

Approved by the IRPA Executive Council, 1 April 2016

IRPA Associate Society Model Constitution

NOTE: This is a model that need not be followed, but is designed to assist societies that are forming and wish to become associated with IRPA. It will ensure that the IRPA requirements for the constitution are met.

Text in *italics* is for discussion and illustrative purposes only and should not appear in the final Constitution. Terms in **RED BOLD** should be substituted by the term decided on by the society. Other terms in **BOLD** are used as defined in this Constitution.

ARTICLE I

NAME

The name of the Society (*or section of a larger society that is applying for IRPA Associate Society status*) is _____ which may be referred to in abbreviated form as _ ____ or referred to as the **SOCIETY**.

ARTICLE II

OBJECTIVES AND PURPOSES

Section 1. The **SOCIETY** is a professional, non-profit organization whose objective and purpose is to advance radiation protection by promoting knowledge, information, and research and provide networking opportunities for professionals in the field (or related fields). **SOCIETY** members are involved in understanding, evaluating, and controlling the potential risks from radiation relative to the benefits.

Section 2. The activities of the **SOCIETY** are those appropriate to the accomplishment of the objectives including: (i) promoting cooperation and communication among people engaged in radiation protection activities, (ii) providing for the dissemination and exchange of information through scientific and professional meetings, education, and publications, (iii) encouraging scientific, professional, and public education, (iv) promoting scientific research, (v) encouraging and supporting the development and use of radiation protection standards and recommendations, (vi) promoting and maintaining professional standards through continuing professional development and (vii) pursuing other activities appropriate to radiation safety.

Section 3. The **SOCIETY** shall carry out its activities in such a manner as to be benevolent, educational, scientific, and without monetary profit to its organizers or members. It may own and acquire land, contract for and erect buildings, and own or acquire personal property, records, rights, statistics, or any other property which in the opinion of the membership shall be necessary to carry out the purposes for which the **SOCIETY** is organized. No member shall at any time, either upon dissolution of the **SOCIETY** or in any other event, be considered to be the owner or entitled to any

extent to any of the assets, funds, or property of the SOCIETY. All assets, funds, and property of the SOCIETY shall be exclusively and forever devoted to fostering activities which contribute to the knowledge of radiation effects, radiation protection techniques, and practices. This provision, however, does not prevent the payment of reasonable compensation to such members of the SOCIETY as may render services to the SOCIETY.

This section may need to take account of national legislation and practice, for example regarding charitable status.

ARTICLE III

MEMBERSHIP

Section 1. The Membership of the SOCIETY shall be divided into two general subdivisions to include (i) the FULL MEMBER and (ii) the ASSOCIATE MEMBER. (*NOTE: ASSOCIATE MEMBER category is optional.*) Each of the two general subdivisions may be divided further into classes at the direction of the **GOVERNING BODY OF THE SOCIETY** (*Note: define the term to be used, such as Executive Council, Executive Committee, Board of Directors, or other such term*) and as defined in the RULES. The procedures for election to membership, the dues requirement for each subdivision or class, and any special qualification, duty, right, or privilege applicable to each subdivision or class shall be set out in the RULES of the SOCIETY (See Article VII, Section 1).

Section 2. Each class within the FULL MEMBER subdivision shall consist of persons who (i) have graduated from an accredited University, school of college-grade or equivalent institution or have recognized scientific, technological, or professional qualifications or, in exceptional cases, have equivalent training meeting defined criteria and (ii) are regularly engaged in one or more appropriate aspects of radiation protection or, in appropriate cases, have an interest and competence in one or more such aspects at a level commensurate with acceptable levels of performance in the country or region where the SOCIETY functions. The FULL MEMBER is a VOTING MEMBER and shall have the right to hold elective offices and shall have the power to cast one vote on each issue brought to a vote by the membership. The SOCIETY has the option of dividing the FULL MEMBER into such subdivisions as HONORARY LIFE MEMBER, EMERITUS MEMBER, etc, as defined in the RULES. (*NOTE: FULL MEMBERS are also members of IRPA and eligible for election as delegates to the IRPA General Assembly, as members of the IRPA Executive Council, and as officers of the IRPA.*)

Section 3. The ASSOCIATE MEMBER subdivision shall consist of (i) reputable persons who do not have the necessary qualifications for election as a FULL MEMBER but would be desirable members of the SOCIETY and (ii) organizations, whose interests in the general field of radiation protection are such as to warrant a formal working relationship with the SOCIETY. The SOCIETY has the option of dividing the ASSOCIATE MEMBER into such subdivisions as STUDENT MEMBER, CORPORATE MEMBER, etc as defined in the RULES. (*NOTE: ASSOCIATE MEMBERS are also members of IRPA but they are NOT eligible for election as delegates to the IRPA General Assembly, as members of the IRPA Executive Council, and as officers of the IRPA. ASSOCIATE MEMBERS may, or may not, be VOTING MEMBERS of the SOCIETY. The SOCIETY must decide and clearly specify in this section the voting status of ASSOCIATE MEMBERS. Note: it is most common for Associate Members NOT to be classed as Voting Members*)

Section 4. Membership in the SOCIETY ceases when (i) the member no longer meets the qualifications for membership set out in the CONSTITUTION or the RULES of the SOCIETY for the subdivision or class in which membership status has been granted or (ii) the member has failed to meet any dues requirements as of (*insert DATE*) in the calendar year in which dues become payable except that the **GOVERNING BODY** may establish a different date for default by a particular class of membership when the **GOVERNING BODY** deems it to be in the best of interests of the SOCIETY. Where membership ceases because of non-payment of dues, there may be a reinstatement to membership during the calendar year in which default occurs, upon payment of dues in arrears plus any reinstatement fee as may be provided for in the RULES of the SOCIETY.

ARTICLE IV

OFFICERS

Section 1. (*NOTE: The SOCIETY must specify its officers. The following is a suggestion.*) The officers of the SOCIETY are: (i) President, (ii) Vice-President (*or President-Elect as decided by the society*), (iii) Past President, (iv) Secretary and (v) Treasurer. All of the officers are elected and from the VOTING MEMBERS (*Note: this only includes Associate Members if so declared as Voting Members in Article III Section 3 above*) of the SOCIETY and serve until their successors are chosen and take office. (*NOTE: The Constitution should specify the length of the terms in office for each of the officers. Typically this is 1-3 years*)

Section 2. The President is the principal administrative officer of the SOCIETY. He/she presides over all activities of the SOCIETY; he/she is the chairman of the **GOVERNING BODY**; and he/she coordinates all activities which come under the auspices of the SOCIETY. A primary duty of the President is to keep abreast of developments in the field of radiation protection and to guide the SOCIETY in the formulation of constructive activities.

Section 3. The Vice-President (*or President-Elect*) assists the President in the administration of the affairs of the SOCIETY in such matters as may be delegated by the President or at the direction of the **GOVERNING BODY**; in the absence of the President, the Vice-President (*or President-Elect*) assumes the duties of the President.

Section 4. The Past-President assists the President in the administration of the affairs of the SOCIETY in such matters as may be delegated by the President or at the direction of the **GOVERNING BODY** and provides continuity.

Section 5. The Treasurer is responsible for the proper accounting of all monies and properties of the SOCIETY. The Treasurer shall (i) submit the accounts of the SOCIETY to the **GOVERNING BODY** for review pursuant to the RULES of the SOCIETY, (ii) submit an annual report on the financial status of the SOCIETY to the membership at the General Meeting of the SOCIETY, and (iii) transmit to the successor in office all funds and properties of the SOCIETY under control of the Treasurer.

Section 6. The Secretary is responsible for maintaining the official records of the SOCIETY. The Secretary shall (i) prepare an accurate record of the proceedings of all meetings of the SOCIETY, the **GOVERNING BODY**, and the "PRESIDENT'S COMMITTEE" (*if such a committee is formed -see Article V, Section 3.*), (ii) maintain in the permanent files of the SOCIETY such records as may be

necessary for the orderly conduct of the affairs of the SOCIETY, and (iii) arrange for the production and distribution of all ballots and associated information used in the polling of the membership.

ARTICLE V

GOVERNING BODY (Use the appropriate term such as Executive Council, Executive Committee, Board of Directors or other such term)

Section 1. The **GOVERNING BODY** is the governing body of the SOCIETY and as such shall exercise control over all funds, properties, activities, and policies of the SOCIETY in accordance with the CONSTITUTION and RULES of the SOCIETY. It shall hold regular meetings at least twice each year. The RULES of the SOCIETY shall define whether these meetings are open sessions which may be attended by any member of the SOCIETY or are closed session at which only members of the **GOVERNING BODY** shall be present. The **GOVERNING BODY** may invite specific other persons to attend a meeting or a specific part of a meeting. The **GOVERNING BODY** shall hold an annual General Meeting of the SOCIETY which may be attended by any member of the SOCIETY.

Section 2. (Note: *Specify the number of members of the GOVERNING BODY. It should be the 5 officers (6 if there is also a Chairman of the GOVERNING BODY) and at least an equal number of Directors elected by the membership of the SOCIETY*) The **GOVERNING BODY**, when fully constituted, consists of (i) Directors, (ii) the President, the Vice-President (or President-Elect), the Past-President, the Treasurer, and the Secretary. (*Some number, for example, 1/2 or 1/3*) of the Directors shall be elected each year and shall serve for a term of (*Specify the number*) years.

Section 3. [*This is an option aimed at streamlining the administration*] The **GOVERNING BODY** may designate a Committee (named here the PRESIDENT'S COMMITTEE) consisting of the President and three or more members of the **GOVERNING BODY**. (*Specify a process by which this is done; for example, by a motion and vote at a meeting of the GOVERNING BODY.*) The PRESIDENT'S COMMITTEE is presided over by the President, and it shall, to the extent provided for in the RULES of the SOCIETY, or as otherwise directed by the **GOVERNING BODY**, have and exercise the authority of the **GOVERNING BODY** in the administration of the affairs of the SOCIETY.

Section 4. *Other functions of the GOVERNING BODY may be specified.*

ARTICLE VI

ELECTIVE OFFICES AND VOTING PROCEDURES

Section 1. Only persons who are VOTING MEMBERS at the time of their nomination and election shall be nominated, elected, or appointed as an officer or director of the SOCIETY.

Section 2. When nominating or appointing elective officers and directors; consideration shall be given to maintaining on the **GOVERNING BODY** a geographic balance and to include representation from various industrial, governmental, professional, and scientific interests.

Section 3. Except as provided for in Section 6, below, the nomination of elective officers and directors shall be made by *(a Nominating Committee or an Electoral Committee: see Options A and B below)* (See Article VII, Section 6 below).

Section 4. *Specify a process for nominating and electing candidates for officers and members of the GOVERNING BODY. Two alternative examples are given below: Option A Nominating Committee, and Option B Electoral Committee).*

Option A: At least eight months prior to the General Meeting at which a new **GOVERNING BODY** will take office, the Nominating Committee shall (i) select two nominees for each elective office to be filled, (ii) affirm in each case that the nominee is eligible to hold the office for which he or she has been nominated and that he or she will serve if elected, and (iii) file with the officers of the SOCIETY a report which lists the names of the nominees. Within sixty days following the receipt of the report of the Nominating Committee and at the direction of the Secretary the list of the nominees shall be placed on a suitable ballot with provisions for write-in candidates, and this ballot shall be provided to each VOTING MEMBER of the SOCIETY as either a standard paper ballot that is mailed to the VOTING MEMBER of the SOCIETY, or as a secure electronic voting system that allows, but does not require, the VOTING MEMBER the alternative of voting by remote, electronic connection. The ballot shall be a secret ballot; it shall be closed on the forty-fifth (45th) day, *[or the number of days established in the rules of the Society]*, following both the mailing of the last ballot to the membership and the opening of the electronic ballot system to VOTING MEMBERS. The Secretary shall be responsible for tallying the vote as set out in the RULES of the SOCIETY. The RULES shall provide for the votes to be counted and certified by some appropriate means within ten days following the closing of the ballot. A plurality elects¹ as based on the number of votes cast. In the event of a tie vote the tie shall be broken by a suitable lottery. Following certification of the vote the President shall notify the membership of the results of the poll.

Option B: At least eight months prior to the General Meeting at which a new **GOVERNING BODY** will take office, the Electoral Committee shall issue a call for nominations to all members of the SOCIETY. Any eligible member wishing to stand for election to the **GOVERNING BODY** shall forward his/her nomination to the Electoral Committee together with supporting letters from two VOTING MEMBERS of the SOCIETY no later than six months prior to the General Meeting. The Electoral Committee shall validate all nominations, and the list of the valid nominees shall be placed on a suitable ballot. No later than four months before the General Meeting this ballot shall be provided to each VOTING MEMBER of the SOCIETY as either a standard paper ballot that is mailed to the VOTING MEMBER of the SOCIETY, or as a secure electronic voting system that allows, but does not require, the VOTING MEMBER the alternative of voting by remote, electronic connection. The ballot shall be a secret ballot; it shall be closed on the forty-fifth (45th) day, *[or the number of days established in the rules of the Society]*, following both the mailing of the last ballot to the membership and the opening of the electronic ballot system to VOTING MEMBERS. The Electoral Committee shall be responsible for tallying the vote as set out in the RULES of the SOCIETY. A plurality¹ elects as based on the number of votes cast. In the event of a tie vote the tie shall be broken by a suitable lottery. The Chairman of the Electoral Committee shall notify the President of the outcome of the ballot, and the President shall notify the membership of the results.

¹ *Plurality: where the highest number of votes wins, irrespective of whether this is an absolute majority – sometimes called the ‘first past the post’ system*

Section 5. *Specify how and when the newly elected officers and GOVERNING BODY members take office. Following is an example.*

(Newly elected officers and directors are installed in the office during the business session of the General Meeting of the SOCIETY and their terms of office shall begin at the close of the General Meeting at which they were installed.)

Section 6. *Specify a process or processes for filling vacancies in officer or GOVERNING BODY positions. Following is an example.*

(A vacancy occurs on the **GOVERNING BODY** when a member (i) resigns from office, (ii) accepts another office which also qualifies him or her as a member of the **GOVERNING BODY**, (iii) ceases to be a VOTING MEMBER of the SOCIETY, (iv) cannot discharge the obligations of his or her office because of death or other circumstances, or (v) is removed from office after due process or just cause. In the event of vacancy on the **GOVERNING BODY** other than one which involves the President or Vice-President (or President-Elect) the then seated members of the **GOVERNING BODY** by a two-thirds majority may make an appointment to fill the unexpired term.

Section 7. If the office of the President becomes vacant, the Vice-President (or President-Elect) succeeds to the Presidency immediately. If the office of Vice-President (or President-Elect) becomes vacant and a successor has been chosen or is in the process under regular election procedures, the duly elected successor to the Vice-President (or President-Elect) shall take office immediately without the requirement of installation. In all cases the office of Vice-President (or President-Elect) shall be filled by a vote of the membership under regular election procedure and the **GOVERNING BODY** may call a special election for this purpose.

Section 8. A vacancy in the office of Secretary or Treasurer shall be filled in the same manner as a vacancy on the **GOVERNING BODY**, as given in Section 6 above.)

Section 9. No person who holds an office or directorship under these provisions shall be eligible to succeed himself in office unless he is filling out the unexpired term of another by appointment, or unless the eligibility for re-election or re-appointment is otherwise specified in the RULES

Section 10. In a poll taken of the VOTING MEMBERS of the SOCIETY, all decisions, whether determined by a plurality, a majority, or some greater fraction of the affirmative vote shall be based upon the total number of votes cast in the poll.

ARTICLE VII

ADMINISTRATION

Section 1. RULES are a way to develop administrative policy and guidance without putting those details in the CONSTITUTION. They are approved by the **GOVERNING BODY** and can be changed without submitting them to a vote of the membership. *Following is an example.*

(The RULES of the SOCIETY augment the CONSTITUTION of the SOCIETY. The RULES include matters which are the responsibility of the **GOVERNING BODY** either as a matter of law or as may be required and documented by the **GOVERNING BODY** to provide for the orderly administration of SOCIETY affairs; and they shall be constructed to expedite administrative matters. The enactment or

amendment of a rule requires the approval of a majority of the members of the **GOVERNING BODY** then in office except as otherwise provided for in Article VIII, Section 1, below. Once enacted a rule is effective until amended by due process and the procedure governing the method of enactment, amendment, and documentation shall be set out in the RULES.)

Section 2. COMMITTEES are usually needed to carry out the business of the SOCIETY under direction of the President and GOVERNING BODY. Some necessary and important COMMITTEES are usually specified in the CONSTITUTION, for example;

The GOVERNING BODY shall establish COMMITTEES. (Some suggestions for these necessary COMMITTEES are:) (i) a Rules Committee, (ii) a Program Committee, (iii) a Nominating Committee or Electoral Committee, (iv) a Membership Committee, and (v) such other committees and administrative posts as may be required for the efficient administration of SOCIETY affairs.

Section 3. Specify appointments to be made by the President. For example:

(The members of committees, and other persons assistant to administrative posts are appointed by the President with the approval of the **GOVERNING BODY** except as provided for in Section 7 and 8 below. The President, as the principle administrative officer of the SOCIETY, shall provide the **GOVERNING BODY** with the names of an appropriate number of nominees for each appointment that requires approval of the **GOVERNING BODY**.)

Section 4. Specify the terms of appointments. For example:

(Unless a specific exception is made by the GOVERNING BODY the term of an appointed post shall not extend through more than three General Meetings of the SOCIETY unless revised and renewed by the GOVERNING BODY that will be in office following the third year of the tenure of appointment. Committee chairmen are appointed for a one-year term each and a committee chairman may be reappointed. The **GOVERNING BODY** may terminate the tenure of appointment of a committee chairman, committee member, or person assigned to an administrative post for just cause after due process.

Section 5. Specify the size, operational policies and functions of the committees specified in Section 2 above. Examples for a Rules Committee and a Nominating Committee or Electoral Committee follow:

(The Rules Committee consists of three members; each must be a VOTING MEMBER of the SOCIETY; no officer or director shall be eligible to serve on the Rules Committee; and all decisions of the Committee require agreement between at least two of its members. The primary function of the Committee is to interpret the provisions of the CONSTITUTION and the RULES of the SOCIETY when requested in writing (i) by a member of the **GOVERNING BODY** or (ii) in a petition bearing the signatures of at least ten percent of the VOTING MEMBERS of the SOCIETY. On receipt of a written request, as set out above, the Committee shall render a decision within sixty days after receipt of the written request. When the Committee has rendered a decision in accordance with these provisions, it shall be the responsibility of the **GOVERNING BODY** to effect compliance forthwith. A secondary function of the Committee is to assist the **GOVERNING BODY** in reviewing and drafting changes in the CONSTITUTION and RULES of the SOCIETY. The Chairman of the

Committee may become the Parliamentarian² of the SOCIETY with such duties as may be set out in the CONSTITUTION or RULES of the SOCIETY.

Section 6. [*Option A as above*] The Nominating Committee consists of (Specify the number.) members; each must be a VOTING MEMBER of the SOCIETY; no officer or director shall be eligible to serve on the Nominating Committee. All decisions of the committee are reached by a majority of the total membership of the Committee. The Nominating Committee selects nominees for elective officers and members of the **GOVERNING BODY**, and when requested by the President or the President-Elect, the Committee shall assist them in the selection of nominees for appointive officers. The composition and other duties are set out in Article VI, above.)

[*Option B as above*] The Electoral Committee consists of a Chairman and three members, each of whom must be VOTING MEMBERS of the SOCIETY. No officer or director shall be eligible to serve on the committee. It is appointed by the **GOVERNING BODY** on an annual basis, and members cannot be reappointed for two successive terms. No member of the committee can be a candidate in the election.

The following are additional administrative functions of the President and GOVERNING BODY that should be considered for inclusion at the SOCIETY'S discretion.

(Section 7. The President, with the approval of the **GOVERNING BODY** (or the President's Committee) or upon his/her own initiative if provided for in the RULES of the SOCIETY, may appoint members of the SOCIETY to participate on committees and/or discussion groups that are formed by other organizations.

Section 8. The **GOVERNING BODY** may designate spokespersons to represent the SOCIETY on matters of policy which may be developed by the **GOVERNING BODY** on behalf of the SOCIETY. Designated spokespersons may discuss such policy matters (i) with individuals, (ii) with the representative of various news media, (iii) at public gatherings, and/or (iv) with various agencies of government; but, no one shall presume to represent or speak for the SOCIETY on such policy matters without first obtaining the written authorization of the **GOVERNING BODY**. However, nothing in this clause shall be construed so as to prevent a member of the SOCIETY from expressing his/her personal views on any subject either public or privately.

Section 9. All pertinent propositions for and against a resolution submitted to the membership for membership approval shall be presented to the membership in such a manner as to enable a member to weigh his/her decision carefully.)

ARTICLE VIII

This ARTICLE is suggested for consideration, but may not be needed. Each SOCIETY should decide, based on its situation, whether specifications concerning affiliations and reciprocal working relationships are necessary.

(AFFILIATIONS)

² Note: A Parliamentarian is an expert in rules of order and the proper procedures for the conduct of meetings. The Parliamentarian would assist in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings

Section 1. The SOCIETY may affiliate with other organizations, whether domestic or international, when approved by (i) some fraction (*suggest two-thirds*) of the members of the **GOVERNING BODY** in office and (ii) a majority of the VOTING MEMBERS polled by letter or electronic ballot. Affiliation in this context means that the SOCIETY becomes a member, associate, or affiliate of another organization. Administrative procedures evolved by the **GOVERNING BODY** concerning this relationship as associated with obligations, duties, rights, and privileges resting upon the SOCIETY as a body politic, or upon the members of the SOCIETY as individuals, shall be set out in the RULES of the SOCIETY and all such RULES shall be approved by the VOTING MEMBERS of the SOCIETY by a letter or electronic ballot prior to becoming effective.

Section 2. The **GOVERNING BODY** may establish reciprocal working relationships with any local, national, or international organizations and activities whose objectives and activities closely relate to radiation protection matters. Such relationships (i) shall not obligate the membership as a whole although individual members may participate on a voluntary basis, (ii) may obligate the SOCIETY as a body politic, and (iii) may be extended or discontinued at the discretion of the **GOVERNING BODY**.)

ARTICLE IX

MEETINGS

Section 1. A General Meeting of the SOCIETY shall be held each calendar year at a time and place selected by the **GOVERNING BODY**. There shall be at least one business session open to the membership during the General Meeting. Other meetings of the SOCIETY may be held at the discretion of the **GOVERNING BODY**.

Section 2. A written notice of all meetings of the SOCIETY shall be sent by mail or by electronic communication as defined in the RULES to the membership at least thirty days in advance of the date set for such meetings. The notice shall indicate the place, day, and hour of the meeting and, in the case of a special meeting, the purpose and purposes for which the meeting is called.

Section 3. The **GOVERNING BODY** meets at the call of the President or at the direction of the President's Committee. Each member of the **GOVERNING BODY** and any other person, who has been designated to attend meetings of the **GOVERNING BODY**, shall be notified at least two weeks in advance of such meetings as to the time, place, and purpose of the meeting.

Section 4. Procedures governing meetings of committees shall be set out in the RULES of the SOCIETY except when otherwise provided for in the CONSTITUTION of the SOCIETY.

Section 5. In a poll taken of (i) the **GOVERNING BODY**, (ii) a committee other than the Rules Committee, or (iii) any other administrative body operating under the auspices of the SOCIETY unless otherwise specifically provided for in other parts of the CONSTITUTION, the presiding officer shall have no vote except in the case of a tie-vote in which case he or she may break the tie by casting the deciding vote. However, in determining the existence of a quorum, the presiding officer shall be counted in establishing that a quorum is present.

Section 6. *Specify the requirements for a quorum and reaching a decision. Example:*

(At a meeting of (i) the **GOVERNING BODY**, (ii) a committee, or (iii) any other designated administrative body functioning under the auspices of the SOCIETY, a majority of the designated members then holding office shall constitute a quorum and a decision may be reached by a majority of those present and voting except when otherwise provided for in the CONSTITUTION of the SOCIETY. A member of a committee, or the members of any designated administrative body except the **GOVERNING BODY**, may be represented at a meeting by his or her proxy; the name of this proxy shall be designated in writing by the absentee member; and the proxy shall be accorded the same privileges as are accorded the absentee member except that a proxy may not preside over a meeting.)

Section 7. *Specify the procedures and functions of an open meeting of the membership (or a General Assembly of the membership). One example is that a meeting of this sort is strictly advisory to the GOVERNING BODY.*

(At an open meeting of the general MEMBERSHIP of the SOCIETY, there are no quorum requirements, proxies are not permitted, and decisions on matters brought to a vote are reached by a majority of those present and voting. The procedure adopted for garnering a vote lies in the discretion of the presiding officer, and decisions reached under these circumstances fall into the category of advisory and are not binding upon the administrative offices of the SOCIETY except as provided for in Article XI, below, which governs amendments to the CONSTITUTION. However, upon a motion properly seconded and adopted at a meeting being under these provisions, the **GOVERNING BODY** shall effect a poll of the VOTING MEMBERS of the SOCIETY by letter or electronic ballot for the purpose of obtaining a decision that is binding upon the SOCIETY; the letter or electronic ballot shall be closed on the forty-fifth (45th) day following both the mailing of the last ballot to the membership and the opening of the electronic ballot system to VOTING MEMBERS; and a decision is reached by a majority of the VOTING MEMBERS voting.)

Section 8. *Specify any further guidance for the conduct of meetings*

ARTICLE X

CODE OF ETHICS

The Society and its members shall be governed by a Code of Ethics which is approved by the **GOVERNING BODY**.

ARTICLE XI

MISCELLANEOUS

Various miscellaneous items can be covered in a section such as this. Some examples are:

(Section 1. Time Reference in Years. A term of office or tenure expressed in terminology relating to the “year” shall be considered to include that period of time which begins with the close of a General Meeting and extends through the conclusion of the next General Meeting unless the calendar year, fiscal year, or some other year is specifically designated.

Section 2. Membership Proposals. Any member of the SOCIETY, or any group consisting of members of the SOCIETY, may request and be granted time to make proposals or discuss problems that fall within the objectives and purposes of the SOCIETY at (i) any scheduled meeting of the **GOVERNING BODY** or (ii) any scheduled business session of the SOCIETY. Such matters shall be

placed on the appropriate agenda if (a) the request is in writing, (b) the request is received by an officer of the SOCIETY at least ten days prior to the meeting for which the request is made, and (c) the request is germane to the affairs of the SOCIETY.)

ARTICLE XII

AMENDMENTS

Amendments to the CONSTITUTION may be proposed (i) at any meeting of the membership by majority vote of the members present and voting, (ii) by petition bearing the signatures of at least ten percent of the VOTING MEMBERS of the SOCIETY, or (iii) by the **GOVERNING BODY**. Proposed amendments shall be reviewed by the Rules Committee, put in proper context, and then provided to the VOTING MEMBERS of the SOCIETY under the direction of the Secretary as either a letter ballot or, alternatively, as an electronic ballot to which the VOTING MEMBERS may have access by a secure, electronic voting system. The ballot shall be closed on the forty-fifth (45th) day following both the mailing of the last ballot to the membership and the opening of the electronic ballot system to VOTING MEMBERS. Adoption requires the approval of a majority of the VOTING MEMBERS voting.