

Bylaws of the International Society of Travel Medicine

Article 1. Name

The Society shall be called the International Society of Travel Medicine, hereafter referred to as the "Society."

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Article 2. Headquarters and Registered Agent

Location of headquarters and jurisdiction of legal affairs will be at the discretion of the Executive Board.

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Article 3. Purpose

The Society is organized and operated exclusively for educational, scientific and charitable¹ purposes. The Society is dedicated to promoting healthy, safe, and responsible travel and movement of all people by facilitating advancement of epidemiological surveillance and research, education and service in travel and migration medicine, to the benefit of individuals and communities. More specifically, this includes illness and injury prevention, diagnostics, and therapeutics, with attention given to the understanding, impact and modification of environmental, behavioural, or host factors on the health of travellers and migrants, in cooperation with health care providers, academic centers, health authorities, and other collaborating partners.

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The Society's specific goals are to promote travel health including migrant health by:

- educating health care professionals, public health professionals, travel industry and the travelling public about travel medicine
- providing a scientific focus for travel medicine
- fostering research in travel medicine, including the promotion of international collaborative studies
- promoting development and evaluation of safe, effective, preventive and curative interventions
- developing guidelines for travel medicine practice
- advocating for healthy and sustainable travel
- promoting distribution of rapid, publicly available information related to travel medicine issues
- facilitating international contacts and collaborations between practitioners of travel medicine, health authorities and non-governmental organizations

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3.2 To stimulate the

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3.3 To encourage research, including the promotion and organization of collaborative international studies. ¶
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3.6 To serve as a central registry of individuals involved and interested in travel medicine research and activities. ¶
3.7 To promote conditions that allow travelers to stay healthy in cooperation with public

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¹ Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

- supporting research projects with priority for those of excellence developed in resource-limited countries and those with particular focus on neglected health problems in populations on the move
- continuing to support the GeoSentinel® Network created 1995 as a joint project between the Society and the U.S. Centers for Disease Control and Prevention (CDC)
- providing grants for professionals residing in resource-limited countries to participate in travel medicine educational activities

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Article 4. Membership Categories

- 4.1 Persons engaged in professional activities in travel medicine, as determined by the Executive Board, may become Individual Professional Members (voting) of the Society.
- 4.2 The Executive Board may also create other membership categories, voting or non-voting, which may be detailed in the Policies and Procedures document.
- 4.3 The application for membership, the process for approval of membership applications, and the dues for members may be set forth in the Policies and Procedures document by the Executive Board, or in such other documents as the Executive Board may determine appropriate.
- 4.4 The Society Honorary Memberships are awarded based on special contributions in travel medicine. They are recommended by the Executive Board to members at the Membership Assembly, or in a special election, and awarded following a favorable four-fifths vote of a quorum of members present, or a four-fifths vote by electronic ballot in lieu of a Membership Assembly. Honorary Members may vote and are not obliged to pay annual dues.

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Deleted: <#>5.2 A Trainee Member shall have all the rights and privileges of an Individual Member except the right to hold office. Upon application, training status must be certified by the individual's training supervisor, dean, department chairperson or professor and annually thereafter upon paying Trainee Member dues. ¶
5.3 Honorary Members will receive all information about the ISTM, but may not vote and may not hold office. ¶
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Article 5. Rights of Members

- 5.1 The rights of members shall be determined by the Executive Board. All members will receive all information regarding the biennial Conference of the International Society of Travel Medicine (CISTM). Individual Professional Members have the right to vote on those matters specified in these Bylaws and hold office. Members have the right to propose the inclusion of items in the Membership Assembly agenda in accordance with Section 6.2.
- 5.2 Dues shall be payable in advance for a 12 month period of time. Membership will expire on the final day of the 12th month after receipt of dues payment unless dues have been paid for the subsequent 12 month period of time. Membership shall be inactive with no right to vote while dues are not paid.

Article 6. Conduct of Membership Meetings and Electronic Voting

- 6.1 A Scientific Conference of the International Society of Travel Medicine (CISTM) shall take place a minimum of every other year. No two successive in-person CISTMs should be on the same continent. Concurrently with each CISTM, a Membership Assembly of the Society will be held. Notice of a Membership Assembly shall be sent to members by electronic mail no less than 10 nor more than 60 days prior to the Membership Assembly. Membership Assembly meetings may be held in-person or virtually.

- 6.2 All items to be voted on by members must be approved by the Executive Board, and the agenda for the Membership Assembly will be determined by the Executive Board. All active (according to Section 5.2) Individual Professional Members and active other members (with an Individual Professional Member supporter/mentor) have the right to propose the inclusion of an item in the agenda of the next Membership Assembly. A threshold of ten percent (10%) of active voting members is needed for proposal to be considered by the Executive Board be a voting item. The item must be received by the Secretary-Treasurer at least 14 days before the Society gives notice of the Membership Assembly to its members and is subject to the approval of the Executive Board.
- 6.3 In between Membership Assembly meetings, the Executive Board may raise any issue that is reserved for a membership vote by these Bylaws. A request for an electronic vote of the members on an issue can be made by a majority of the Executive Board. All electronic votes shall be conducted in accordance with Section 6.6 below.
- 6.4 The official language of all of the Society's activities shall be English. To the extent they are not inconsistent with the General Corporations Law and these Bylaws, Robert's Rules of Order shall apply as a guide for the conduct of Membership Assembly meetings, but subject to the ultimate discretion of the President.
- 6.5 Approval of motions made at the Membership Assembly shall be by a simple majority of a quorum present at the Membership Assembly. A quorum shall consist of five percent (5%) of the active members eligible to vote, at the time a vote is to be taken. Voting by proxy shall not be allowed. If the votes are tied, the matter shall be deemed rejected.
- 6.6 Any action which may be taken at a Membership Assembly (including amendments to the Bylaws) may be taken without a Membership Assembly if the Society delivers by electronic mail or otherwise makes available on the Internet a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by the General Corporations Law, and conducted in accordance with the following:
 - a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
 - b. The number of ballots received by the Society must equal or exceed the quorum that would have been required had there been a Membership Assembly (i.e., The Society must receive a valid ballot from ten percent (10%) or more of its active voting members.)
 - c. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
 - d. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Society in order to be counted.

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Article 7. Termination of Membership

- 7.1 A member may terminate his/her own membership at any time by sending written notice by electronic or regular mail to the Secretariat. However, no such resignation shall relieve a member of dues or other fees incurred prior to the resignation.
- 7.2 Membership is automatically terminated and the member will become an inactive member the first day of the 13th month after annual dues have been received as specified in Section 5.2.

7.3 Membership may also be terminated for cause by the recommendation of any other member and a finding of cause by the Executive Board. The member in question shall be informed about the grounds for termination of membership and shall have an opportunity to submit written comments in his/her defense prior to the Executive Board making its final decision. As used above, the term "cause" shall mean any act by a member which, in the sole discretion of the Executive Board, is the result of active and deliberate dishonesty **Article 8.**

Board of Directors (Executive board)

- 8.1 There shall be a Board of Directors (referred to herein as an "Executive Board"), which shall supervise and control the business, property and affairs of the Society, except as otherwise expressly provided by law, the Articles of Incorporation of the Society, or these Bylaws. The Executive Board may establish and amend Rules and Regulations and the Policies and Procedures setting forth in more detail those aspects of the operation of and membership in the Society that are not covered by these Bylaws.
- 8.2 The Executive Board shall be composed of the following seven voting positions: the President, the President-Elect, the Immediate Past President, and four Counselors. Only the seven voting directors on the Executive Board may make and second motions at a Board meeting. To the extent practical, the Executive Board also shall invite to its meetings as non-voting participants any other Officer, standing committee chairperson, and publication editors, along with such other guests as the Executive Board deems appropriate. The following conditions apply to the Executive Board members:
 - a. No more than three of the seven Executive Board members may be from one continent.
 - b. No two consecutive Presidents or President-Elects may be from the same continent at the time of election.
 - c. At least one Executive Board member shall be a nurse.
 - d. No person may be elected to the office of President or President-Elect more than once.
 - e. Counselors cannot be immediately reelected to a Counselor position, but may run for office again after a two-year break in service.
 - f. Any Executive Board member appointed or elected to fill a vacancy on the Executive Board may not cause a violation of the geographic and other requirements outlined above except in the case of an unexpected vacancy in the office of President, which will be filled in accordance with Section 9.4 below.
- 8.3 Every two years at a time sufficiently in advance of the next Membership Assembly, the nominating committee shall submit to the Secretary-Treasurer the names of at least

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two nominees for each of the positions on the Executive Board that are coming up for election. At least three months prior to the Membership Assembly, the Secretariat shall send an electronic ballot to each active member eligible to vote in accordance with the ballot procedures set forth in these Bylaws in Section 6.6. Counselors shall be elected for a term of four years, while the President, President-Elect and Immediate Past President shall serve two years in each position (for a total of six years).

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- 8.4 Any member of the Executive Board may resign at any time by giving written notice to the President. The President may resign at any time by giving written notice to the President-Elect. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or President-Elect.

- 8.5 Any Executive Board Member may be removed from such office, with or without cause, by 50 percent (50%) of the active voting members by electronic ballot in accordance with Section 6.6. An Executive Board Member may also be removed by a vote of at least five out of the seven Executive Board Members.

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- 8.6 Vacancies for any Counselor position shall be filled by the Executive Board appointment as recommended by the President for the remainder of the term. Vacancies for President, President-Elect, Immediate Past President and Secretary-Treasurer shall be filled in accordance with Section 9.4 below.

- 8.7 A regular annual meeting of the Executive Board shall be held each calendar year, which may be done either in person or electronically. If a CISTM is being held, the Executive Board meeting will normally be held in conjunction with the CISTM.

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- 8.8 Special meetings of the Executive Board may be called at the direction of the President or by a majority of the Executive Board Members then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

- 8.9 Notice of the time, day and place of any meeting of the Executive Board shall be given at least 10 days prior to the meeting and in the manner set forth for notice in these Bylaws. The purpose for which a special meeting is called shall be stated in the notice. Any Executive Board Member may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

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- 8.10 A majority of the Executive Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

- 8.11 Except as otherwise expressly required by law, the Articles of Incorporation of the Society, or these Bylaws, the affirmative vote of a majority of the Executive Board Members present at any meeting at which a quorum is present shall be the act of the Executive Board. Each Executive Board Member shall have one vote. Voting by proxy shall not be permitted.

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- 8.12 At any annual or special meeting of the Executive Board, any Executive Board Members unable to attend the meeting in person may participate in the meeting by means of a telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telecommunications device shall be

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equivalent to presence in person at the meeting for purposes of determining if a quorum is present and for purposes of voting.

- 8.13 The Executive Board may take action without a meeting if written consent to the action is signed by all seven of the Executive Board Members. A written consent may be signed electronically and may be submitted electronically.
- 8.14 The Executive Board may convene its meeting by using electronic communication and is deemed to fulfil the requirements of an annual meeting of the Executive Board as outlined in Section 8.7. It is conducted in accordance with provisions of Section 8.12 for the use of electronic communication.
- 8.15 Conflicts of Interest.
 - a. In the event any Executive Board Member or Officer has a conflict of interest that might properly limit such Executive Board Member's or Officer's fair and impartial participation in Executive Board deliberations or decisions, such Executive Board Member or Officer shall inform the Executive Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Executive Board Member or Officer, the Executive Board may nonetheless request from the Executive Board Member or Officer any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any transaction by or with the Society in which an Executive Board Member or Officer has a direct or indirect financial interest, or any transaction in which an Executive Board Member or Officer is unable to exercise impartial judgment or otherwise act in the best interests of the Society.
 - b. No Executive Board Member or Officer shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Executive Board Member or Officer has allegiance, has a personal interest that may be seen as competing with the interest of the Society. Any Executive Board Member or Officer who believes he or she may have such a conflict-of-interest shall so notify the Executive Board prior to deliberation on the matter in question, and the Executive Board shall make the final determination as to whether any Executive Board Member or Officer has a conflict-of-interest in any matter. The minutes of the Executive Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested Executive Board Member or Officer.

Article 9. Officers

- 9.1 The Officers of the Society shall consist of elected Officers, one appointed Officer and one staff Officer. The elected Officers shall consist of a President, President-Elect and Immediate Past President. The appointed Officer serves as Secretary-Treasurer, and the staff Officer is the Executive Director. The Society may have such other assistant Officers as the Executive Board may deem necessary and such Officers shall have the authority prescribed by the Executive Board.

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9.2 The President-Elect shall be elected by an electronic ballot to each active member eligible to vote in accordance with the ballot procedures set forth in these Bylaws in Section 6.6. The President-Elect will serve one term as President-Elect, followed by one term as President, then followed by one term as Immediate Past President. The Secretary-Treasurer shall be appointed by the Executive Board as recommended by the President.

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9.3 The elected Officers of the Society shall be installed at the Membership Assembly that occurs after their election by electronic ballot. The President, President-Elect and Immediate Past President shall hold office for two years in each position (for a total of six years). The Secretary-Treasurer shall serve no longer than three renewable terms of two years each (for a total of six years), unless the Executive Board votes to terminate the Secretary-Treasurer's term of office at or before the end of any term. The Executive Director is hired by the Executive Board and shall have the authority prescribed by the Executive Board.

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9.4 Vacancies in the elected and appointed Officer positions shall be filled as follows:

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a. A vacancy in the office of President-Elect shall be filled by holding a special election by the active voting members using an electronic ballot in accordance with Section 6.6, to be conducted preferably within three months of the vacancy.

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The Executive Board shall nominate at least two candidates to be included on the ballot and shall schedule the special election in accordance with Section 6.3.

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b. A vacancy in the office of the Secretary-Treasurer shall be appointed by the Executive Board as recommended by the President.

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c. A vacancy in the office of Immediate Past President shall require an appointment by the Executive Board of an additional Officer until the end of the term.

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d. A vacancy in the office of President shall be filled as follows: (i) if there is more than 12 months remaining in the President's term, the vacancy shall be filled by the Immediate Past President for the remainder of the term, or (ii) if there are 12 months or less remaining in the President's term, the vacancy shall be filled by the President-Elect for the remainder of the term.

9.5 The duties of the President shall be those regularly devolving on the chief elected Officer. The President shall call and preside at meetings of the Executive Board and the Society, recommend the appointments of positions as provided in the Bylaws, the Policies and Procedures and the Rules and Regulations, and shall deliver an address at the Membership Assembly meetings.

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9.6 The President-Elect shall preside at meetings of the Society in the absence of the President.

9.7 The Immediate Past President shall perform such other duties as may be assigned by the Executive Board.

9.8 The Secretary-Treasurer shall oversee the business and finances of the Society and shall ensure that an annual financial report is audited by a certified public accountant. Each year the Secretary-Treasurer will submit the Society's Annual Financial Report to the members. He/she shall be responsible for the arrangements of Membership

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Assembly meetings. He/she shall attend and ensure the accurate recording of the minutes of meetings and be reimbursed from funds of the Society for expenses incurred. The Secretary-Treasurer also shall report on the financial management of the Society at the Membership Assembly meetings.

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Article 10 Committees

- 10.1 The Executive Board, by resolution adopted by a majority of the Executive Board Members, may designate, appoint members to, and/or dissolve one or more standing committees with such duties as the Executive Board may designate. However, no committee shall have the authority to amend or repeal these Bylaws or adopt new bylaws; elect or remove any Officer or Executive Board Member; adopt a plan of merger; set the compensation of an Executive Board Member for serving on the Executive Board or any committee; submit an action to members that requires member approval; amend or repeal any Executive Board resolutions that by its terms shall not be so amendable or repealable; or authorize the voluntary dissolution of the Society. The standing committees and their operational guidelines shall be set forth in separate Rules and Regulations. Committee Chairpersons shall be appointed by the Executive Board as recommended by the President.
- 10.2 There shall be an audit committee to, among other things, review (or oversee the review of) the financial information of the Society. The Executive Board may create, appoint members to, and/or dissolve such other ad hoc committees and task forces as they shall deem appropriate. Such committees and task forces shall give advice and make non-binding recommendations to the Executive Board.
- 10.3 The term of office of each Chairperson, Co-Chairperson and member of a committee shall be set forth in the Rules and Regulations.
- 10.4 Vacancies in the membership of committees shall be filled in the manner designated in the Rules and Regulations.
- 10.5 Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Executive Board.

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Deleted: <#>11.1 Unless otherwise prohibited by law, ISTM shall indemnify any Executive Board Member or officer as well as any former Executive Board Member or Officer and any employee, or committee member against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he/she is made a party by reason of being an Executive Board Member, Officer or employee, provided that he or she (i) acted in good faith, (ii) reasonably believed that his or her conduct was in the best interests of the Society, and (iii) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Indemnification shall be made only under the requirements, limitations and procedures for indemnification set forth in the State of Georgia Nonprofit Corporation Code. ¶

11.2 Subject to the availability of funds, amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such Executive Board Member, Officer or employee. ISTM may advance expenses or, where appropriate, may itself undertake the defense of any board member, officer or employee. However, such Executive Board Member, Officer, employee, or committee member shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this article. ¶

11.3 The Executive Board also may authorize the purchase of insurance to cover any Executive Board Member, Officer, employee, agent or volunteer against any liability incurred by him or her which arises out of such person's status as an Executive Board Member, Officer, employee, agent, or volunteer, whether or not the Corporation would have the power to indemnify the person against that liability under law. ¶

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Article 11: Indemnification and Insurance

- 11.1 The Society may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Section 145 of the General Corporations Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a member, Director, Officer, employee or agent of the Society, or of any other organization served by him or her in any capacity at the request of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with such action or proceeding.

Article 12. Miscellaneous

- 12.1 Whenever under the provisions of these Bylaws notice is required to be given to an Executive Board Member, Officer, committee member or member, such notice shall be given personally or sent by mail, e-mail or other electronic means, or facsimile transmission, addressed to such person at his or her address as it appears on the books and records of the Society.
- 12.2 To the fullest extent allowed by law, all references in these Bylaws to "mail" shall include electronic mail and all references to "ballot" and "written ballot" shall include electronic ballots.

Article 13. Amendments of the Bylaws

- 13.1 Amendments to these Bylaws may only be recommended by the Executive Board. Once recommended by the Executive Board, amendments to the Bylaws must be approved by a two-thirds vote of a quorum of active voting members present at the Membership Assembly. Before a vote can be held to change the Bylaws, the item must be detailed in writing and mailed to the active voting members at least 30 days in advance of a vote.
- 13.2 Amendments to the Bylaws also may be made by electronic ballot upon recommendation of the Executive Board in accordance with the ballot provisions of Section 6.6, and the amendment shall be deemed approved if a two-thirds vote of a quorum of active voting members cast votes in the affirmative. An electronic ballot shall be made available for active voting members to complete for a period of at least 30 days, and the ballot shall be accompanied by a complete copy of the Bylaws with all proposed amendments shown in context. Active voting members will be notified by electronic mail regarding the date that voting can begin and will be reminded at least one additional time during the 30-day voting period.

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