall be the presiding officer at all meetings of the Association and of the Board of Trustees; shall have general supervision of the affairs of the Association; shall affix the name of the Association to all documents requiring execution of the Association; shall appoint all committees and their chairs; and shall be ex officio member of every committee.

Sec. 2. PRESIDENT-ELECT. The President-Elect shall confer with the President on affairs of the Association, shall perform his or her duties when the President so requests or is disabled, and shall succeed to the Presidency if this office becomes vacant with a year or less remaining in the President's term.

Sec. 3. SECRETARY. The Secretary shall keep a complete record of all proceedings of the meetings of the Association and of the Board of Trustees; shall attend to and preserve all the correspondence, documents, and records of the Society; shall attest to all documents requiring execution by the Association; and shall affix the seal of the Association to same.

Sec. 4. TREASURER. The Treasurer shall receive and disburse the funds of the Association as authorized by the Board of Trustees and shall have custody of the securities of the Association; and at the expense of the Association, the Treasurer shall furnish bond in manner and amount to be determined from time to time by the Board of Trustees. The Treasurer shall render a proper report at the annual meeting of the Association, and other such reports as may be requested.

Sec. 5. GENERAL EDITOR. The General Editor shall have the general supervision of all matters in connection with the LAW & SOCIETY REVIEW. With the counsel of the Publications Committee, he or she shall establish and implement policy in the publication of the REVIEW.

Sec. 6. ASSISTANTS TO OFFICERS. The Board of Trustees may appoint an Executive Officer to perform administrative duties of the Association or other individuals to assist the Officers in the performance of their duties. The Board shall establish the terms and conditions of employment, including compensation, of any Executive Officer or assistant to an officer. The power of appointment of an assistant to an officer may be delegated to an officer, but the power to appoint an Executive Officer may not be delegated.

#### ARTICLE VI

##### Sec. 1. MEETINGS OF BOARD OF TRUSTEES.

A. ANNUAL MEETINGS. The Board of Trustees shall meet at least once each year, at such time and place as the Board may determine.

B. REGULAR MEETINGS. The Board of Trustees shall meet at such other times and at such places as the Board of Trustees may determine. Meetings (regular or special) may also take place through e-mail discussions and votes.

C. SPECIAL MEETINGS. A special meeting of the Board of Trustees may be called by the President on his/her own. The President shall call a special meeting of the Board of Trustees upon written request of at least ten Trustees.

D. NOTICE. Notice of every meeting of the Board of Trustees shall be given at least two weeks prior to such meeting.

#### ARTICLE VII

##### Standing Committees

##### Sec. 1. HOW CONSTITUTED.

The Association shall have as Standing Committees an Executive Committee, a Publications Committee, a Graduate Student Workshop Committee, an Early Career Workshop Committee, an International Activities Committee, a Diversity Committee, a Budget and Finance Committee, a Membership and Professional Issues Committee, an Audit Committee, and such other Standing

Committees as the Board of Trustees may from time to time establish. All Standing Committees, with the exception of the Executive Committee, the Audit Committee, the Budget and Finance Committee, and the International Activities Committee, ordinarily shall be composed of six members. Each year, the President (or President-Elect) shall appoint new (or reappoint existing) members and shall select one of the members to serve as chair. The President-Elect shall appoint new committee members, if practical, prior to the Board of Trustees meeting that immediately precedes his or her assumption of office. All other committee members and committee chairs except the Executive Committee shall be appointed by the President for a term of one year contiguous with the fiscal year of the Association or such other term as prudent management requires. Upon recommendation of the President in consultation with the President-Elect, the Board of Trustees may extend the term of any committee or committee member for more than one year.

Sec. 2. EXECUTIVE COMMITTEE. The Executive committee shall have all the powers of the board of Trustees in matters delegated to it and in emergencies arising between meetings of the Board. The Board may delegate any of its powers to the Executive Committee except powers relating to the nomination or appointment of Officers or Trustees. The President of the Association shall chair the Executive Committee. The Executive Committee shall meet at such times and places as designated by the President and is expressly authorized to meet by conference telephone or similar arrangement. The Executive Committee is constituted by the President; President-Elect *or* Immediate Past President; Secretary; Treasurer; General Editor; and the Trustee in each class receiving the highest number of votes, or in the case of ties one of the tied Trustees selected by lot. The representative from the most recently elected class of Trustees will assume membership in the Executive Committee immediately following his or her election.

Sec. 3. PUBLICATIONS COMMITTEE. The Publications Committee shall consider and recommend programs and policies for the publications of the Association including the LAW & SOCIETY REVIEW. The General Editor shall be a member, ex officio, of the Committee.

Sec. 4. GRADUATE STUDENT WORKSHOP COMMITTEE. The Committee shall be responsible for planning and conducting the Graduate Student Workshop, including establishing a theme and curriculum, recruiting faculty and students, and evaluating the event.

Sec. 5. EARLY CAREER WORKSHOP COMMITTEE. The Committee shall be responsible for planning and conducting the Early Career Workshop, including establishing a theme and curriculum, recruiting participants, and evaluating the event.

Sec. 6. INTERNATIONAL ACTIVITIES COMMITTEE. The International Activities Committee shall be responsible for developing programs that attend to the needs of members of the Association from outside the United States and promoting comparative and transnational scholarship. The committee shall ordinarily consist of 10-12 members, roughly half of whom should represent countries other than the United States.

Sec. 7. COMMITTEE ON DIVERSITY. The Committee on Diversity shall be responsible for encouraging the development of greater diversity in the membership of the organization.

Sec. 8. BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall advise the President, and when appropriate, the Trustees of the Association, on issues related to finances, budget, and investments. This function includes advice on budget planning; preparation and reporting; on investment policy and strategies; and on other financial matters referred to it by the President or the Executive Officer. No initiatives that require more than a 1% budget increase, other than those approved by the Executive Committee, can be proposed and finally approved at the same Board meeting. Such initiatives can be provisionally approved and shall become final 30 days afterwards, unless the Budget and Finance Committee advises the Board to reconsider the decision. In that circumstance, final approval would require an email poll of the Board.

Sec. 9. MEMBERSHIP AND PROFESSIONAL ISSUES COMMITTEE. The Membership and Professional Issues Committee shall be responsible for addressing issues relating to membership, the Association's relations with other professional associations, challenges facing the profession both within and outside the academy, and for devising activities that enhance the field of law and society scholarship and teaching.

Sec. 10. AUDIT COMMITTEE. The Audit Committee shall select, commission, and receive the annual report prepared by the auditor, and shall be in contact with the auditor to receive any communications that are properly directed to the Association's leadership. The committee shall consist of the representatives from each class of Trustees, and shall be chaired by the representative with the greatest class seniority.

## ARTICLE VIII

### Special Committees

Sec. 1. APPOINTMENT. Special committees may be appointed by the President and President-Elect, subject to the approval of the Board of Trustees. The Board of Trustees may set the term of service on special committees beyond one year, and create Standing and Special Committees, as it deems proper.

## ARTICLE IX

### Fiscal Year

Sec. 1. DEFINITION. The fiscal year of the Society shall be from October 1 to September 30.

## ARTICLE X

### Amendment of the By-Laws

Sec. 1. REQUIREMENTS. These By-Laws may be amended at any regular or special meeting of either the entire membership or the Board of Trustees by an affirmative majority vote,

provided that in connection with the call or notice of the meeting, the proposed amendments shall be specifically described.

## ARTICLE XI

### Adoption of By-Laws

Sec. 1. EFFECTIVE DATE. The within By-Laws became effective by vote of the Board of Trustees on May 10, 1979.

LEGISLATIVE HISTORY TO BY-LAWS OF THE  
LAW AND SOCIETY ASSOCIATION

1. Article IV Sec. 4 which excepts the Editor of the LAW & SOCIETY REVIEW from the term of office limitations of the Officers applies as well to Associate and Assistant Editors. No amendment is needed to deal with this problem because under the by-laws, the Associate and Assistant Editors of the REVIEW are not Officers. The implication of this interpretation is that terms of Associate and Assistant Editors of the REVIEW are not limited under Art. IV Sec. 4.

2. It is the intent of the by-laws that ex officio Trustees be allowed to vote. The language, "Each Trustee", in Art. III Sec. 7 includes elected, appointed and ex officio Trustees. Therefore, no amendment is needed on this point.

3. Article III Sec. 5A was amended by the Board of Trustees on May 29, 1986 to include the sentence beginning, "In the event of a tie vote. . . ."

4. Article IV Sec. 2A was amended by the Board of Trustees on June 11, 1987 to add language requiring that the Secretary and Treasurer be elected to office by procedures applying to the election of President-Elect. Further, by separate motions, the Board expressed the sentiment that nominations for President, Secretary and Treasurer should include at least two candidates for each office.

5. Article IV Sec. 2B was amended by the Board of Trustees on June 11, 1987 to delete language to the effect that Secretary and Treasurer be selected by the Board of Trustees. Added to the section were the words to indicate that the Editor of the Fifth Issue of the LAW & SOCIETY REVIEW shall be selected by the Board of Trustees, as is the EDITOR of the REVIEW.

6. A number of revisions to the by-laws were adopted by the Board of Trustees at its meeting on June 8, 1989. The amendments were for the purpose of: (1) accounting for recent Trustee actions creating the new position of Book Review Editor and new title of General Editor; (2) bringing the By-laws in conformity with the long standing practice regarding membership of the Executive Committee to include the Immediate Past-President and President-Elect at the first meeting after election; (3) adding feminine pronouns where missing; (4) incorporating corrections to remove obsolete and redundant phrases; and (5) clarifying terms of office and re-election to office. Specifically, Articles and Sections III:3; IV:1; IV:2B; IV:4; V:5, and VII:3 were amended to reflect the change in title for the general editor and the creation of the book review editor. Amendments to sections IV:1 (identifies Past-President as officer) and VII:2 made more specific the membership in the Executive Committee. Articles and Sections III:5B; IV:2C; V:2; and V:5 were amended to include feminine pronouns. Obsolete and redundant phrases were removed or replaced in Articles and Sections II:2, III:6, IV:3 (substitution of "institution" for corporate or firm members); Article III Sec 3 (deletion of Past-President reference as redundant with inclusion on Board as an officer -- changed IV:1); Article III, Sec 4 (deletion of sentence on Trustee term of Past-President as redundant with changed IV:1); and Article IV, Sec. 2B (removed sentence on assistant officers as redundant with exiting language in IV:1) Sections on

terms of office and re-election were amended in Article III, Sec 4 (set the term of Trustees to begin and end with elections); Article IV, Sec 3 (removed restrictions on Secretary or Treasurer re-election and removed prohibition for President to be nominated for President-Elect); and Article IV, Sec 4 (sets the President-Elect's term to begin with election).

7. At the meeting of Trustees on May 27, 1992, Article IV, Sec. 4 was amended to reduce the terms of office of President-Elect, President, and Immediate Past President from two years to one year.

8. At the meeting of Trustees on June 15, 1994, Article II, Sec. 3 was amended to reduce the *ex-officio* Trustee term of the immediate past-General Editor from two years to one. The amendment is in effect for Editors assuming office on or after January 1, 1995.

9. At the meeting of Trustees on May 31, 1995, Article VII, Sec. 1 was amended to include the Graduate Student Workshop Committee and the Summer Institute Committee among Association Standing Committees. Article VII was amended to add Sections 5 and 6, describing the activities of each committee.

10. At the meeting of Trustees on June 3, 1998, Article V, Sec. 1 was amended to include the Development Committee and the International Activities Committee among Association Standing Committees. Article VII was amended to add Sections 7 and 8, describing the activities of each committee.

11. At the meeting of Trustees on May 26, 1999, Article III, Sec. 3, Article IV, Sec 2B and 4, and Article VII, Sec. 2 were amended to include the newly created office of NEWSLETTER EDITOR. Article VII, Sec 1 was amended to authorize appointment by the President-Elect of committees that will operate during her/his term. Article VII, Sec. 9 was added to include the Committee on the Conditions of Work among the standing committees. Article VIII, Sec. 1 was amended to permit, with permission of the Trustees, committee terms to be set beyond one year of service.

12. At the meeting of the Trustees on May 25, 2000, Article VII, Sec. 1 was amended to include the Committee on Diversity among Association Standing Committees. Article VII was amended to add Section 10, describing the activity of the committee.

13. At the meeting of the Trustees on July 3, 2001, a proposal was accepted that Article IV, Sec. 4 be amended to change the President's term of office from one year to two years, effective with the election of 2002. Given the importance of the change and to permit full discussion by all members, including those unable to attend the meeting, the vote was postponed until October 17, 2001 and conducted by electronic means. The amendment was then approved. A proposal was also approved that Article VII, Sec. 1 be amended to state the composition, terms and appointment procedures for all standing committees.

14. At the meeting of Trustees on May 26, 2004, the ad hoc Committee on Governance proposed minor changes to several articles to clarify language and eliminate gender bias: specifically, in Art III. Sec.5A last sentence, the word "by" was deleted in the phrase "highest

number of votes is unable to begin BY serving as a Trustee..."; in Art. III Sec. 6 last sentence, the word "ineligible" was changed to "eligible" in the phrase "... providing that a Trustee is INELIGIBLE to serve the Association..."; in Art. V Sec. 1 the term "chairmen" was changed to "chairs" in the phrase, "shall appoint all committees and their CHAIRMEN subject to the approval..."; in Art. VI. Sec. 1A the phrase "from time-to-time" was deleted from the first line, "The Board of Trustees shall meet at least once each year, at such time and place as the Board may, FROM TIME-TO-TIME, determine and the following sentence was added: "Meetings (regular or special) may also take place through e-mail discussions and votes." Lastly, Art V. Sec 1C added the words "on his/her own" at the end of the line "A special meeting of the Board of Trustees may be called by the President."

15. At the meeting of Trustees on July 5, 2006, three actions to amend the By-laws were approved. The first was to institutionalize the policy that all nominees to the Board of Trustees are members of the Association at the time of their nomination. The change was effected by deleting the phrase "Any member of the Association, except an institutional member, is" beginning in line 1 of Article III, Sec. 6 and replacing it with the phrase "Only members of the Association, except an institutional member, are" and, continuing in the same sentence, by inserting the words "nomination and" before "election." The second action was to establish a Budget and Finance Committee as a standing committee of the Association. Article VII, Sec. 1 was amended to include Budget and Finance Committee to the list of standing committees; and Sec. 11 was inserted to describe the above committee. The third action was to eliminate three committees that do overlapping work and to replace them with a single committee, Membership and Professional Issues Committee. In Article VII, Sec. 1, the Membership, Development, and Conditions of Work committees were deleted from the list of standing committees and Membership and Professional Issues was added to the list of standing committees. Accordingly, Sec. 4 (Membership), Sec. 7 (Development), and Sec. 9 (Conditions of Work) were deleted from Article VII and the sections remaining were renumbered to accommodate the deletions. With renumbering, the latest sections in Article VII are the newly created Sec. 8, Budget and Finance Committee, and Sec. 9, Membership and Professional Issues Committee.

16. At the meeting of Trustees on July 24, 2007, a proposal following from the Executive Committee 2007 Report on Budget & Finance was accepted to amend Article VII, Sec.1, to include the Audit Committee among the list of Association Standing Committees. Article VII was amended to include Sec. 10 describing the activity of the committee.

17. At the meeting of Trustees on May 28, 2008, these amendments were approved:

- [1] To correctly identify the Association's new Fiscal Year, ARTICLE IX, Sec. 1, the year July 1 – June 30 was replaced by October 1 - September 30.
- [2] Because in actual practice the Executive Officer has also served as editor of the Newsletter, and no separate individual has held that the editor's position since the early years of the Association, the reference to "Editor of the NEWSLETTER" was removed from the list of those comprising the Board of Trustees in ARTICLE III, Sec. 3; and similarly removed from the editorial positions named in ARTICLE IV, B.
- [3] The following changes were made with regard to committees: to clarify the President's discretionary powers in making appointments; and to allow more flexibility in the rules governing committees and Standing Committees. The phrase "subject to the approval of the

Board of Trustees” was removed from ARTICLE V, Sec. 1 and ARTICLE VII, Sec. 1. Also in ARTICLE VII, Sec. 1, the International Activities Committee was added to the list of exceptions for the six-member rule for Standing Committees; the word “ordinarily” was inserted to preface the number of members and their terms of service on Standing Committees; overlapping service was changed from three-year to “two-year terms.” With regard to whom the President appoints and for how long, the phrases “committee members” and “or committee member” were inserted to distinguish from the existing references to “committee chairs” and “any committee”, and the phrase “or such other term as prudent management requires” was inserted to allow the possibility of extending service beyond a year.

18. At the meeting of Trustees on May 27, 2009, these amendments were approved:  
[1] Article VII, Sec. 10. AUDIT COMMITTEE. The word “an” was changed to “the” in the first sentence “...receive the annual report prepared by the auditor” and the sentence continued after the word “auditor” to add a comma and include this phrase “auditor, and shall be in contact with the auditor to receive any communications that are properly directed to the Association’s leadership.” The second sentence was changed to make plural the word “representatives” and to delete the words “on the Board” from the phrase “...each class on the Board of Trustees...”  
[2] The Board also approved the proposed amendment to Article VII, Sec. 8, as follows:  
Sec. 8. BUDGET AND FINANCE COMMITTEE. Where the committee description ended with the phrase “...referred to it by the President or the Executive Officer.”, the following language was added: No initiatives that require more than a 1% budget increase, other than those approved by the Executive Committee, can be proposed and finally approved at the same Board meeting. Such initiatives can be provisionally approved and shall become final 30 days afterwards, unless the Budget and Finance Committee advises the Board to reconsider the decision. In that circumstance, final approval would require an email poll of the Board.

19. At the meeting of Trustees on May 26, 2010, amendments to four Articles were approved. Two of the changes were to update the bylaws to allow for voting by electronic means as well as by postal mail. In ARTICLE III, Section 5, ELECTIONS, in the sentence which opens “Voting shall be done by mail...”, the phrase “or electronic means,” was inserted immediately after the words “by mail”; and similarly, in ARTICLE IV, Section 2, SELECTION OF OFFICERS, in the sentence which opens “Voting for the office of President-Elect, Secretary, and Treasurer shall be done by mail”, the phrase “or electronic means,” was inserted immediately after the words “by mail.” ARTICLE VII Standing Committees, Sec. 1., HOW CONSTITUTED: The opening sentence, was changed by replacing the words “Summer Institute” with “Early Career Workshop” to reflect the name change of the program. In the very next sentence (beginning, “All Standing Committees...” ) the name of the Budget and Finance Committee was inserted immediately after “the Audit Committee,” to include it in the list of committees excepted from the required six-member composition for Standing Committees. The last amendment was to ARTICLE VII Standing Committees, Sec. 5, where the words “Summer Institute” were replace by “Early Career Workshop”, also to reflect the name change of the program.

20. At the meeting of Trustees on June 1, 2011, three amendments were approved (two changes affecting Article VII; one change affecting ART IV):

ART VII, Standing Committees, Sec. 1. HOW CONSTITUTED. was amended to make optional the practice of appointing members for two-year overlapping terms within the 6-member composition of Standing Committees. Change was to ~~strike~~ and add the words noted as follows “...ordinarily shall be composed of six members ~~with overlapping two year terms~~. Each year, the President (or President-Elect) shall appoint new (or reappoint existing) members ~~to replace those retiring~~ and shall select one of the members to serve as chair.

ART IV, Sec. 4. TERMS of OFFICE. Change was to ensure that we have a Past-President in position until a new President is elected. “...The office of Immediate Past-President shall be assumed upon expiration of the term as President and ~~is one year~~ shall expire with the election of the President-Elect.”

ART VII, Standing Committees, Sec. 2. EXECUTIVE COMMITTEE. Again, change was to clarify the term of the Immediate Past President. “...The Executive Committee is constituted by the President; President-Elect; or Immediate Past President; Secretary; Treasurer; General Editor; and the Trustee...”.