



Approved: Board of Directors – 8/3/02

Revised: Board of Directors – 7/29/06

Revised: Board of Directors – 11/1/08

## **BYLAWS COMMITTEE**

The Bylaws Committee shall be a standing committee of the Board.

In accordance with the criteria set forth below, the Bylaws Committee shall review, analyze and suggest revisions as it may deem appropriate to all proposed amendments to the Academy's bylaws or articles of incorporation.

Any amendment properly proposed by the Board or by petition of members shall be promptly submitted to the Bylaws Committee by the Secretary-Treasurer. The Bylaws Committee shall submit a report on such amendment to the Board for consideration by the Board at its next regularly scheduled meeting or, in circumstances deemed by the Board to be exigent, at such earlier time as shall be designated by the Board.

The Bylaws Committee shall review each proposed bylaws amendment and shall consider whether the proposed amendment:

- (1) is permissible under governing law;
- (2) is relevant to the mission and purposes of the Academy and to the section of the bylaws or articles of incorporation that it seeks to amend;
- (3) is frivolous, vexatious or interposed for an improper purpose;
- (4) unreasonably conflicts with other sections of the bylaws or articles of incorporation;
- (5) would create an unreasonable financial burden for the Academy; or
- (6) would create an unreasonable exposure to a significant liability risk.

In general, the Bylaws Committee should recommend to the Board that the proposed amendment be submitted to the membership for vote through an electronic and/or mail or other written ballot except upon its determination that the proposed amendment is not permissible for one or more of the reasons listed above. The Bylaws Committee's determination that an amendment is not permissible may not be based on factors other than those listed above. In making these determinations, the Bylaws Committee may interview the author(s) or proponent(s) of any proposed bylaws amendment; shall consult the Academy's legal counsel; and may undertake such other review or investigation as it may deem appropriate.

The report of the Bylaws Committee shall conclude with a recommendation to the Board that:

- (1) the proposed amendment be submitted to the membership for vote through an electronic and/or mail or other written ballot as presented;
- (2) that the proposed amendment be submitted to the membership for vote through an electronic and/or mail or other written ballot with revisions stated in the report and agreed to by petitioners, in the case of amendments originating from petition of members, or by the Board, in the case of proposed amendments originating from Board; or
- (3) that the proposed amendment not be so submitted, or adopted, for reasons stated in the report. Alternatively, the report may conclude that the Bylaws Committee makes no recommendation regarding the proposed bylaws amendment. The recommendation made by the Bylaws Committee to the Board shall be advisory only. The Board may adopt the recommendation of the Bylaws Committee without modification or attach its own comment to the recommendation of the Bylaws Committee. The Board may decide not to submit the member initiated proposed bylaws amendment to the membership for vote through an electronic and/or mail or other written ballot only upon the Board's independent determination, by a two-thirds (2/3) vote, that the proposed amendment is not permissible for one or more of the reasons set forth in the fourth paragraph of this Administrative Regulation.

If the proposed amendment is submitted to the membership for vote through an electronic and/or mail or other written ballot, a concise summary of the recommendation of the Bylaws Committee and/or the Board shall be included in the Notice of Proposal sent to the membership along with and in addition to statements expressing support for or opposition to the proposed bylaws amendment in accordance with Article XVII, Section 3 of the Bylaws and Administrative Regulation(s) governing such statements. If the Bylaws Committee and/or the Board makes no recommendation, the Notice of Proposal shall so state. Failure of the Bylaws Committee to submit a report within the time set forth above shall constitute a waiver of its opportunity to do so; the amendment process shall proceed as provided in Article XVII of the Bylaws and the Administrative Regulations, and the Board may submit its own recommendation to the membership along with the proposed amendment. The Bylaws Committee shall meet as necessary to perform its duties