



NOTICE OF AMENDMENT TO SOCIETY BYLAWS

The following changes to the bylaws were unanimously approved by the Society's Board of Directors on April 27, 2023.

ARTICLE III, SECTION A – QUALIFICATIONS AND NUMBERS OF MEMBERS

There shall be a Board of Directors to be composed of: Chair; Chair-Elect; Treasurer; Past Chair; ~~and at least five (5)~~ ~~Six and no more than nine (9)~~ At-Large Members of the Board; ~~and all Chapter Presidents~~. The CEO shall serve as President and Secretary in an ex-officio capacity. Members of the Board of Directors must be Members of the Society. Members of the Board of Directors shall be "Directors" of the Society. The Chair-Elect, Treasurer, and At-Large Members of the Board of Directors are elected by the Members at the Annual Meeting. The Chair-Elect shall have served, at the time of being elected or appointed, as Treasurer or as a Board Member At-Large for not less than one (1) fiscal year. The Chair-Elect accedes to Chair of the Board in the year following election. The Past Chair shall be the most recent Chair of the Board of Directors.

ARTICLE III, SECTION G - BOARD OF DIRECTORS' MEETINGS

The Board of Directors shall meet at least four (4) times annually or upon call of the Chair, or at the request of any four (4) Board members. Such request must be in writing and addressed to the Chair of the Board. The Chair of the Board, and in the Chair's absence the Chair-Elect of the Board, shall preside at all meetings of the Board of Directors and shall conduct the affairs of the Board in accordance with the Articles of Incorporation, the Bylaws, and policy manuals.

~~In the event a chapter president referred to in Section A of this article is unable to attend a regular or special meeting of the Board of Directors, that president may designate a duly elected chapter board member to attend the meeting with full voting rights of the chapter president. Said designation shall be to the Secretary.~~

ARTICLE V, SECTION B - NOMINATING COMMITTEE; VOTES

The Nominating Committee shall be appointed annually by the Executive Committee. ~~no later than January 15th~~. The Nominating Committee shall consist of the Past Chair of the Board of Directors, and at least ~~four two (2)~~ ~~and up to ten (10)~~ members, ~~who are of the current Board of Directors Members at-large or current Chapter Presidents (provided that there is always an odd number of persons comprising the Nominating Committee), none of whom is a member of the Executive Committee with the exception of the Past Chair of the Board.~~ The Past Chair of the Board shall chair the Nominating Committee. The Executive Committee shall attempt to provide diverse representation of Society membership when appointing members to the Nominating Committee. Each member of the Nominating Committee shall have one (1) vote. ~~Membership on the Nominating Committee shall be limited to three (3) consecutive years.~~

The committee shall conduct separate votes for each At-Large Member of the Board of Directors' position being considered.

ARTICLE VI, SECTION E - CHAPTER BYLAWS POLICY MANUAL

All chapters shall be governed by ~~the bylaws chapter policy manual~~, which, ~~together with any amendments thereto, must be approved by the Board of Directors of the Society and~~ shall not be inconsistent with the Bylaws of the Society.