



Mining and Metallurgical Society of America

Constitution and By-Laws

By-Laws Amended February 22, 2016
Constitution Amended June 9, 2016

CONSTITUTION

Amended 1919, 1921, 1923, 1926, 1938, 1953, 1966, 1987, 1988, 2005, 2007, 2011, 2016

Article I - Name

The name of the association shall be MINING AND METALLURGICAL SOCIETY OF AMERICA.

Article II - Objectives

The Society shall seek as its primary objective to serve the National Welfare of the United States of America as it relates to the Mineral Industries. Without limiting the generality of the foregoing, this may involve such collateral fields as: (1) the advancement of the Mining and Metallurgical Industries, (2) the better protection of mining and metallurgical investors and workers, (3) the responsible development of mineral resources, (4) the increase and promotion of scientific knowledge in fields related to the Mineral Industries, (5) the encouragement of high professional ideals and ethics.

Article III - Membership

Both the Regular membership of the Society and Qualified Professional (QP) members shall consist of individuals qualified by knowledge, experience and honorable standing to advance the objectives of the Society, who shall be proposed for, and elected to, membership in accordance with the provisions of the By-Laws of the Society. There shall also be a limited Honorary Membership, pursuant to the provisions of the By-Laws. Regular and QP membership shall become effective on the date of election as certified by the Secretary upon receipt of the requisite affirmative votes of the Membership and QP Committees, and shall be contingent upon the expressed agreement of the Applicant to conform to the Constitution and By-Laws of the Society by signing the Ethics Statement.

Article IV - Rights of Members

All interests in the property of the Society of persons resigning, or otherwise ceasing to be members, shall vest in the Society. No member or officer shall receive salary, compensation, or emolument unless authorized by the By-Laws, or by concurring vote of two thirds of the Council

Article V - Council

The affairs of the Society, subject to the provisions of the Constitution and By-Laws, shall be managed by a Council composed of the Executive Committee and Councilors elected in accordance with the provisions of the By-Laws.

Article VI - Officers

The executive officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and Past President whose duties shall be such as usually attach to the respective offices, or as may be

prescribed in the By-Laws, or as authorized by the Council.

Article VII - Corporate Meetings

The Annual Meeting of the Society shall be held within three months following the close of its fiscal year. Special Corporate Meetings may be called when authorized by a majority vote of the Council or of the Executive Committee. Notice of Meeting must be mailed at least thirty days in advance of the Meeting date to all members entitled to vote, accompanied by a suitable proxy covering specifically all questions known to be on the agenda. A quorum of the members, as defined in the By-Laws, is entitled to vote in person or by proxy for the transaction of business, except as provided by Article IX for amendment of this Constitution. Except as otherwise specified in the Constitution and By-Laws, matters of Society business will be voted upon at the Annual Meetings and shall require a simple majority of those present, in person or by proxy, for passage.

Article VIII - By-Laws

The Society may adopt By-Laws to govern the conduct of its business and activities, provided that these are in harmony with this Constitution.

Article IX - Amendments

A proposal for the amendment of this Constitution may be formulated by the Council, and upon an affirmative vote of a majority of the Councilors shall be submitted to the membership of the Society at a regular or special Corporate Meeting, or by letter-ballot.

A proposal for amendment of this Constitution may also be presented to the Council by petition signed by twenty-five or more Regular members in good standing. The Council shall submit such proposal to the membership of the Society at a regular or special Corporate Meeting, or by letter ballot, together with such comment and recommendation as it may determine upon by an affirmative vote of a majority of the Councilors

The adoption of an amendment to this Constitution shall require an affirmative vote of a majority of the Membership in person, by proxy or by letter-ballot of those members entitled to vote.

A proposed amendment, which fails to be adopted because of a negative vote of a majority of the members entitled to vote, may not be resubmitted within one year after the date of such negative vote.

BY-LAWS

*Amended Sept. 5 and Oct. 4, 1911, March 13, 1913, July 19, 1919, Jan. 24, 1921,
Jan. 9, 1923, Dec. 20, 1926, Feb. 28, 1927, Jan. 10, 1938, May 20, 1953, June 1, 1966,
February 25, 1987, Jan. 26, 1988, Feb. 26, 2002, June 6, 2002, September 22, 2005, June 10, 2007 and
March 25, 2011, February 22, 2016*

Section 1 – Admission to Regular Membership

A candidate for Regular membership shall submit an application in such form and detail as may be prescribed from time to time by the Council, and to include a record of his training and practice.

To qualify for Regular membership, a candidate shall have had 10 years of practical or professional experience, including five years in positions of responsibility, in mining, metallurgical or allied lines of work. The holding of a degree from an accredited college or university may be accepted at the discretion of the Regular Membership Committee [See Section 10.2(a)] in lieu of four of the 10 years of experience. Exceptional candidates failing to meet the full experience qualifications may nevertheless be accepted to membership, subject to a two thirds favorable vote of the full Council.

Candidates for Regular membership may be nominated by any current Member and endorsed by two other current members in good standing. At the discretion of the Regular Membership Committee, a supervisor with significant knowledge of the candidate's qualifications may be used as an endorser in lieu of one current member. The endorsers shall certify as to the candidate's qualifications, based upon long-term personal and/or professional knowledge.

The qualifications of Candidates shall be judged by the Regular Membership Committee according to the standards set forth in the By-Laws, and if approved by a majority, they shall become Candidate Members with all the obligations of Members.

When, in the judgment of the Regular Membership Committee, by a majority vote, the foregoing requirements have been met, the Candidate Member's name and endorsers shall be submitted to the membership through publication in the Society's Newsletter, or by other means, with the request that any objections to the election of said candidate be transmitted within 30 days of the date of such publication to the Executive Director of the Society. Any objections by members shall be sufficient to defer the election of any Candidate Member and refer his application back to the Regular Membership Committee which shall then send any objections to the Council for its decision. If an ethical violation is alleged, the matter shall be referred to the Ethics and Disciplinary Committee. The Council will review all other objections and its decision by majority vote as to confirmation or rejection shall be final. Unless objections are filed within 30 days, a Candidate Member shall be deemed confirmed as a Regular Member.

Section 2 – Admission to Qualified Professional (QP) Membership

- a) A candidate for membership as a QP member must first have met all the requirements and have been fully accepted as a Regular member of the Society. Such Regular member may then request recognition as a QP member from the QP Committee.

- b) A QP member is a member who has been engaged in the minerals and extractive industries, or in government, education or research organizations that are concerned with those industries for at least 10 years, during which time they shall have occupied a position of responsibility for at least 5 years.
- c) The QP member holds qualified technical expertise to evaluate, interpret, inform, advise, or present recommendations to corporate management, clients or the public regarding scientific or technical qualities, features, or operations relating to materially significant aspects of a minerals related scientific, operational or business activity. This class of member is bound by and subject to the Code of Ethics of MMSA, as a practicing professional to act and report only within the specific areas of expertise that the QP member possesses.

Section 3 – Admission to Honorary Membership

Honorary Membership may be accorded to individuals who are not Members in recognition of outstanding achievement and service in fields related to the objectives of the Society. Nomination for Honorary Membership may be made by the Executive Committee or by at least 25 Members, subject to ratification by majority vote of the Council, provided that the total number of living Honorary Members shall not exceed 10. Honorary Members shall not be permitted to vote or hold office, and will not be required to pay dues or fees. The Executive Committee shall be empowered to present a suitable Letter or Certificate in recognition of Honorary Membership.

Section 4 – Annual Dues and Initiation Fees

Initiation Fees shall be established by the Council and may be changed by the Council at any time, subject to 90 days notification to the Membership. Annual Dues may be changed on recommendation of the Council.

The calendar year shall be the fiscal year of the Society, and Annual Dues shall be payable on or before January 1 of the fiscal year to which they apply. Any Member in arrears in payment of Annual Dues or other financial obligations to the Society for more than six months shall be deemed not in good standing, not entitled to vote and shall be withdrawn from active membership. The Executive Committee may in its discretion and for cause deemed sufficient remit the Dues of any Member in whole or in part. The Executive Committee may also in its discretion drop from Membership any Member in arrears for more than one year, but may reinstate such Member at its discretion and under its specified conditions.

Persons elected to Membership after June 30 shall be liable for only one-half of the annual dues for that year and for those elected after September 30, no current years dues will be assessed.

Section 5 – Resignation, Termination, Discipline and Reinstatement

Section 5.1 – Resignation

Any member, not in arrears in payment of Annual Dues or financial obligations, may terminate his Membership in the Society by sending his resignation in writing to the Executive Director. Members

resigning after February first shall be considered obligated for the full amount of Annual Dues for that year.

Section 5.2 – Termination

Upon termination of a Member pursuant to Section 4 or for any reason provided for in Section 5, the terminated Member shall have none of the rights and privileges of a Member and shall immediately discontinue representing himself as a Member of the Society.

Section 5.3 - Discipline

- a) The Council shall establish regulations entitled “Disciplinary Procedure” to provide for the implementation of this Section and, when necessary, from time to time revise the Disciplinary Procedure by a four-fifths vote of the Council.
- b) A Member is defined as any Regular or QP Member.
- c) *Obligation of Self Reporting.* In each instance where a Member is the subject of discipline administered by a licensing body, certifying or chartering professional association, or other disciplinary authority for the Member’s profession, that Member shall, in a timely manner, provide to the Executive Committee a written statement of the nature of the misconduct that resulted in such disciplinary action and a copy of any finding of misconduct issued by the licensing body, certifying or chartering professional association, or other disciplinary authority. At the request of the Executive Committee or of a committee appointed by the Executive Committee under this Section, a Member who has been subjected to disciplinary action shall execute such authorization as is necessary to permit the Executive Committee to procure or receive from a licensing body, certifying or chartering professional association, or other disciplinary authority that has disciplined the Member whatever additional information with respect to the disciplinary action the Executive Committee deems necessary. Failure of the Member to execute such authorization shall be grounds for reprimand, censure, suspension, expulsion, or other disciplinary measures.
- d) *Automatic Termination Upon Suspension or Termination of a License to Practice, Certification or Chartered Professional status, or other action for Disciplinary Reasons.* A Member whose license to practice, professional certification or chartered professional status or other disciplinary action is suspended or terminated for disciplinary reasons is automatically expelled from QP Membership in the Society. Upon receipt of an authenticated copy of a final order of suspension or termination from practice, the Executive Director shall remove the Member’s name from the Roll of QP Members.
- e) *Action Based Upon Other Determinations of a Disciplinary Authority.* When charges of ethical or professional misconduct against a Member have been the subject of a final finding or determination by a licensing body, certifying or chartering professional association, or other disciplinary authority, but have not resulted in the Member’s suspension or termination from practice, the Executive Director shall refer the matter to the President and the Chairman of the Ethics and Disciplinary Committee of the Society on a confidential basis with instructions that it conduct such further inquiry, investigation, and hearings as set out in the Society’s Disciplinary Procedure. Such action upon the recommendation may be taken as is authorized by Subsection (e) of this Section.
- f) *Ethics and Disciplinary Committee.* The Ethics and Disciplinary Committee is charged with

conducting inquiries into allegations of ethical and professional misconduct of Members pursuant to the Disciplinary Procedure and is responsible for bringing formal charges of ethical or professional misconduct and recommending the appropriate sanction as set out in these By-Laws and the Disciplinary Procedure. All matters brought before the Ethics and Disciplinary Committee shall operate with complete confidentiality. (See Section 10.2(d))

- g) *Allegations and Possible Disciplinary Actions.* Members and non-member interested parties may file a written allegation of ethical or professional malpractice against a Member with the Executive Director, who shall inform the President that an allegation has been made and forward the allegation to the Chairman of the Society's Ethics and Disciplinary Committee on a confidential basis. The Ethics and Disciplinary Committee shall pursue the allegations as set forth in the Society's Disciplinary Procedure. Following the Disciplinary Procedure, the Ethics and Disciplinary Committee may recommend that the respondent Member voluntarily resign, be reprimanded, censured, be suspended, be terminated, or otherwise discipline a Member for conduct which the Ethics and Disciplinary Committee, following the Disciplinary Procedure, finds to be inconsistent with the Constitution or By-Laws or with the MMSA Ethical Guidelines and their Interpretations; conduct which injures or brings discredit to the Society; or conduct inconsistent with the purposes and objectives of the Society as set forth in the Constitution and By-Laws and MMSA Ethical Guidelines.
- h) *Other Reports or Charges of Misconduct.* When a report of alleged ethical or professional misconduct by a Member has come to the attention of the Executive Director, but charges have not been brought before a licensing body, certifying or chartering professional association, or other disciplinary authority, or when formal charges have been brought and are still pending, but undetermined, or have been dismissed, the fact of the alleged ethical or professional misconduct shall be forwarded to the President and the Chairman of the Ethics and Disciplinary Committee on a confidential basis for action pursuant to the Disciplinary Procedure. The Ethics and Disciplinary Committee may in its discretion: (1) await the outcome of any charges pending before the licensing body, certifying or chartering professional association, or other disciplinary authority; (2) proceed to conduct its own inquiry and, if warranted, investigation into the allegations.
- i) *Procedure for Inquiries, Investigation, and Hearings.* The procedure for conducting inquiries and, when warranted, investigations and hearings into allegations of ethical or professional misconduct by a Member shall be described in the Disciplinary Procedure. These procedures are to be enforced by the Chairman of the Ethics and Disciplinary Committee as set out in the Disciplinary Procedure.
- j) *Removal of Officers and Councilors.* The tenure of any Officer or Councilor may be terminated if first recommended by a fourth-fifths vote of the Council and approved by a letter ballot of the Membership, a two-thirds vote of the Membership being required for approval. For the purpose of this clause it is understood that, in the case of an Officer, the Membership concerned is that of the entire Society, whereas in the case of a Councilor, the Membership concerned is that of the Local Section or at-large Membership which first elected him. In either case, the letter ballot shall be accompanied by statements by the Council and by the Officer or Councilor in question.
- k) *Confidentiality.* All deliberations related to discipline shall be treated as privileged and confidential, unless waived in writing or by operation of law by the Member being disciplined.

Section 5.4 – Reinstatement or Re-election

The Council, upon a four-fifths vote of its members, in its discretion and unconditionally or upon any condition or conditions it determines may be appropriate, may take the following actions:

- a) It may reinstate a former Member who has been suspended or expelled as a Member or resigned pursuant to the call of the Ethics and Disciplinary Committee or the Executive Committee.
- b) It may re-elect as a Member a former Member who resigned.

Section 6 – Councilors

Councilors shall be elected from the Members of the Society as follows:

Each Section, and the Members-at-Large, may nominate and elect one Councilor for every 25 members. Approximately one-third of the Councilors shall be elected each year. At the first election of Councilors, individual Councilors shall be assigned terms of one, two or three years by lot, in numbers providing, as nearly as possible, equal thirds of the total number of Councilors in each of the one, two and three-year terms. If the total number of Councilors is not exactly divisible by three, the one-year class shall be first increased, followed by the two-year class.

When the number of Councilors must be increased or decreased due to changes in the numbers of locations of the Membership, the increases or decreases shall be made in such a way as to most nearly balance the numbers of one, two and three-year terms.

Section 7 – Council

- a) Officers. The President and Secretary of the Society shall act as President and Secretary, respectively, of the Council.
- b) Membership. Pursuant to Article V of the Constitution, the Council shall be composed of the:
 - i) Executive Committee, i.e., the President, Vice President, Secretary, Treasurer, and the immediate past President, and
 - ii) Councilors who are duly elected in accordance with Section 6 of these By-Laws.
- c) Duties. In performing its duties, the Council may delegate its powers, except such as are expressly reserved by the Constitution and By-Laws, to committees or persons. The duties of Council of the Society, pursuant to Article V of the Constitution, shall include but not be limited to:
 - i) drafting such rules and regulations as may be necessary or desirable for the conduct of the business of the Society in accordance and harmony with the provisions of the Constitution and By-Laws,
 - ii) preparing resolutions expressing the attitude and/or opinion of the Society on any subject of public interest related to the objectives of the Society as set forth in Article II of the Constitution. It may at its discretion, and if time permits, submit such resolutions to the membership of the Society for a letter-ballot. When a resolution has been approved by three-quarters of the Council by ballot (letter or electronic), the Council shall take such action as it may deem desirable to promote the purpose of such resolution, taking due cognizance of the results of the balloting (if any) of the membership,

- iii) delegating to a person, persons or committee authority to act on its behalf for specific purposes in accordance with clearly described goals and objectives, and
- iv) when the Society is a member of a federated body, voting on behalf of the Society on any question submitted by the federated body to its members.

Section 8 – Council Meetings

The Council shall meet at least once per year, in conjunction with the Annual Meeting and at other times if convened by the President. Councilors may petition the President to convene a Council meeting, and the President shall be obliged to convene a Council meeting if petitioned by at least one-third of the Councilors (to the nearest whole number).

A quorum of the Council shall consist of a minimum one-third of the Councilors and a majority of the Executive Committee, in person, provided the quorum includes at least one Councilor who is not a member of the Executive Committee. 'In person' shall include voting by teleconference or written proxy.

The President, or a majority of the Executive Committee, may conduct letter or electronic ballots of the Council, and the President may conduct letter or electronic ballots of the Executive Committee. Actions of the Council meetings that require approval of the Executive Committee shall require a simple majority of votes from the Executive Committee in support.

Section 9 – Officers and Executive Director

The officers of the Society, as specified in the Constitution, shall be elected as hereinafter provided at the Annual Meeting of the Society for terms of two years each. In the event that a permanent vacancy occurs, it shall be filled until the next Annual Meeting, by a majority vote of the Council. The officers' terms of office shall begin at the close of the meeting at which they are elected, and they shall serve until the close of the second Annual Meeting or until their successors have been duly elected and assume their duties. Officers shall be elected by a simple majority.

The Executive Director shall be appointed by a simple majority of the Executive Committee. The Executive Director is not a voting member of the Executive Committee or Council. The Executive Director shall be compensated as a paid contractor to the Society at an amount mutually agreed on by the Executive Committee and the candidate.

The duties of the Officers shall be as follows:

Duties of the President

- a) Act as Chief Executive Officer and as the Official Representative of the Society.
- b) Appoint Standing Committees.
- c) Appoint Special Committees and individual assignments as necessary.
- d) Act as Chairman of the Regular Membership Committee.
- e) Act as Chairman of the Nominating Committee.
- f) Appoint an independent Chairman of the Ethics and Disciplinary Committee who is not a Councilor or serving as a member of the Executive Committee.
- g) Serve on the Investment Committee
- h) Act as Chair of the MMSA/SME Scholarship Committee and appoint two MMSA Members to participate in the Committee.

Duties of the Vice President:

- a) Act as Chairman of the Goals Committee.
- b) Act as Chairman of the Audit Committee.
- c) Act as President in the absence of the President.
- d) Serve on the Investment Committee

Duties of the Secretary:

- a) Keep the Minutes and Records of the Society.
- b) Conduct and certify elections.
- c) Certify election of Regular and QP members.

Duties of the Treasurer:

- a) Approve disbursement of funds from the operating accounts for budgeted Society expenses and other expenses approved by the Executive Committee.
- b) Act as Chairman of the Investment Committee.
- c) Disburse funds from the investment accounts.
- d) Arrange for audits, bonds and fees and file tax returns.
- e) Report to the Membership no less often than annually as to the Society's finances and the state of the Jackling Fund.

Duties of the Past President

- a) Act as Chairman of the QP Committee

In the event of the temporary inability of an officer to perform the duties of his office, one of the remaining officers shall act in his place; and the order to succession shall be the order in which the officers are specified in Article VI of the Constitution.

If there is question as to whether the inability of an officer to perform his duties is temporary or permanent, it shall be resolved by the Executive Committee, which may, however, at its discretion refer the matter to the Council for determination.

Duties of the Executive Director

- a) Advise Council about conformance with Constitution, By-Laws, Policies and Procedures.
- b) Assist with duties of the officers as needed and coordinate workings of the Society.
- c) Arrange and participate in Executive Committee and Council meetings.
- d) Keep committees informed of Society business by email and conference calls.
- e) Receive, respond to, or assign response to correspondence. The Executive Committee must approve correspondence and other significant documents related to the Society.
- f) Accept and process membership applications. Coordinate with endorsers and approval committees. Ensure the application process is handled according to established procedures. Correspond with candidates and prepare membership papers upon approval as members.
- g) Issue a Newsletter at least three times per year. Publish list of Candidate Members in Newsletter. Coordinate any subsequent membership objections with the Executive, Membership and QP Committees.
- h) Send dues notices annually and manage any necessary follow-up.
- i) Maintain Roll of Regular and QP Members.
- j) Collect Dues, establish bank accounts, keep financial records, and disburse funds to cover budgeted and/or approved Society expenses as approved by the Treasurer.
- k) Interface with tax preparers for production of annual tax statements.
- l) Prepare audit materials and interface with the audit committee during the yearly audit.

- m) Prepare and maintain an annual budget.
- n) Arrange for the Annual Meeting, including mailing of proxies and preparation of agendas.
- o) Manage maintenance of the Society Web sites.

Section 10 – Committees

Section 10.1 – Committee Assignment

As soon as the President takes office an **Executive Committee** shall be formed. The Committee shall consist of five members; namely, the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The Committee Members shall serve for two years, including the Immediate Past President who shall have full voting rights and his appointment to the Executive Committee shall be automatic.

- a) The Executive Committee shall oversee, manage and approve Society business.
- b) The Executive Committee shall be available to advise and assist the President.
- c) The Executive Committee shall approve all gifts, grants and expenditures from the Jackling Fund other than charges for investment administration. At least four votes shall be required for approval.
- d) Any actions resulting from a Council meeting shall be approved by the Executive Committee.

Section 10.2 – Committees and Duties

Immediately after the President takes office he shall appoint the following Standing Committees for terms which shall end concurrently with the election of a new President:

- a) A **Regular Membership Committee** consisting of at least five members. The President shall serve as Chairman. The Executive Committee may act as the Regular Membership Committee. In the event of the inability of any member of the Executive Committee to serve, a substitute may be appointed by the President or elected by a majority of the Executive Committee. The Regular Membership Committee approves candidates for membership in accordance with Section 1 of the By-Laws.
- b) A **QP Membership Committee** consisting of at least five members. The Immediate Past President shall serve as Chairman. The QP Membership Committee approves Regular Members as QP members.
- c) An **Investment Committee** consisting of the President, the Vice President and the Treasurer with the duty to administer the Jackling Fund.
 - (i) The Investment Committee shall engage an Investment Advisor, who may be (but shall not be required to be) a Member. The Investment Committee shall negotiate a suitable fee to be paid to the Investment Advisor and may also arrange a Bond on the Investment Advisor at least sufficient to cover the entire assets of the Jackling Fund at market value. It is the intent of this clause that the Investment Advisor, working with and through the Treasurer and the Investment Committee, shall undertake the day-to-day administration, investment and record-keeping of the Jackling Fund.

- d) An **Ethics and Disciplinary Committee**. The President shall appoint a Chairman who is not a Councilor nor a member of the Executive Committee. The Chairman may appoint 4 Committee members. The activities of the Ethics and Disciplinary Committee shall be administered by its Chairman. (See Section 5.3, Discipline.)
 - (i) The Committee shall review and update the member Ethics Statement as and when appropriate.
- e) An **Audit Committee** consisting of three members. The Vice President shall serve as Chairman. The Audit Committee reviews the operating financial records at the end of each year and reports to the Council at the Annual Meeting.
- f) A **Gold Medal Committee** consisting of five members. The President shall select a Chairman who is a Past President other than the immediate Past President. The Chairman shall select the members of the Gold Medal Committee and shall include primarily Past Presidents. The Gold Medal Committee receives nominations for the award yearly and determines if and when the award will be given. The Chairman will report nominations and the selected individual for the Gold Medal award to the Executive Committee.
- g) A **Goals Committee** consisting of three members. The Vice President shall serve as Chairman. The Goals Committee is responsible for organizing the annual retreat of the Council.
- h) A **Nominating Committee** consisting of five members. The President shall serve as Chairman. The Nominating Committee is appointed by the President to nominate officers and councilors for the next term of office. The Nominating Committee shall be appointed at least 6 months before the Annual Meeting that ends the two-year terms of the Executive Committee. A Nominating Committee shall also be appointed in any year when Councilor terms expire.

Section 11 – Annual Elections

On or about December 15th and in any event not less than 30 days prior to the ensuing Annual Meeting, the Executive Director of the Society shall send ballots to all members entitled to vote. Members shall cast one vote each for President, Vice-President, Secretary, and Treasurer. Members At Large and Section Members shall receive separate ballots to vote separately for Section Councilors or Councilors At Large. Each member entitled to vote shall have the right of substitution of the name of any candidate.

The candidates for Officers and for Councilors, receiving the largest number of votes, shall be elected. In case of a tie, the President shall cast the deciding vote.

Councilors representing Local Sections shall be elected by the appropriate Local Section in accordance with Section 12 of these By-Laws.

Section 12 – Local Sections

Local Sections of members of the society may be organized for scientific and professional purposes in harmony with the Constitution and By-Laws of the Society. Such Local Sections shall function subject to the provisions of the Constitution and By-Laws and pursuant to such Rules and Regulations as may be prescribed by the Council. They shall report their activities and actions to the Council, through the

Executive Director of the Society. They shall not have the power to take any action or express any opinion on any public question on behalf of the Society, but may initiate and propose such action or expression of opinion by presenting such proposals to the Council for its consideration.

Local Sections may be formed by any reasonably identifiable geographic area, such as city, metropolitan area, state or region. "Layered" Sections will be permitted (i.e., a city and the state containing it) but no Member shall belong simultaneously to more than one Section. Local Sections are free to charge Local Dues and to use these funds for any purpose not in conflict with the Constitution, By-Laws or policies of the Society.

Members who do not reside within the boundaries of a Section, or who do not join a Section, shall be deemed Members-at-Large.

Section 13 – Amendments to By-Laws

A proposal to amend the By-Laws may be presented to the Council in writing by any three Councilors or by written petition signed by 25 or more Members of the Society. If such proposal is approved by a majority of the Council, it shall be submitted to the membership at a regular or special corporate meeting, called and conducted in accordance with Article VII of the Constitution, and providing that a majority vote of 20% of the total membership shall be sufficient for the adoption of an amendment to the By-Laws.

Section 14 - General

Section 14.1 – Definition of Quorum

A quorum of the membership is defined as 20% of the total current membership either in person or by proxy.