

General Information ANCDS By-Laws

ARTICLE I

Name, Location, Purposes, and Fiscal Year

- 1.1 Name.** The name of this organization shall be the Academy of Neurologic Communication Disorders and Sciences, hereafter referred to as the Academy, or ANCDS.
- 1.2 Office.** The registered office of the Academy shall be located at the principal location of the management office contracted by the Executive Board. The Academy shall have offices at such other places as the Executive Board may from time to time designate or as the business of the Academy may require. The principal office shall constitute a permanent repository of ANCDS records and shall carry out the procedures and policies of the Academy under the guidance of the Executive Board.
- 1.3 Purposes.** The purposes of the Academy are professional, clinical, educational, scientific and charitable and are ultimately to encourage the highest quality of life for those with communication disorders. Among these purposes are the desire:
- A. to promote quality service to persons with neurologic communication disorders by developing training guidelines for preparation of speech-language pathologists for clinical practice with this population, developing standards for clinical practice of speech-language pathologists with this population, and developing standards and providing the means to certify clinical specialists in this area of practice;
 - B. to promote state-of-the-art education and training of practitioners in neurologic communication disorders;
 - C. to promote continuing education of practitioners in neurologic communication disorders;
 - D. to promote the exchange of information and ideas among its members;
 - E. to promote research that contributes to improving understanding and management of neurologic communication disorders;
 - F. to provide leadership in the development of clinical expertise in neurologic communication disorders; and
 - G. to establish and support liaisons with related professional organizations.
- 1.4 Fiscal Year.** The fiscal year of the academy shall begin on January 1 and end on the last day of December, unless otherwise designated by the Executive Board.

ARTICLE II Membership

- 2.1 Membership.** The academy shall have four types of memberships: Member, Student Member, Clinical Fellow Member and Life Member.
- 2.2 Application for Membership.** Candidates for membership shall submit an application to the ANCDS business office for confirmation of eligibility.
- 2.3 Members.** Members shall possess the exclusive power to vote in elections and business of the Academy, and to hold office (with the exception of Board of Clinical Certification membership which requires ANCDS Board Certification). Membership in the Academy as a

voting member shall be restricted to those who hold a Master's degree or doctoral degree in communication disorders and sciences or a field related to neurologic communication disorders from a properly accredited academic institution. In the case of applicants from outside of the United States, membership in the Academy as a voting member will be restricted to those individuals who hold the entry-level degree for the independent practice of speech-language pathology, or a related profession, in their country. Membership in the Academy is not a requirement of Board Certification.

2.4 Clinical Fellow Members: Clinical Fellow Membership shall be available to individuals who are in the process of obtaining ASHA CCC and who demonstrate an interest in neurologic communication disorders. Clinical Fellow members shall be entitled to receive notice of and to attend all meetings of the members of the Academy. Clinical Fellow members shall have no power to vote or to hold office in the Academy. Clinical Fellow members will have the right to serve on selected, but not all, committees.

2.5 Student Members. Student membership shall be available to individuals enrolled in a part-time or full-time academic program and who demonstrate an interest in neurologic communication disorders. Student members shall be entitled to receive notice of and to attend all meetings of the members of the Academy. Student Members shall have no power to vote or to hold office in the Academy. Student members will have the right to serve on selected, but not all, committees.

2.6 Life Members. A Member who is 68-years-old by January 1 and has been a Member in good standing for ten (10) consecutive years OR five (5) consecutive years with a minimum of two (2) years of active service to the organization (e.g., Committee or Board membership) may apply to become a Life Member by submitting a written request to the Membership Committee. The Membership Committee will review each request and shall submit to the Executive Board ANCDs members qualified for membership as a Life Member. The Executive Board shall elect by majority vote those individuals it considers eligible for Life Membership.

2.7 Termination of Membership

- A. Any member of any class of the Academy may at any time resign membership upon tendering a resignation in writing to the President or the Secretary of the Academy. Such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states. Dues paid during the year of resignation are not refundable.
- B. Individuals whose dues are delinquent shall be notified of such delinquency by the end of January of the year concerned. If the dues remain delinquent thirty (30) days after such notification, membership shall be terminated.

An individual whose membership has been terminated may again apply for membership by following the procedures set forth in Section 2.2. The Executive Board may assess a fee for reinstatement.

- C. The Executive Board may expel any member from the Academy who no longer meets membership requirements as stated in Section 2.3. Such expulsion shall require at least a two-thirds (2/3) majority vote of the Executive Board. A member who is expelled may file an appeal with the Executive Board. The appeal procedure shall be set forth in the rules of the Academy. The expulsion can be overturned by a majority vote of the Executive Board.

2.8 Records. The principal office shall keep records of the names, addresses and phone numbers of all Members, Student Members, and Life Members and such records shall be conclusive as to membership in the Academy and the person's type of membership.

ARTICLE III Meetings and Publications

3.1 Place of Meetings. All meetings of the members of the Academy shall be held at a place determined by the Executive Board.

3.2 Annual Scientific Meetings. The Academy shall hold an Annual Scientific Meeting. The Annual Scientific Meeting shall be held at a time selected by a majority of the Executive Board. The date and location of the meeting shall be determined at least one year in advance. The program of the Annual Scientific Meeting shall be formulated by the Education and Standards Committee.

3.3 Business Meetings. A business meeting of the general membership shall be held during the Annual Scientific Meeting of the Academy. A quorum shall consist of a simple majority of the voting members present. In the event that such a meeting is omitted by oversight or otherwise not held as herein provided for, a special meeting may be held in place thereof, and any business transacted or elections held at such a meeting shall be valid as if transacted or held in conjunction with the Annual Scientific Meeting. Such subsequent meetings shall be called in the same manner as provided for special meetings. All motions at the business meeting shall require only a simple majority of those voting for passage except where a higher vote is required by the Bylaws. No proxy shall be accepted. In the event of a tie vote, the President shall cast the deciding vote. At each business meeting, members shall be informed of all actions taken by the Executive Board since the last meeting of the Academy.

3.4 Special Meeting. Special meetings of the members shall be held whenever called by the President or when requested by a majority of the Executive Board.

3.5 Notice of Meetings. Notice of the time and place of an Annual Scientific meeting, business meeting or any special meetings shall be given by electronic mail at least thirty (30) days before the meeting.

If any meeting is adjourned, no notice need be given of the reconvened meeting if the adjournment is to a certain time and place.

3.6 Rules of Order. The meetings of the Academy shall be governed by the rules contained in the current edition of the Robert's Rules of Order in all cases in which they are not inconsistent with other provisions of the Bylaws of the Academy.

3.7 Minutes. Minutes of all business and special meetings shall be recorded. They are subject to correction at the next business meeting. The minutes are to be kept by the Secretary and shall be made available to any Member for inspection upon request.

3.8 Presiding and Recording Officers. Meetings of members shall be presided over by the President of the Academy or in their absence, by the President-Elect of the Academy or, in both their absences, by a chairperson chosen at the meeting. The Secretary of the Academy shall act as the Secretary of the meeting, or in their absence, by a Secretary *pro tempore* appointed by the presiding officer of the meeting.

ARTICLE IV

Executive Board Composition, Powers and Duties

- 4.1 General Powers and Duties.** The Executive Board shall exercise general supervision over the property, business, and affairs of the Academy, and is the primary authority on matters of policy and procedure within the Academy. It shall have the power to employ, fix the compensation of, and at its discretion, remove such agents and employees as it may deem expedient to carry out the functions of the Academy. It may exercise all such powers and do such things as it deems proper within these Bylaws to effectuate the purposes of the Academy. All committee chairs are immediately responsible to the Executive Board. The major actions of the Executive Board shall be reported to the membership at the business meeting.
- 4.2 Composition.** The Executive Board shall consist of eleven (11) voting members who are members of the Academy. The eleven voting members of the Executive Board include the President, President-Elect, Secretary, Treasurer, immediate Past President, four Members-at-Large, Chair of the Board of Clinical Certification, and Chair of the ANCDs Board of Residency Education. The Archivist and any Executive Director, or Business Manager of ANCDs will serve as members of the Executive Board *ex officio* without vote. Each of the Board members, except for the President, shall have the power to vote on issues to be decided by the Executive Board. The President may be allowed to vote only in those cases of a tie vote.
- 4.3 Members-at-Large.** Four (4) Members-at-Large shall be elected to the Executive Board by a majority of the members. Members-at-Large will serve staggered two (2) year terms. A person may serve no more than two (2) consecutive terms as a Member-at-Large. Members-at-large serve as liaison between the Executive Board and a committee assigned to them by the President.
- 4.4 Appointed Members – Chair, Board of Clinical Certification and Chair, Board of Residency Education.** Two (2) members shall be appointed to the Executive Board - the Chair of the Board of Clinical Certification and the Chair of the Board of Residency Education. An appointed member will serve on the Executive Board during their term as chair of the respective ANCDs Board, and will represent activities and interests of that ANCDs Board to the EB.
- 4.5 Archivist.** The President shall appoint an ANCDs Archivist subject to approval by a majority of the Executive Board. The Archivist will be responsible for assessing, collecting, organizing, preserving, and providing access to the historical record of the actions and activities of the Academy.
- 4.6 Vacancy and Removal.** In the case of a vacancy in the Executive Board by reason of death, resignation, or otherwise, the Nominating Committee shall nominate and the Executive Board shall approve a replacement who will serve until the next business meeting when an election will be held to choose a successor who shall hold office for the unexpired term. If time is not sufficient, the Nominating Committee and the Executive Board may select such replacement without previously notifying the membership. Until a vacancy is filled, a majority of the remaining Board members shall constitute a quorum for the transaction of business at any meeting.
- 4.7 Annual Meetings.** The Executive Board shall have at least one annual meeting. No notice is required provided all Board members are present or those not present have waived or thereafter waived notices thereof.

- 4.8 Executive Board Meetings.** Regular meetings of the Executive Board shall be held at such time and place as fixed by vote of the Board, and if so fixed, no notice thereof need be given. The majority of the voting members of the Executive Board then in office shall constitute a quorum for the transaction of business by the Executive Board.
- 4.9 Emergency Meetings.** Emergency meetings of the Executive Board may be held when called by the President or requested in writing by a majority of the Board members.
- 4.10 Notice of Emergency Meetings.** Notice of the time and place of emergency meetings of the Executive Board shall be given by electronic mail sent to each board member not less than three (3) days before the day on which the meeting is to be held; or shall be conveyed to each Board member personally, or by telephone not less than twenty-four (24) hours before the time fixed for the meeting. Such emergency meetings shall be held at such time and place as the notice thereof shall specify.
- 4.11 Action Without a Face-to-Face Meeting.** The Executive Board may act without a face-to-face meeting by communications (including telephone conference calls, electronic mail, and postal services) executed by a majority of all the Board members provided all Board members are notified in a timely manner. Such action shall have the same force and effect as action taken at a meeting of the Board members at which a quorum was present and voting. The secretary shall file such writing with the records of the meetings of the Executive Board.
- 4.12 Officers.** The officers of the Academy shall also act as the officers of the Executive Board.
- 4.13 Resignation.** Any Board member may at any time resign by delivering their resignation in writing to the Academy at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE V Officers

- 5.1 Enumeration.** The Officers of the Academy shall be a President, a President-Elect, a Treasurer, a Secretary and a Past-President.
- 5.2 Election.** All officers shall be elected by the members according to the procedures stated in Article VI, following, of these Bylaws. No person shall hold more than one office simultaneously. All officers shall serve from January 1 of the year following their election until December 31 of the year of completion of their term of office. Officers must be voting Members of the Academy.
- 5.3 President.** The President of the Academy shall be responsible for administration of the Academy's business and, when present, shall preside at all sessions of the Executive Board and meetings of the membership. The president shall have general management of the affairs of the Academy, and is subject to the general executive charge and control for management, and, subject to the control of the Executive Board, and shall perform all duties ordinarily incident to such office, and such duties as the Executive Board shall from time-to-time designate. The President, in consultation with the Executive Board shall appoint committees as prescribed in Article VII of these Bylaws. The President shall serve a term of one (1) year. A person who has served as President shall not be eligible for nomination to President-Elect for a period of five (5) years after completion of their term as President.

- 5.4 President-Elect.** The President-Elect shall assist the President and shall perform the duties and responsibilities of the President if the office is vacated. The President-Elect shall be elected in accordance with Article VI of these Bylaws. The President-Elect shall serve a term of one (1) year.
- 5.5 Secretary.** The Secretary shall submit minutes of meetings to the ANCDs Business Office, which shall keep a record of the minutes of meetings of the Executive Board. The Secretary shall perform the duties ordinarily incident to the office including annual updating of the Operations Manual and maintaining an annual record of all approved resolutions, and shall maintain such other duties and have such other powers as the Executive Board shall from time-to-time designate. A temporary Secretary shall be chosen by the Executive Board to perform these duties in the absence of the Secretary. The Secretary shall be elected in accordance with Article VI of the Bylaws. The Secretary shall serve a term of two (2) years. A person shall serve no more than two (2) consecutive terms as Secretary.
- 5.6 Treasurer.** In conjunction with the ANCDs Business Office, the Treasurer shall, except as otherwise ordered by the Executive Board, keep or cause to be kept the books belonging to this Academy with complete and accurate accounts of all monies, funds, and property of the Academy, and all disbursements, resources and liabilities of the Academy, and shall have the care and custody of the money, funds, valuable papers, documents, securities of the Academy. In conjunction with the Executive Director and ANCDs Business Office, the Treasurer shall disburse the funds of the Academy according to the direction of the Executive Board, and correct statements showing the financial condition of the Academy. The Treasurer shall have and exercise, under the supervision of the Executive Board, all powers and duties ordinarily incident to such office in similar corporations; provided, however, that no promissory note or bond shall be given in the name of the Academy unless previously authorized by vote of the Executive Board, and in such case the same shall be signed by the Treasurer and countersigned by the President. The Treasurer shall, when required by the Executive Board and in conjunction with the ANCDs Business Office, file with the Academy a bond in such form and amount, and with such sureties, as may be approved by the Board, conditioned for the faithful performance of the duties as Treasurer. The Treasurer shall be elected in accordance with Article VI of these Bylaws. The Treasurer shall serve a term of two (2) years. A person shall serve no more than two (2) consecutive terms as Treasurer.
- 5.7 Past-President.** Upon the expiration of their term, the President shall assume the office of Past President for a term of one (1) year. The Past President serves as the Chair of the Nominating Committee during that one (1) year term.
- 5.8 Executive Director.** An Executive Director, a Business Manager, or similar agent may be appointed by the Executive Board and shall serve as the chief administrative officer of the Academy and as Assistant Secretary and Assistant Treasurer. They shall be responsible for the performance of the duties of the principal office and all other employees and shall serve *ex officio* on all committees and boards of the Academy unless otherwise stipulated.
- 5.9 Vacancies and Removal.** If the office of any officer becomes vacant by reason of death, resignation, removal, or otherwise, a successor or successors, who shall hold office for the unexpired term shall be chosen in accordance with Article IV, Section 4.6 of these Bylaws. The members, at any meeting called for the purpose of a vote of a majority of the members of the Academy, may remove from office any officer of the Academy and elect a successor.
- 5.10 Resignation.** Any officer may at any time resign by delivering their resignation in writing to the Academy at its principal office or to the President or Secretary. Such resignation shall

be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VI Elections

The Nominating Committee, chaired by the Past President, shall submit a slate of one candidate for each position of Officer or Executive Board member of the Academy to the membership by electronic mail sixteen (16) weeks prior to the year's annual meeting. The membership may send (via electronic communication) to the chair of the Nominating Committee the names of members whom they wish to add to the slate. Such nominations must be received no later than fourteen (14) weeks prior to the annual meeting. Those members receiving at least five (5) nominations from voting members of the Academy, and who give their consent, will be added to the slate of candidates. The full slate of candidates will be returned to the membership by formal electronic ballot for voting twelve (12) weeks prior to the annual meeting. Electronic voting must be open for a minimum of fourteen (14) days and must be concluded a minimum of eight (8) weeks prior to the annual meeting to allow elected board members sufficient time to transition to their new positions. The candidates receiving the plurality of the vote shall be elected to the office. Results of regular elections shall be announced at the Annual Meeting. Terms of the elected board members will start on January 1 of the year following the election.

ARTICLE VII Committees

The following standing committee chairs shall be appointed by the President with the approval of the Executive Board. The terms of members of standing committees shall be adjusted so that not all members retire in one (1) year. All members of the Nominating and Honors Committees shall be voting members of the Academy. Both voting Members and Student Members may be appointed to all other committees. Committee members shall ordinarily serve for a two (2) year period except members of the Nominating Committee whose members shall serve for one (1) year; the chair and members may be re-appointed to succeed themselves. In the case of a resignation or death, a committee member or chair may be selected by the President

7.1 Nominating Committee. The Nominating Committee shall consist of the immediate Past President, as chair, and two (2) additional members who are not members of the Executive Board and who will not be eligible for election to any office in the Academy during their terms of appointment on the Committee. Members of the Nominating Committee shall serve for one (1) Year.

7.2 Membership Committee. The Membership Committee shall consist of a chair and any additional members as deemed appropriate.

7.3 Communications Committee. The Communications Committee shall consist of a chair and additional members as deemed appropriate. The Committee shall include editor(s) of an ANCDs newsletter and a Web/Online Coordinator as deemed appropriate by the Committee Chair and Executive Board. Under the direction of the Executive Board, the Committee shall serve as the interface for communication between the Executive Board and the membership of ANCDs. The Committee shall publish bulletins, newsletters, conference programs, membership directories, or other publications as the Executive Board shall authorize. The Committee shall implement communication technologies and social media associated with ANCDs business and communication with membership or the public under the direction of

the Executive Board. The ANCDS newsletter will provide a means of communication between the ANCDS executive board and members, and disseminate pertinent information to ANCDS members. The Committee shall monitor the content of the ANCDS website and initiate routine changes when necessary, serve as the primary interface between the webmaster and ANCDS officers and members, and make recommendations to the President or Executive Board regarding significant changes to the website, particularly those that incur a cost beyond the normal web hosting fees.

7.4 Professional Affairs Committee. This Committee shall consist of a chair and additional members as deemed appropriate. The Professional Affairs Committee shall initiate and maintain liaison with other professional associations and relevant consumer organizations as requested by the Executive Board.

7.5 Education and Standards Committee. This Committee shall consist of a chair and additional members as deemed appropriate. The Education and Standards Committee shall make recommendations regarding the education and training of speech-language pathologists providing services to persons with neurologic communication disorders. The Committee will also be responsible for the continuing education activities of the Academy including, but not limited to, webinars and podcasts. The Committee shall coordinate the local arrangements and program for the Annual Scientific Meeting, which is to be held in conjunction with the general business meeting.

7.6 Evidence-Based Clinical Research (EBCR) Committee. This Committee shall consist of a chair and the coordinators of the writing groups organized by clinical topic area. The committee will advance professional practice in speech-language pathology for individuals having neurologic communication disorders through the development of evidence-based writing projects, including, but not limited to, the creation of practice guidelines.

7.7 Honors Committee. This Committee shall consist of a chair and additional members as deemed appropriate. The Honors Committee shall determine appropriate means of recognizing individuals who have made significant contributions in the area of neurologic communication disorders and sciences and/or service to ANCDS, and shall recommend to the Executive Board persons to receive such recognition.

7.8 Finance Committee. This Committee shall consist of a chair and additional members as deemed appropriate. The Finance Committee shall be responsible for generating revenue for the Academy from external sources including, but not limited to, advertising and sponsorship, marketing, grants, and donations.

7.9 Race, Equity, Diversity and Inclusion (REDI) Committee. This Committee shall consist of a chair and additional members as deemed appropriate, including at least one student member, whenever possible. The REDI Committee shall support the ANCDS Executive Board and Committees in the development and implementation of initiatives that address race, equity, diversity, and inclusion. In addition, the committee will serve as a resource to all ANCDS members.

7.10 Ad Hoc Committees. The President may appoint, subject to the approval of the Executive Board, special Ad Hoc Committees from time-to-time as the President deems necessary to conduct the affairs of the Academy. Members of such Committees shall be appointed for two (2) year terms and no more than two (2) consecutive terms. The activities of these Committees shall be reviewed by Executive Board on an annual basis, and a specific Committee may be dissolved when a majority of the Executive Board considers it no longer essential.

ARTICLE VIII

Board of Clinical Certification

8.1 Composition of the Board of Clinical Certification.

8.1.1 Members. The Board of Clinical Certification shall consist of no more than fifteen (15) members including a chair who serves a three-year term with the first year as co-chair, second year as chair, and third year as advisory chair. All members of the Board of Clinical Certification must hold Board Certification by the Academy of Neurologic Communication Disorders and Sciences (BC-ANCDS). The members shall serve staggered three (3) year terms.

8.1.2 Emeritus Members. ANCDS members who have served at least one term on the Board of Clinical Certification may, with the approval of the Chair of the Board of Clinical Certification, be named an Emeritus member of the Board of Clinical Certification. An Emeritus member may serve at will with the approval of the Chair of the Board of Clinical Certification. Emeritus members of the Board of Clinical Certification may not actively participate in review of cases submitted for Board Certification, nor are they considered voting members of the Board of Clinical Certification. Duties of the Emeritus member(s) include: (1) providing mentorship to members seeking guidance related to the Board Certification Process; this mentorship may not be directly related to the case submissions for Board Certification; and (2) providing mentorship to new members of the Board of Clinical Certification.

8.2 Duties of the Board of Clinical Certification. The Board of Clinical Certification shall be responsible for implementing the Academy's program of Board Certification. The Board of Clinical Certification may make recommendations to the Executive Board for changes in the requirements for Board Certification. Executive Board approval of such changes shall require a majority vote.

The Board of Clinical Certification shall be responsible for independently and confidentially implementing the Academy's program for Board Certification. With approval of the Executive Board, the Board of Clinical Certification will determine the appropriate standards and recommend changes in the standards and requirements of Board Certification. Executive Board approval of such standards, requirements, or changes shall require a majority vote of the Executive Board. The Board of Clinical Certification will report to the Executive Board on its actions without reference to the names of Certification applicants or candidates until they have successfully completed Board Certification processes. The actions and decisions of the Board of Clinical Certification related to the Certification applicants and candidates are to be taken exclusively upon the authority of the Board of Clinical Certification. Such actions are not to be influenced or determined by the Executive Board or any of its members in any manner, other than in an advisory capacity upon the request of the Board of Clinical Certification. Executive Board approval for Board of Clinical Certification actions is required for expenditures and fees.

ARTICLE IX

Board of Residency Education

9.1 Composition of Board of Residency Education. The ANCDS Board of Residency Education (ANCDS BRE) shall consist of no more than five (5) members including a chair. All members of the ANCDS BRE must have been a full member of ANCDS for at least ten (10) years, and must be a full member during their term on the ANCDS BRE. The members

shall serve staggered three (3) year terms. Members may not serve consecutive terms unless otherwise designated by the Executive Board. The Chair of the Board of Residency Education is the only member of the Executive Board that may serve concurrently on the ANCDS Board of Residency Education.

9.2 Duties. The ANCDS BRE shall be responsible for independently and confidentially implementing the Academy's program of residency education. The ANCDS BRE will determine appropriate standards and requirements for application to the residency education program by a facility, and make recommendations to the Executive Board for changes in program standards and requirements. Executive Board approval of standards, requirements, or changes shall require a majority vote of the Executive Board.

The ANCDS BRE will be responsible for decisions on facility applications to the ANCDS BRE program. The ANCDS BRE will report to the Executive Board on its actions of review and recommendation for approval or denial of applications to the ANCDS BRE program. The actions and decisions of the ANCDS BRE related to the program applicants are to be taken exclusively upon the authority of the ANCDS BRE. Such actions are not to be influenced or determined by the Executive Board or any of its members in any manner, other than in an advisory capacity upon the request of the ANCDS BRE.

Administrative management of ANCDS BRE application materials, application fees, and site visitation expenses will be conducted by the ANCDS Executive Director and business office staff. These expenses do not require Executive Board approval. Requests for expenditures related to ANCDS BRE activities require Executive Board.

ARTICLE X Dues and Fees

The amount of membership application fees, annual dues of the membership and penalties of late payment, if any, shall be determined by the Executive Board. Life Members shall be exempt from paying dues and/or fees except for portions covering subscription to any Academy publications, and ANCDS Board Certification.

ARTICLE XI Liquidation

Upon the dissolution of the Academy, the Executive Board shall, after applying or making provision for the payment of all of the liabilities of the Academy, dispose of all of the Academy's assets exclusively for the purposes of the Academy in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the members of the Executive Board shall determine. Any such assets not so disposed shall be disposed by the court of jurisdiction exclusively for such purposes or to such organization or organizations of said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Indemnification of Members of the Executive Board, Officers, and Employees

Except as provided below, any Executive Board member, member of the Board of Clinical Certification, member of the Board of Residency Education, and other agent of the Academy, shall be indemnified in full by the Academy against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Executive Board, necessarily paid or incurred by them in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against such person or in which such person is made party, or in which such person is otherwise involved by reason of being or having been a Board member or agent of the Academy. Such indemnification shall apply to any such person even though at the time of such claim, action, suit, or proceeding, such person is no longer a board member or agent of the Academy.

No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in a reasonable belief that such person's action was in the best interest of the Academy. If such person has not been so adjudicated, such person shall be entitled to indemnification unless the Executive Board decides that such person did not act in good faith in the reasonable belief that the action was in the best interest of the Academy. Expenses incurred of the character described in the preceding paragraph may, with the approval of the Executive Board, be advanced by the Academy in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances in the event such person is adjudged not to have acted in good faith in the reasonable belief that their action was in the best interest of the Academy or in the event the Executive Board decides that such person is not entitled to indemnification. Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a board member or agent may have or obtain, and shall accrue to such person's estate.

ARTICLE XIII

Amendments

13.1 Amendments. Amendments to or repeal of any of these Bylaws may be proposed by a member of the Executive Board, any voting Member or any group of voting Members. Proposals for amendments made by a member of the Executive Board shall be submitted to the entire Executive Board for endorsement before submission to the voting membership for approval. Proposals for amendments submitted by an individual voting Member or by less than ten (10) voting Members need the endorsement of the Executive Board before being submitted to the voting membership and shall be considered at the next regular meeting of the Executive Board. Proposals made by ten (10) or more voting members will be submitted to the Secretary of the Academy. Such proposals do not require the endorsement of the Executive Board and shall be submitted directly to the voting membership for approval.

Proposed amendments shall be presented to the voting membership in writing. A minimum of fourteen (14) days shall elapse between the submission of such proposals to the membership and the counting of the ballots on the proposal. A two third (2/3) vote of those voting Members casting ballots shall be required for the adoption of an amendment.

Notification of the outcome of voting on proposed amendments shall be made by the Secretary as soon as possible.

13.2 Editorial Changes. Editorial changes may be made to the Academy's Bylaws and other official documents by the President or a designee so long as there is no substance or meaning change. Such changes shall include:

- A. The numbering of articles or sections
- B. The modification of approved terminology in order to make text uniform or consistent
- C. The correction of punctuation, capitalization, spelling, grammar, details of style and other purely editorial matters.

These changes shall be reported to the Executive Board for approval and shall take effect upon such action.