Wound Healing Society Bylaws

ARTICLE I: NAME

The name of the corporation is THE WOUND HEALING SOCIETY (the "Society).

ARTICLE II: PURPOSES

2.1 The Society is organized and shall be operated exclusively for nonprofit education and charitable purpose, including, without limitation, the purposes stated in the Society's Articles of Incorporation.

2.2 Restrictions: All policies and procedures of the Society shall be consistent with:

(a) Applicable federal, state, and local antitrust trade regulations, or other legal requirements, and

(b) Applicable tax exemption requirements, including the requirements that the Association be organized as a non-profit corporation and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III: OFFICES

3.1 Principal Office. The principal office of the Society shall be in the State of Massachusetts, located at such place as the Board of Directors shall from time to time designate.

3.2 Other Offices. The Society may have such other offices located elsewhere as the Board of Directors may determine from time to time.

ARTICLE IV: MEMBERS

4.1 Types of Members. Membership in the Society shall be unlimited in number. The members of the Society shall be divided into four (4) types, designated as Active Members, Senior Members, Honorary Members and Student Members. The qualifications for membership in each class shall be as follows.

(a) Active Members: Active Members shall consist of individuals in a recognized area of science, medicine, or industry who have a demonstrated interest in the field of wound healing. Active members can include, but are not limited to, individuals from universities, medical institutions, industry, government, and the military. Corporate members are considered Active Members. Active Members are eligible to serve as Directors and Officers of the Society.
(b) Senior Members: Senior Members shall consist of Active Members who have attained the age of sixty-five (65) years; or retired from active professional life. Senior members shall be excused from the payment of that portion of their dues allocated to the Society but not that portion related to their journal subscription. Senior members are eligible to serve as Directors and Officers of the Society.

(c) Honorary Members: Honorary members shall consist of distinguished persons who have rendered meritorious service to the Society or who have made significant contributions in the field of wound healing and who are approved by the Board of Directors for honorary membership. Honorary members shall be excused from the payment of that portion of their dues allocated to the Society but not that portion related to their journal subscription. Honorary Members do not have voting rights and may not serve as Directors or Officers of the Society.

(d) Student Members: Student Members shall consist of individuals who are certified as still in training and shall include undergraduate, graduate and medical students as well as post-graduate trainees such as post-doctoral trainees, clinical fellows and residents. Student members may not serve as Directors, Officers or Chairmen of Standing Committees.

4.2 Admission of Members

Any person who is qualified and interested in becoming a member of the Society shall submit an application to the Secretary or designated agent and will become a member of the Society on the payment of the required dues.

4.3 Voting Right

Active and Senior Members who are in good standing shall have one vote for Directors of the Society and on all matters requiring membership approval by law, the Articles of Incorporation or these Bylaws. Honorary and Student Members shall not have the right to vote. All members shall have the right to receive notices of all meetings of the members. Only Active or Senior members in good standing shall be eligible to hold office in the Society.

4.4 Dues

(a) Shall be fixed by the Board of Directors on an annual basis

(b) Shall be payable in advance at the beginning of each fiscal year of the Society

(c) Eligibility to register at the annual meeting at the discounted membership rate shall only be afforded to those who have already renewed for the current fiscal year or become new members in the current fiscal year.
(d) Special assessments necessary for the work of the Society may be recommended by the Board of Directors to the members, and shall be levied only on the majority vote of the Active, Senior and Honorary Members at the annual meeting of members.

(e) Refunds: No dues will be refunded.

4.5 Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and vote by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing, and final written notice of the Board’s decision.

4.6 Resignation. Any member may resign by filing a written resignation with the Secretary of the Society or designee. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges accrued and unpaid prior to such resignation.

4.7 Reinstatement. On written request signed by the former member and filed with the Secretary of the Society, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the entire Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

4.8 Transfer of membership. Membership in the Society shall not be transferable or assignable.

ARTICLE V: MEMBERS’ MEETING

5.1 Annual Meeting. The annual meeting of the members of the Society shall be held each year at such time and place as shall be designated by the Board of Directors.

5.2 Special Meetings. Special meetings of the members may be called either by the Board of Directors or by not less than one-half of the members having voting rights. Special meetings may be held electronically or telephonically.

5.3 Notice. Written or printed notice of the date, time, place and purpose of any meeting of members shall be delivered by electronic or mailed notice to each member entitled to vote at such meeting no less than ten (10) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Society with postage thereon prepaid. If notice of any meeting is delivered electronically, it shall be deemed delivered when released electronically by the Society to the e-mail address currently on file for that member. Any member may waive notice of any meeting. Notice of a members’ meeting to act on an
amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets, or the dissolution of the society shall be given not less than twenty-five (25) days.

5.4 Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

5.5 Proxies. At any meetings of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. A proxy shall become effective when received (including by fax) by the Secretary of the Society or other officer or agent authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of the execution, unless a longer period is provided for in the proxy.

5.6 Quorum. Those Active and Senior Members in attendance at an announced meeting of members shall constitute a quorum for the conduct of business so long as fifty or more percent of those in attendance are not Officers or Directors of the Society. Voting on certain matter may also take place by written and/or electronic ballot, which will be distributed to all Active and Senior Members. A majority of votes cast will be sufficient for the adoption of a matter.

ARTICLE VI: OFFICERS

6.1 Officers. The officers of the Society shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer and an Immediate Past President. The President shall also serve as a Director of the Society and have prior experience on the Board. The other designated Officers need not have been former Directors. The Board of Directors may also elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers who need not be Directors. All officers shall be Active or Senior members of the Society.

6.2 Election Term and Removal. Each year, the Board shall elect a Vice President who shall progress to President-Elect, then President and then Immediate Past President. Each of these positions will be served for a one year term. The Board shall elect a Secretary and Treasurer whenever it is necessary (end of term, election to another office, or resignation or removal before the end of term). The term of office of the Secretary and Treasurer shall be three years, and until their respective successors are elected and qualified. Any officer may be removed summarily with or without cause at any time by the vote of a majority of all the Directors. Vacancies among the officers may be filled by the Directors for the unexpired portion of the term.

6.3 President. The President shall be the Chair of the Board of Directors and Chief Executive Officer of the Society, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall preside at all meetings of the Board of Directors and members and shall have general supervision, direction and control of the business of the Society. The President shall be the
Chair of the Executive Committee and shall serve as an ex-officio member of all other standing committees and special committees created by the Board. The President will appoint all committee chairs in consultation with the President-Elect. Presidential appointments require approval of a majority of the Executive Committee. The President will be in charge of standing committees and their structure except as the Board of Directors shall authorize the execution thereof in some other manner. The President, together with the Treasurer and Chair of the Finance Committee, shall execute stocks, bonds, mortgages, and other contracts on behalf of the Society. The President shall take office as Immediate Past President upon the expiration of service as President, and shall serve for one year, until the end of the term of the incoming President.

6.4 President-Elect. The President-Elect shall become familiar with the duties of the President. The President-Elect shall have such powers and shall perform such duties as shall be assigned by the Board of Directors and the President. This shall include oversight of standing committees. The President-Elect shall assist the President in the appointment to all standing committees. The President-Elect shall serve as the Chairperson of the Finance Committee. The President-Elect shall take office as President upon the expiration of the outgoing President's service as President or the inability of the President to perform the duties of the Presidency due to illness, death or removal for due cause. The term of office shall be for a period of one year. There is no limit on the number of terms the President-elect may serve.

6.5 Vice-President. In the absence or inability of the President or President-Elect to perform their normal duties, the Vice-President shall have such powers. From time to time the Vice-President shall perform such duties as shall be assigned by the Board of Directors and the President. The Vice-President shall serve as an ex officio member of the Finance Committee in preparation for serving as the chairperson in the next year, unless the President Elect is called upon to fill the unexpired term of the President, in which case the term shall be extended. There is no limit on the number of terms the Vice-President may serve.

6.6 Past-President. The Past-President shall serve as an officer for a period of one year, following their term as President. The Past-President shall serve as the Chairperson of the Nominations Committee.

6.7 Secretary. The Secretary or designee shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law, the Articles of Incorporation or these bylaws. The Secretary or designee shall collect and certify the electronic voting record of the Board of Directors as regards elections, motions, and other matters of business. The Secretary or designee shall record the minutes of all Board meetings or transactions. The Secretary shall be responsible for distributing, obtaining corrections and placing the approved minutes into the record of the Secretary of the Society. The Secretary shall serve as an ex officio member of the Finance Committee. The term of office will be for 3 years and this officer shall be eligible to serve 3 consecutive terms.
6.8 Treasurer. The Treasurer shall oversee the Society's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Society. He/she shall have signature authority on all accounts held by the Society. The Treasurer shall examine the quarterly statements and submit them to the Executive Committee for their information and approval. The quarterly reports shall then be distributed to the Board of Directors and the Treasurer shall be responsible to present periodic reports to the Secretary of the Society. The term of office will be for 3 years and this officer shall be eligible to serve 3 consecutive terms. An additional term may be served at the discretion of the Board of Directors.

6.9 Assistant Secretary and Assistant Treasurer. Assistant secretaries and assistant treasurers, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board of Directors or officers. The purpose of this office is to gain experience in preparation for assuming the office of Secretary or Treasurer.

ARTICLE VII: BOARD OF DIRECTORS

7.1 General Powers: The management of all day-to-day operations and fiscal management of the Society shall be vested in a Board of Directors.

7.2 Number, Nominations, Elections and Term.

   (a) The number of elected Directors of the Society shall consist of not less than nine (9) or more than twelve (12) Directors.

   (b) Candidates for election to the Board of Directors shall be nominated by the Nominating Committee and approved by the Board of Directors.

   (c) Prior to each annual meeting, the Active and Senior Members shall elect Directors of the Society. All voting shall be done by either mail ballot or electronic ballot and shall be completed prior to the Annual Meeting of the Board.

   (d) The term of a Director shall be three (3) years. A Director will assume his/her duties at the end of the next regularly scheduled Board of Director annual meeting.

   (e) Members-at-Large: The President may appoint up to two members-at-large to represent the interests of the membership. The members-at-large shall be invited to attend the Board meeting but they shall not have voting rights. The term shall be one year.

7.3 Regular meetings. The annual meeting of the Board of Directors shall be held in close proximity to the annual meeting of members. Additional regular meetings of the Board of the Directors may be held at such times and places as may be fixed by resolution of the Board without notice other than such resolution or upon call of the President subject to advance
notification of the Board of Directors. When appropriate, Committee chairs shall be invited to
attend the Board meeting but they shall not have voting rights.

7.4 Special Meetings and Notices. Special meetings of the Board of Directors may be held at
such times and places as may be fixed by resolution of the Board, or upon the call of the
President or will be called by the Secretary upon written request by at least three (3) Directors.
Special meetings can be held electronically/telephonically. Notice of any such special meeting
shall be given to each director at least ninety-six (96) hours before the meeting at the director's
residence or business address or by delivering such notice to the director or by telephone or
email at least ninety-six (96) hours before the meeting. Any such notice shall contain the time,
place, and purpose of the meeting. Meetings may be held without notice if all of the directors
are present or those not present waive notice before or after the meeting.

7.5 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee
designated by the Board of Directors, may participate in a meeting thereof by means of
conference telephone or similar communications equipment by means of which all persons
participating in the meetings can hear each other, and participation in a meeting pursuant to
this bylaw shall constitute the presence in person at such meeting.

7.6 Quorum at Board Meetings. A quorum at all meetings of the Board of Directors shall consist
of eight (8) members of the Board, three (3) of whom must be officers. If less than a quorum is
present at a meeting, a majority of those present may postpone the meeting to a subsequent
date without any further notice to any of the directors or the resolutions shall be voted on by
electronic ballot. A quorum shall be necessary at such subsequent meeting for all purposes
except, as noted below, for the filing of vacancies on the Board.

7.7 Action of the Board. The act of a majority of the directors present at a meeting at which a
quorum is present shall be the act of the Board of Directors.

7.8 Action without a Meeting. Any action which could be taken by the Directors in a meeting
may be taken by fax or electronic voting which is received by the Secretary or designee.

7.9 Removal and Vacancies. The Board of Directors may remove any director, with cause, and
fill the vacancy. A director may be removed by a vote of a two-thirds (2/3) majority of the Board
of Directors but only at a meeting called at least in part for the purpose of removing the
Director and the meeting notice must state that the purpose, or one of the purposes of the
meeting, is removal of the Director. Any vacancy arising among the Directors including
vacancies created by a decrease in the number of the Directors occurring between the annual
meetings of members shall be filled by the remaining members of the Board of Directors.

7.10 Compensation. Directors shall not receive any stated salary for their services as Directors
or as members of committees, but by resolution of the Board, a fixed fee and expenses of
attendance may be allowed for attendance at each meeting. Nothing herein contained shall be
construed to preclude any Director from serving the Society in any other capacity as an officer, employee or otherwise, and receiving compensation therefore.

**ARTICLE VIII: COMMITTEES**

8.1 Executive Committee

(a) The Executive Committee shall assist the Board of Directors in conducting the business of the Society. The Executive Committee shall consist of the President of the Society, the President-Elect, the Vice President, the Immediate Past-President, the Secretary, and the Treasurer. The President of the Society will serve as the chair of the Executive Committee.

(b) The Executive Committee shall have general administrative responsibilities of the affairs and activities of the Society between meetings of the Board of Directors.

(c) The Executive Committee shall have the power, when the Board of Directors is not immediately available to take any action within the power of the Board, except upon such matters as may require action by the Board of Directors itself by law, the Articles of Incorporation or these bylaws. Notice of all actions taken by the Executive Committee shall be given to all members of the Board of Directors within ten (10) days after such action is authorized by the Executive Committee. All decisions of the Executive Committee shall stand unless countermanded by resolution of the Board of Directors and shall be subject to ratification at the next board meeting.

8.2 Nominating Committee

(a) The Nominating Committee shall consist of the Vice President, President-Elect, President, immediate Past-President and two members-at-large who may not be board members. Members-at-large will serve for a two-year term, and their tenures will be staggered. The Immediate Past-President shall serve as the chair of the committee.

(b) The Nominating committee shall select a slate of nominees for consideration for election to replace the vacancies for Directors whose terms are expiring at the next annual meeting or need to be filled due to unexpected vacancies. The slate of Board approved nominees shall be sent by mail or made available through an electronic format no later than thirty days prior to the annual meeting.

8.3 Standing Committees

(a) The Board of Directors shall create the following standing committees:

(i) Awards Committee
(ii) Communications Committee
(iii) Education Committee
(iv) Finance Committee
(v) Government Relations Wound Care Committee
(vi) Industrial Advisory Committee
(vii) International Relations Committee
(viii) Membership Committee
(ix) Program Committee
(x) Publications Committee
(xi) Research Funding & Promotion Committee

(b) The chair of the standing committees, who need not be a Director, shall be designated by the President or President-Elect. This may or may not be done in consultation with the membership of that committee.

(c) The standing committees shall have such powers as are delegated to them by the Board of Directors and shall, from time to time, report to and advise the Board on matters within their respective areas of responsibility. The terms of service shall be designated at the time of appointment. Policies and procedures of these Standing committees will be written in the Administrative Policy and Procedure Manual of the Society.

8.4 Other Committees. The Board of Directors may create one or more other committees and appoint members of the Board of Directors to serve on them. Each committee may have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors shall specify the powers and authorities of the committees in the resolution creating the committee, and each committee shall from time to time, report to and advise the Board on matters within the area of responsibility.

8.5 Limitation on Powers of Committees. No committee shall have the power to (i) approve or recommend to the members action required by law to be approved by the members, (ii) fill vacancies on the Board or any other committees, (iii) amend the Articles of Incorporation, (iv) adopt, amend or repeal the Bylaws, or (v) approve a plan of merger not requiring member approval.

8.6 Publications Committee

(a) Publications Committee Purpose. The Publications Committee has responsibility for reviewing all scientific publishing activities of the Society, and reporting its recommendations to the Board at the annual meeting and periodically as requested by the Board. It shall advise the Board on policy, ethical and legal issues that may arise from operation of Wound Repair and Regeneration, or any other scientific publications of the Society. It shall advise the Editors of Wound Repair and Regeneration and Advances in Wound Care on editorial matters.
(b) Publications Committee Membership. The Publications Committee shall consist of at least nine (9) members from the Societies sponsoring the Wound Repair Regeneration, including the Chair of the Committee. The composition of the committee will consist of 5 members from the Wound Healing Society (voting members), 3 members from the European Tissue Repair Society (voting members), and 1 member from either the Australian Wound Management Association or the Japanese Society for Wound Healing (non-voting member). Appointments will be staggered. The President of the Wound Healing Society and the Editor of Wound Repair and Regeneration and the Editor of Advances in Wound Care shall serve as ex-officio members without voting power. The members of the Publications Committee will be appointed by the President or President-Elect, and they will serve no more than two consecutive 3-year terms.

(c) Chair of the Publications Committee. The Chair of the Publications Committee shall be appointed by the President or President-Elect. Previous Board experience is preferred. The Chair of the Committee is responsible for assisting the Editor of Wound Repair and Regeneration as needed to ensure that the journal is published regularly and is of high quality.

(d) Wound Repair and Regeneration – the Society Journal. The Publications Committee will be responsible for soliciting for a new Editor of the Wound Repair and Regeneration every five (5) years, unless directed otherwise by the Board of Directors. The Editor of Wound Repair and Regeneration shall be appointed by the Board upon advice of the Publications Committee for a term not to exceed five years and may be appointed for additional five-year terms. The Publications Committee shall conduct annual reviews of the Editor and provide an annual report to the Board.

The Editor shall have direct responsibility and authority, subject to regular review by the Publications Committee, for conducting editorial activities of Wound Repair and Regeneration. The Editor may appoint an Editorial Board to facilitate timely and high quality submission of manuscripts. The Editor and the Senior Editorial Board are responsible for all matters pertaining to editorial content. Section Editors and Associate Editors are expected to facilitate the editorial process as directed by the Editor. The Section Editors are responsible for the solicitation and review process for clinical manuscripts. Section Editor should be selected one from the Wound Healing Society and one from the European Tissue Repair Society. Associate Editors shall be chosen from the membership of the Society, the European Tissue Repair Society, and the Japanese Society for Wound Healing and the Australian Wound Management Association. At least one of the Associate Editors shall be a member of each of the mentioned organizations. All members of the Editorial Board shall be appointed by the Editor for a term of not more than five years and with approval of the Publications Committee. The Editor may appeal any decision of the Publications Committee to the Board of Directors.

Contracts to engage publication of the journal shall be approved and signed by the President of the Society and the Editor of Wound Repair and Regeneration. The
Publications Committee shall negotiate with Publishers as requested by the WHS President. The Chair of the Publications Committee shall be kept informed of any subsequent changes, additions, or alterations in the contract. Copies of the publishing contract shall be provided to the President of the Society, the Chair of the Publications Committee, the Editor and the Treasurer.

(e) Advances in Wound Care. Advances in Wound Care, a journal owned by MaryAnn Liebert, Inc. partners with WHS through defined written agreements. These agreements will be reviewed by the Publications Committee, and this committee will make a recommendation to the BOD regarding approval of such agreements. Contracts related to the agreements between MaryAnn Liebert, Inc. and WHS shall be approved by the Board of Directors and signed by the President of the Society and the Editor of Advances in Wound Care. The Publications Committee shall negotiate with Publishers as requested by the WHS President. The Chair of the Publications Committee shall be kept informed of any subsequent changes, additions, or alterations in the contract. Copies of the publishing contract shall be provided to the President of the Society, the Chair of the Publications Committee, the Editor and the Treasurer.

(f) Reports from the Editors in Chief: The Editors of both Advances in Wound Care and Wound Repair and Regeneration will provide quarterly reports to the Publications Committee on January 1, April 1, July 1, and October 1 of each year. The reports should include the following metrics: 1) submission statistics, 2) Average time to first decision MTD and YTD, 3) Average time to reviewer assignment MTD and YTD, 4) average time to final decision MTD and YTD, 5) Accept ratio YTD, 6) Number of pending manuscripts 7) Oldest manuscript without a decision. The July 1 report should also contain the journals’ latest Impact Factor. Other metrics may be requested by the Publications Committee by informing the EIC at least one month in advance of the report date.

ARTICLE IX: INDEMNIFICATION

9.1 The Society will reimburse the reasonable expenses incurred by a director, officer, employees or agent who is a party to a proceeding if: (i) the director, officer, employee or agent furnishes the Society with a written statement of good faith belief that he or she has met the standard of conduct described in the Articles of Incorporation, (ii) the director, officer, employee or agents furnishes to the Society a written undertaking, executed personally, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under the Section.

9.2 Indemnification. The Society shall maintain a policy of Officers and Directors Liability Insurance.

ARTICLE X: CONTRACTS, CHECKS, DEPOSITS AND GIFTS
10.1 Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances.

10.2 Checks, Drafts or Orders. All checks, notes, drafts and other orders for the payment of money shall be signed by the Treasurer, or by another Officer or Senior Staff Member who shall be designated by the Board to have signatory authority. The designated Senior Staff Member shall only be empowered to sign a check, note, draft or other order on behalf of the Society with written authorization from the Treasurer or President in a writing which acknowledges the amount being authorized. The signature of any such person may be an electronic signature when appropriate.

10.3 Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Finance Committee may select in consultation with the designated management group.

10.4 Gifts. The Treasurer and the designated agents for the Society may accept on behalf of the Society any contribution, gift, bequest or device for any of the Society's purposes as set forth in the Articles of Incorporation.

ARTICLE XI FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the Society shall be the calendar year or otherwise to be determined by the Board of Directors.

ARTICLE XII: BOOKS AND RECORDS

12.1 Books and Records. The Society shall keep correct and complete records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership committee, and shall keep a record giving the names and addresses of all of the members of the Society. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII: PARLIAMENTARY PROCEDURES

13.1 Parliamentary Authority. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws or Robert’s Rules of Order, shall be the parliamentary authority for the conduct of all the meetings of the Society, its members, directors and committees.

13.2 Alteration, Amendment or Repeal. These Bylaws may be altered, amended or repealed, in whole or in part, by a vote of two-thirds (2/3) of the entire Board of Directors or by a vote of two-thirds (2/3) of all of the Active and Senior Members. Proposed by-law changes must be
circulated to the Board Members or to the voting membership at least one month prior to the vote.

Modified, May 6, 2019;

Modified, July 25, 2018;

Traci Wilgus, PhD, Secretary

Modified, March 25, 2015

Modified May 28, 2014

Sashwati Roy, PhD, Secretary

Modified: June 25, 2004; April 18, 2012

Approved by Board of Directors: July 1, 2004; May 15, 2012

Lisa Gould, MD, PhD, Secretary