

BYLAWS
OF
THE AMERICAN SOCIETY
OF
DIAGNOSTIC AND INTERVENTIONAL NEPHROLOGY

Approved 6/19/2015

DEFINITIONS

Bylaws – This term shall be used to refer to the Bylaws of the American Society of Diagnostic and Interventional Nephrology.

Council – This term shall refer to the Council of The American Society of Diagnostic and Interventional Nephrology.

Email – electronic mail transmitted over the internet.

Executive Committee – This term shall be used to describe a Subcommittee of the Council composed of the four officers.

Good Standing – This term shall be used to refer to a member who is current in their dues.

He, his, him – These terms shall be used to indicate a person of either sex without distinction.

Registered Agent for the Society – The agency or entity designated by the Society to act as the recipient for service of process within the State of Delaware.

Society – This term shall be used to refer to the American Society of Diagnostic and Interventional Nephrology, a Delaware non-profit corporation.

US Mail – Mail transmitted via the United States Postal Service.

BYLAWS **OF** **THE AMERICAN SOCIETY** **OF** **DIAGNOSTIC AND INTERVENTIONAL NEPHROLOGY**

ARTICLE I **NAME**

- 1.1 The name of this corporation is The American Society of Diagnostic and Interventional Nephrology, a Delaware non-profit corporation, herein referred to as the Society.
- 1.2 The authority of the Society, its officers and members in all matters concerning the conduct and regulation of the affairs of the Society shall be subject to the provisions set forth in these Articles.

ARTICLE II **PURPOSES**

- 2.1 The purposes for which the Society is organized are exclusively charitable, scientific, literary and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue Law; such purposes including but not limited to:
- 2.1.1 Advance the knowledge and practice of medicine as it related to patients with kidney disease through a) national scientific meetings; b) co-operation with other national and international societies and organizations concerned with kidney disease; and c) by other means approved by the Council,
- 2.1.2 Promote education, research, public policy and clinical practice initiatives relating to diagnostic and interventional procedures as they may be applied to patients with kidney disease,
- 2.1.3 Promote the appropriate application of new and existing procedures in order to improve the care of patients with kidney disease,
- 2.1.4 Promote and facilitate training related to patients with kidney disease in the areas of:
- 2.1.4-a Diagnostic ultrasound; and
- 2.1.4-b Interventional diagnostic and therapeutic procedures such as angiography, angioplasty and thrombolysis of dialysis vascular accesses; the placement of central venous vascular access; the placement of peritoneal catheters; and the performance of percutaneous renal biopsies.
- 2.1.5 Provide an effective, unified and authoritative voice in dealing with issues relating to diagnostic imaging and interventional procedures for medical practitioners involved in these areas.
- 2.1.6 Work closely with other societies and programs to achieve the goals of the Society, and
- 2.1.7 Pursue other charitable purposes.
- 2.2 Notwithstanding any other provisions of these Articles, the Society shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations.
- 2.3 Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed

to the federal government, or to a state or local government, for a public purpose. Such recipient or recipients shall be selected by the Council of the Society at that time. Such recipient or recipients shall preferably be an institution or organization that performs medical and/or educational charitable work.

- 2.4 It shall be the duty of the Council to establish all policies governing the administration of the fiscal assets of said Society and to determine the services to be rendered by this Society.
- 2.5 The Society shall at all times be operated on a non-profit basis, and no interest or dividends shall be paid or payable by the Society to any Councilor as such and shall be operated for the charitable purposes for which said Society was created.

ARTICLE III
OFFICES

- 3.1 Principal Office: The principal office of the Society shall be at such place as the Council may select from time to time.
- 3.2 Additional Offices: In addition to the principal office, the Society may have such other offices as may be helpful or convenient to the Society's operations.

ARTICLE IV
MEMBERSHIP

- 4.1 There shall be five categories of membership: Active Members (herein referred to as "Members"), Associate Members, Members-in-Training, Emeritus Members and Supporting Members.

4.1.1 Active Membership:

4.1.1-a The active membership shall be made up of physicians who maintain an active interest in the field of nephrological diagnostic imaging and/or interventional procedures. These physicians may be trained in any basic medical specialty as long as they can document training and/or experience in this field, that this represents a major emphasis of their medical practice and that they have a continuing active interest in the field.

4.1.1-b Active membership shall be gained by submission of a completed membership application and payment of appropriate dues and fees.

4.1.1-c Active Members shall be eligible to hold office in the Society, serve on committees, and vote for the election of officers and on all matters brought before the general membership.

4.1.2 Associate Membership:

4.1.2-a The Associate Membership shall be made up of nurses and other health care professionals that maintain an active interest in nephrological diagnostic imaging and interventional procedures.

4.1.2-b Associate Membership shall be gained by submission of a completed membership application and payment of appropriate fees.

4.1.2-c Associate Members shall not be eligible to hold office in the Society or vote for the election of officers and on all matters brought before the general membership except as specified in these Bylaws. They shall be eligible to serve on committees.

4.1.3 Members-In-Training:

4.1.3-a The Members-In-Training category shall be made up of physicians in training who have an active interest in nephrological diagnostic imaging and interventional procedures.

4.1.3-b This membership shall be gained by submission of a completed membership application and payment of appropriate fees.

4.1.3-c These Members shall not be eligible to hold office in the Society or vote for the election of officers and on all matters brought before the general membership except where otherwise specified in these Bylaws. They shall be eligible to serve on committees.

4.1.4 Emeritus Membership:

4.1.4-a The Emeritus Membership shall be made up of Members who were former active and who have retired from clinical, teaching and research activities and who have petitioned for Emeritus Membership.

4.1.4-b The Council must approve Emeritus Members.

4.1.4-c Emeritus Members shall not be eligible to hold office in the Society or vote for the election of officers and on all matters brought before the general membership except where otherwise specified in these Bylaws. They shall be eligible to serve on committees.

4.1.5 Supporting Membership:

4.1.5-a The Supporting Membership shall be made up of industry representatives and other such individuals who demonstrate support of the society.

4.1.5-b Supporting Members must petition and gain approval of the Council.

4.1.5-c Supporting Members are not eligible to vote or hold office but are eligible to serve on Committees.

4.2 Termination of Membership:

Any membership can be terminated by a majority vote of the Council for conduct that is judged to be injurious to the interests or welfare of the Society, or failure to pay dues within 60 days of the due date.

4.3 Resignation of Membership:

4.3.1 Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the member of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

- 4.3.2 Dues that have been paid prior to the time of resignation of membership shall not be refunded or prorated at the time of membership termination.
- 4.4 Record Date: The Record Date shall be determined by the Council in its sole discretion but shall in no event be more than seventy (70) days or fewer than twenty (20) days prior to the date of the membership vote.

ARTICLE V
MEETING OF MEMBERS

- 5.1 Annual Meeting of the Membership: An annual meeting of the membership shall be held on a date and at an hour and place to be fixed by the Council. Notice shall be provided to all members of the Society not less than thirty (30) days before the meeting. Failure to hold the annual meeting at the time designated shall not work forfeiture or dissolution of the Society and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.
- 5.1.1 The purpose of the annual meeting of the membership shall include:
- 5.1.1-a the installation of new officers for the forthcoming year;
 - 5.1.1-b a review of the financial status of the Society; and
 - 5.1.1-c such other business as is deemed appropriate by the Council.
- 5.2 Special Meeting of the Membership:
- 5.2.1 The President may call special meetings of the membership. A majority of the Council, or not less than one-tenth of the Active Members of the Society, may require the President to call a special meeting of the Society.
- 5.2.2 It shall be the duty of the Secretary to cause written or printed notice of a special meeting stating the place, day and hour of the meeting to be delivered, either personally, by email or by US mail to the membership no less than thirty (30) nor more than sixty (60) days before the date of the meeting. The notice of the meeting shall include the purpose or purposes for which the meeting is being called. If sent by email, the notice of the meeting shall be deemed to be delivered when sent to the email address as it appears on the records of the society. If sent by US mail, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Society, with postage thereon prepaid.
- 5.3 Quorum for Meetings of Membership:
At any meeting of the membership, properly called and announced as required herein, the number of members appearing for said meeting shall constitute the quorum necessary for transaction of the business of the meeting.

5.4 Conduct of Meetings of Membership:

All meetings of the Society shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, or as it may be amended from time to time.

5.5 Actions of Society without a Meeting of the Membership:

In the event that it is necessary for the Society to act upon a question without being able to meet, the Secretary, upon an order from the Council, shall provide to each member having voting rights a ballot and a statement setting forth in adequate detail the question to be voted on. The Council shall determine the medium of the ballot and the method of its distribution which may include electronic means. A simple majority of those Active Members responding to the ballot shall constitute affirmative action of the membership.

5.6 Minutes of Meetings of Membership:

The Secretary of the Society shall prepare accurate minutes of each Membership Meeting. The minutes shall contain a record of attendance and the vote taken on all matters, including matters that are not successfully passed. The minutes shall be signed by the Secretary and shall be maintained as a permanent record. Copies of the minutes of all meetings shall be made available upon request to those having a right to attend the meeting.

5.7 Voting at Meetings of Membership: Any member entitled to vote and who is in good standing with the Society may cast one (1) vote in the election of Councilors and in all other matters properly before the membership.

5.8 Place of Meetings of Membership: The Council will designate the place for the annual or any special meetings. The Council may designate any place for annual or special meetings. If no other place is designated, annual and special meetings will be held at the principal offices of the Society.

5.9 Notice of Meetings of Membership: Written notice shall be deemed to be delivered when it is either sent to the email address as it appears on the records of the society or it deposited in the United States mail addressed to the member at his last known address, postage prepaid.

VI **OFFICERS**

6.1 Officers: The officers of the Society shall be a President, President-Elect, Immediate Past President, and Secretary-Treasurer.

6.2 Election and Term of Office:

6.2.1 The officers of the Society shall be elected by ballot each year by the membership in accordance with Article IX except where otherwise specified in these Articles.

6.2.2 All officers of the Society shall be Active Members in good standing at the time of their election except where otherwise specified in these Articles.

6.2.3 All officers shall serve without compensation.

6.2.4 The term of office for the President, President-Elect, Secretary-Treasurer and Immediate Past President shall be two years or until the successor is elected.

6.2.5 The President and President-Elect shall not be eligible to serve for consecutive terms.

6.3 President:

6.3.1 The President shall:

6.3.1-a be the Chief Executive of the Society and serve as its official spokesman.

6.3.1-b Supervise the direct the business of the Society.

6.3.1-c Shall be a member of the Council and shall preside at all meetings of the membership and of the Council.

6.3.1-d Call special meetings of the membership and of the Council.

6.3.1-e Appoint committees as required and permitted by these Articles.

6.3.1-f May sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Council to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Council or obey these Bylaws to some other officer or agent of the Society or shall be required by law to be otherwise signed or executed, and

6.3.1-g In general, perform all those duties incident to the office of the President and such other duties as may be prescribed by the Council from time to time.

6.4 President-Elect:

The President-Elect shall succeed to the office of President upon completion by the President of his term in office. In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the

restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Council.

6.5 Immediate Past President:

The Immediate Past-President shall serve as an advisor and consultant to the President and as Chairman of the Nominating Committee. He shall perform such other duties as from time to time may be assigned to him by the President or the Council.

In the event that the Immediate Past-President shall not be able to perform his duty as Chairman of the Nominating Committee, the Executive Committee shall appoint a member to fulfill this duty. The selection shall be limited to the current election cycle only.

6.6 Secretary-Treasurer:

6.6.1 The Secretary-Treasurer shall:

6.6.1-a Keep the minutes of the meetings of the membership and of the Council;

6.6.1-b Give notice of all meetings in accordance with these Bylaws;

6.6.1-c Be custodian of the official records and seal of the Society;

6.6.1-d Maintain and keep a record of the post-office address and/or electronic address of each member of the Society as is furnished to the Society by each member;

6.6.1-e Have charge and custody of and be responsible for all funds of the Society;

6.6.1-f Receive and give receipts for money due and payable to the Society;

6.6.1-g Keep on file at all times a complete copy of the Certificate of Incorporation and Bylaws of the Society containing all amendments thereto (which copy shall always be open to the inspection of any Councilor or Member), and

6.6.1-h In general, perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Council;

6.7 Termination of an Officer: The term of office of any officer of the Society may be terminated by a 2/3-majority vote of the Council for conduct or action that is judged to be injurious to the interests or welfare of the Society.

- 6.8 Vacancies of Office Prior to Completion of Term: A vacancy among the officers of the Society prior to the completion of the term of that office shall be filled by a majority vote of the Council except for the office of Immediate Past President, which shall not be filled.

ARTICLE VII
COUNCIL OF THE SOCIETY

7.1 Council

7.1.1 Composition: The Council shall be composed of the President, President-Elect, Immediate Past President, and Secretary-Treasurer and Councilors as provided for in these Articles.

7.1.2 Duties and responsibilities: the Council shall manage the business and property of the Society, represent the interests of society members, and serve on committee as assigned. Officers of the Society shall hold the same offices within the Council. They shall be selected as described in Article IX.

7.1.3 Members of the Council shall not be paid or compensated in any manner. They may be reimbursed for reasonable expenses incurred in conducting the proper business of the Society.

7.1.4 Financial Transactions:

7.1.4-a Contracts: Except as otherwise provided in these Articles, the Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or confined to specific instances.

7.1.4-b Checks, Drafts, Etc.: All checks, drafts or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Society shall be signed by such officers, agent or agents, or employee or employees of the Society and in such manner as shall from time to time be determined by resolution of the Council.

7.1.4-c Deposits: All funds of the Society shall be deposited from time to time to the credit of the Society in such bank or banks as the Council may select.

7.1.4-d Fiscal Year: The fiscal year of the Society shall begin on the first day of each and every year and shall end on the last day of December of each and every year.

7.2 Meeting of the Council:

7.2.1 Annual Meeting of the Council: The Council shall meet at least annually.

7.2.2 Special Meetings of the Council: Special Meetings of the Council may be called at any time by the President as is deemed necessary for the conduct of the proper business of the Society. In the event of failure on the part of the President to call a Special Meeting, such a meeting may be called by any three members of the Council acting together in order to carry out the proper business of the Society.

7.2.2-a In the case of Special Meetings of the Council, the purpose of the meeting and the agenda for the meeting shall be provided with the notice of the meeting. Additions to the agenda may be made at the meeting with the majority consensus of the members present.

7.2.3 Notice of all Council meetings shall be given to each member of the Council at least ten (10) days prior to the time of the meeting.

7.2.4 The conduct of all meetings of the Council shall be in accordance with *Robert's Rules of Order, Newly Revised*, or as it may be amended from time to time.

7.2.5 At any meeting of the Council, properly called as required herein forty percent (40%) of members present and voting for said meeting shall constitute the quorum necessary for transaction of the business of the meeting.

7.2.6 An action required or permitted to be taken at any meeting of the Council may be taken without a meeting if, following written, email or US mail, or telephone notice to all members of the Council, a majority of the members consent to the action by telephone or in writing, email or US mail, confirmed in written minutes submitted by the Secretary-Treasurer. All affirmative and dissenting votes shall be filed with such minutes.

7.3 Councilors:

7.3.1 At least-ten (10) Councilors shall be selected. All Councilors shall be elected by the membership that is eligible to vote except as provided in Paragraph 7.4. As described in paragraph 7.4, one Councilor shall be selected from the Associate Membership.

7.3.2 Except where otherwise specified in these Articles, each Councilor must be an Active Member of the Society in good standing. Additionally, to be eligible to serve on the Council individuals must have had experience serving on an ASDIN committee, subcommittee or workgroup.

7.3.3 Each Councilor shall serve as a member of the Council to serve the interest of the Society as a whole.

7.3.4 Terms of office for the Councilors: Terms shall be three (3) years and they shall have staggered terms so that no more than half of the total number of Councilors shall be elected each year. The mechanism for initiating these staggered terms shall be devised by the Council.

7.3.5 Attendance at meetings – Special meetings of the Council of the Society shall be called from time to time as described in paragraph 7.2.2 of these By-Laws. If a councilor fails to make a minimum of 50 percent of these meetings in any one business year of the Society, they shall be asked to resign their office, providing due notices of such missed meetings has been given in accordance with paragraph 7.2.3 of these By-Laws.

7.3.6 Rights and Liabilities of Councilors:

7.3.6-a Property Interest of Councilors: No Councilor of the Society shall have any right, title or interest in or to any property or assets of the Society either prior to or at the time of any liquidation or dissolution of the Society, all of which properties and assets shall at the time of any liquidation or dissolution vest in another charitable corporation.

7.3.6-b Non-Liability for Debts: The private property of the Councilors shall be exempt from execution or other liability for any debts of the Society and no Councilor shall be liable or responsible for any debts or liabilities of the Society.

7.3.7 Vacancies of Office Prior to Completion of a Term: A vacancy among the Councilors of the Society prior to the completion of the term of that office shall be filled by a majority vote of the Council.

7.4 Councilor selected from the Associate Membership: The then-current President, upon the recommendation of the Nominating Committee, shall appoint one of the ten (10) Councilors referred to in paragraph 7.3.1 above. This individual must be an Associate Member of the Society in good standing. This councilor shall have both the privilege of voice and vote at all meetings of the Council.

7.4.1 Vacancies of Office Prior to Completion of a Term: Should a vacancy exist for the position of Associate Membership Councilor, the Nominating Committee shall select an individual from the list of Associate Members in good standing that is involved in the activities of the Society. This individual shall be recommended to the then active president for appointment to the Council

ARTICLE VIII

COMMITTEES, SUBCOMMITTEES and WORKGROUPS

8.1 Executive Committee: The Executive Committee of the Council shall consist of the four officers. The Executive Committee shall have and may exercise all the

authority of the Council in the intervals between meetings of the Council and shall direct the day to day activities of the Society, provided, however, that the Executive Committee shall have no authority to (i) approve or recommend to members actions or proposals required by the State of incorporation to be approved by members; (ii) fill vacancies on the Council or the Executive Committee thereof; or (iii) adopt, amend or repeal these Bylaws.

8.2 Finance Committee:

8.2.1 Composition: The Finance Committee shall consist of no less than three Active Members of the Society who are in good standing. The Chair of the Finance Committee shall be the Secretary-Treasurer. The members of the committee shall be appointed by the President.

8.2.2 Duties: The Finance Committee shall have the responsibility for overseeing the financial position of the Society including required resources, investment and reserves policy, and financial reporting to the Society's Council and Membership

8.3 Nominating Committee:

8.3.1 Composition: The Nominating Committee shall be composed of the Immediate Past President (who shall serve as Chair), and two Active members appointed by the President.

8.3.2 Duties: The Nominating Committee, shall be responsible for conducting an election of Officers and Councilors as outlined in Paragraph IX.

8.3.3 Term of Office: The Nominating Committee shall be constituted only for the period of time required to carry out the responsibilities listed in Paragraph IX with respect to one election unless otherwise directed by the Council.

8.4 Certification and Accreditation Committee:

8.4.1 Composition:

8.4.1-a Membership of the Certification and Accreditation Committee shall be selected from the membership of ASDIN And shall be appointed by the President of ASDIN.

8.4.1-b Membership of the Certification and Accreditation Committee shall be appointed so that major areas falling under the definition of Diagnostic and Interventional Nephrology adopted by ASDIN are represented.

8.4.2 Duties: The duties of the Certification and Accreditation Committee shall be to:

8.4.2-a develop the criteria for the certification and recertification of physicians in Diagnostic and Interventional Nephrology and make recommendations to the Council concerning the adoption of such;

8.4.2-b develop the criteria for the accreditation and reaccreditation of training programs in Diagnostic and Interventional Nephrology and make recommendations to the Council concerning the adoption of such;

8.4.2-c establish procedure and policies by which adequate review of applicants for either certification or accreditation may be accomplished;

8.4.2-d review the credentials of all physician applicants for certification and make recommendations to the Council of ASDIN;

8.4.2-e review the credentials of all program applicants for accreditation and make recommendations to the Council of ASDIN;

8.4.2-f make reports to the Council on matters relating to certification and accreditation;

8.4.2-g advise the Council on matters relating to certification and accreditation;

8.4.2-h review reports, inquiries, or problems that are referred by the Council; and

8.4.2-i formulate and periodically review the policies and procedures that serve as the basis for decisions made regarding individual certification and/or program accreditation.

8.4.3 Appeals of the Decision of the Committee: As a last resort, if an applicant has been denied certification, recertification, accreditation or reaccreditation by the Certification and Accreditation Committee and has requested reconsideration by the Certification and Accreditation Committee and been denied certification, recertification, accreditation or reaccreditation a second time by the Certification Committee, the applicant may appeal through the prescribed grievance procedure.

8.5 Education Committee

8.6.1 Composition: The Education Committee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the Committee shall be appointed by the President who shall also designate the Chairman of the Committee.

8.6.2 Duties: The Education Committee shall have the responsibility for planning, promoting, organizing and conducting the educational activities of the Society. Subcommittees shall be created by the Chairman of the Education Committee in order to carry out the proper functions of the Education Committee as deemed necessary with the advice and consent of the Council.

8.7 Clinical Practice Committee

8.7.1 Composition: The Clinical Practice Committee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee.

8.7.2 Duties: The duties of the Clinical Practice Committee shall be to:

- 8.7.2-a review clinical practice issues related to diagnostic and interventional nephrology,
- 8.7.2-b develop position and policy statements relative to these issues and report these to the Society. These reports may be in the form of publications,
- 8.7.2-c maintain a compendium of best practice policies for the Society,
- 8.7.2-d coordinate with the Training Subcommittee to assure that the official training curriculum of the Society reflects best practice policies and procedures, and
- 8.7.2-e carry out those other duties that may from time to time be assigned by the Council.

8.8 Bylaws Committee:

8.8.1 Creation: These Articles shall be reviewed from time to time by the Council to determine if additions, deletions or alterations appear to be indicated for the proper function of the Society. When changes are felt to be indicated, the President shall appoint a Bylaws Committee.

8.8.2 Composition: The Bylaws Committee shall be composed of the Secretary-Treasurer (who shall serve as chair) and two Active Members of the Society appointed by the President.

8.8.3 Duties: The duties of the Bylaws committee shall be:

8.8.3-a After having received the recommendations of change from the Council shall prepare an amendment or alteration for the Bylaws to be presented to the general membership as described in Article XII. The content of the amendment or alteration must be satisfactory to the Council.

8.9 Public Policy and Coding Committee:

8.9.1 Composition: The Public Policy and Coding Committee shall consist of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee.

8.9.2 Duties: The Public Policy and Coding Committee shall work to assure the representation of ASDIN in public policy debate and serve as a liaison with other organizations in promoting fair and equitable regulatory and legislative measures to the benefit of the membership of the Society.

8.10 Other Committees and Workgroups:

Establishment: Other committees, subcommittees and workgroups, and its' members, may be designated by the President or by resolution adopted by the Council.

8.10.1 The workgroups shall be created for clearly defined short-term objectives and shall be composed of ASDIN members who offer knowledge, skill or representation pertinent to and directly relevant to the specific objective(s). Non-ASDIN members may be invited to participate in and contribute to the workgroup. Unless specified otherwise, the workgroups shall report findings and offer recommendations but shall have no authority for implementation without approval of Council. The workgroup shall be dissolved after completion of its work, if it is unable to fulfill its objective(s) after a reasonable period of time or by resolution of Council.

8.11 Those Eligible for Committee Membership: Except as otherwise provided in such resolution, any member (of any category) of the Society in good standing can serve on a committee. The President shall appoint the members of such committees unless otherwise stipulated in a resolution of the Council. Any member of such committees may be removed by the person authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

8.12 Terms of Office for Committees: Each member of a committee shall continue as such until the next annual meeting of the membership or until his successor is

appointed or elected, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

- 8.13 **Chairs of Committees:** Unless otherwise provided in these Articles, the person or persons authorized to appoint the members of the committee shall appoint one member of each committee the Chair. Any Committee Chair may be removed by the person authorized to appoint such Chair whenever in their judgment the best interests of the Society shall be served by such removal.
- 8.14 **Conduct of Business:** Except where otherwise stipulated in these Articles, positive actions of all committees shall be taken by a single majority of the members present and voting, and those members present and voting shall constitute a quorum. All actions of all committees shall be subject to review by the Council. Minutes of each committee's meetings shall be taken and shall be submitted to the Council for review.
- 8.15 **Authority of Committees:** All committees with the exception of the Executive Committee are advisory to the Council and do not have powers to take independent action on behalf of ASDIN unless approved by the Council.

ARTICLE IX - ELECTION OF OFFICERS AND COUNCILORS

- 9.1 **Call for Nominations/Slate of Candidates:** The Nominating Committee, as described in Paragraph 8.3, shall issue a Call for Nominations for Councilor positions to the membership. The Nominating Committee will develop a slate of Officers and Councilors from among eligible members. The final slate of Officer and Councilor candidates will be presented to the ASDIN Council for information purposes.
- 9.2 **Willingness to serve and perform prescribed duties:** Prior to placing a candidate's name on the slate of Officer and Councilor candidates, an inquiry shall be made by the Nominating Committee as to that individual's willingness to serve and perform the prescribed duties of the office for which they are being nominated. This inquiry shall include their willingness to attend regular and called meetings of the Council of the Society.
- 9.3 **Ballot –** The Nominating Committee shall prepare a ballot with the slate of candidates which will be made available to the membership by email or by US mail at least sixty (60) days prior to the Annual Meeting.
- 9.4 **Election Rules -** Only individual members in good standing on the record date as outlined in Paragraph 4.4 will be permitted to vote. The Nominating Committee, with the approval of the Council, shall set the date that the ballot will be distributed each year. Procedures will be adopted to maintain the integrity of the election

process. All ballots must be cast no later than thirty (30) days prior to the date of the Annual Meeting.

- 9.5 Election Results – The votes will be tallied after the deadline date specified by the Nominating Committee. A simple majority of the votes cast shall be required to elect a nominee to any office. In the event of a tie vote, the winner will be determined by the flip of a coin conducted by the Nominating Committee. It will be the responsibility of the Nominating Committee Chair or their designee to receive results and notify all candidates of the election outcomes. The Chairman of the Nominating Committee or his designee will contact the nominees to advise them of results no later than ten (10) days after votes are tabulated. Results will be announced at the Annual Membership Meeting and through appropriate membership communications.

ARTICLE X

BOOKS AND RECORDS

- 10.1 Books and Records: The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of its membership, Council, and committees having any of the authority of the Council, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member may inspect all books and records of the Society for any proper purpose at any reasonable time.
- 10.2 Audit: The accounts of the Society shall be subject to a financial review at a frequency determined by the Council, but not less than every year. The accounts of the Society shall be subject to audit at a frequency determined by the Council, but not less than once every four years, by a Certified Public Accountant. The Secretary/Treasurer with the approval of the President will appoint this individual. The accountant shall provide a written report including a certified audit to the Council.

ARTICLE XI

DUES

- 11.1 Annual Dues: The Council may determine from time to time the amount of the annual dues payable to the Society by members of each category.
- 11.2 Payment of Dues: Notice of dues shall be mailed to each member annually. The period of time covered by each year's dues shall correspond to the calendar year. Failure to pay dues within 60 days of due date shall result in termination of membership at the discretion of the Council.
- 11.3 Initial Payment of Dues: Initial payment of dues shall be required at the time of application for membership. The period of time covered by this payment shall be that period from the time payment is received until the next date upon which the annual

payment of dues is required for the general membership except in instances specifically exempted by the Council.

ARTICLE XII
ADOPTION AND AMENDMENTS TO ARTICLES

12.1 Adoption of Bylaws: These Articles may be adopted by a resolution approved by a majority of the membership present and voting at the first annual meeting following their approval by the Council of the Society. These Bylaws may be amended or altered at the time of such meeting by a majority vote of said membership.

12.2 Changes to Bylaws:

12.2.1 These Articles may be altered, amended, or repealed and new Articles be adopted by a resolution approved by a majority of the membership present and voting at the annual meeting, or by membership ballot in any form permitted by law, or at any special meeting, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Articles or to adopt new Articles at such meeting: provided that a quorum of at least twenty (20) members at the annual meeting, or ballots cast by at least fifty (50) members, is required to amend the Bylaws.

12.2.2 The basis for proposed changes to the Bylaws shall originate from the Council. It shall be the responsibility of the Council to review these Articles from time to time to determine if additions, deletions, or other changes are appropriate. Additionally, any member in good standing may recommend a change to the Articles to the Council for their consideration. Proposed changes based upon such recommendations shall be at the discretion of the Council.

12.2.3 Changes that are purely editorial in nature will be made by the Executive Committee and require no action by the Membership of the Society.

12.2.4 No change in the Bylaws will be adopted that is inconsistent with the Articles of Incorporation of the Society. In instances in which such a change is contemplated, a change in the Articles of Incorporation must first be accomplished, providing such change is allowed by the laws of the State of Delaware.

ARTICLE XIII
STAFF AND GENERAL COUNSEL

13.1 The Council is empowered to retain such staff and legal counsel as may be necessary to carry out the functions of this Society.

13.2 The Chief Staff Officer shall be given such title as may be prescribed by the Council, and as Chief Operating Officer shall manage and direct all activities of the Society subject to the policies of the Council and through the office of the President.

13.2.1 Additional Authority: The Chief Staff Officer of the Society may be designated by the Society to execute any written material on behalf of said Society;

- 13.3 The General Counsel of the Society shall attend to and act on behalf of the Society in all matters requiring legal service.
- 13.4 The registered agent and office for the Society shall be designated by Council.