

COLLEGE OF AMERICAN PATHOLOGISTS

CONSTITUTION AND BYLAWS

CONSTITUTION

ADOPTED December 13, 1946

Amended: October 13, 1952; October 13, 1953; September 6, 1954; September 7, 1959; October 3, 1961; October 20, 1964; October 18, 1965; October 15, 1968; February 24, 1971; October 22, 1973; October 30, 1979; October 29, 1984; October 26, 1987; March 4, 1991; October 12, 1992; September 30, 1996; August 28, 2008

ARTICLE I. Name

The name of this corporation shall be the College of American Pathologists.

ARTICLE II. Incorporation

The College of American Pathologists shall be incorporated under the laws of the State of Illinois. The College of American Pathologists shall have all of the powers of a not-for-profit corporation as are now and shall hereafter be conferred by the statutes of the State of Illinois.

ARTICLE III. Objectives

The objectives of the College shall be:

- To foster the highest standards in education, research, and the practice of Pathology;
- To advance the science of Pathology and to improve medical laboratory service to patients, to physicians, to hospitals, and to the public through study, education, and improvement of the economic aspects of the practice of Pathology;
- To enhance the dignity, scientific basis, and efficient practice of the specialty of Pathology for the service of the common good.

ARTICLE IV. Administration

Section 1.

The governance of the College of American Pathologists shall be vested in a Board of Governors.

Section 2.

There may be a legislative body with powers authorized in the Bylaws.

ARTICLE V. Membership

Section 1.

Membership in this organization shall be in the following classes:

- a. Fellow or Founding Fellow
- b. Life Fellow
- c. Emeritus Fellow or Emeritus Founding Fellow
- d. Honorary Fellow
- e. Inactive Fellow
- f. Junior Member
- g. International Fellow
- h. Emeritus International Fellow
- i. Affiliate Member
- j. Emeritus Affiliate Member

Section 2. Qualifications for Membership

- A. Election to all classes of membership shall be made by the Board of Governors following application.
- B. Fellow. Physicians of good moral character shall be eligible for Fellowship if they devote themselves primarily to the practice of Pathology and are certified by the American Board of Pathology, the Royal College of Physicians and Surgeons of Canada, the American Osteopathic Board of Pathology, or other certifying body approved by the Board of Governors. Fellows shall have the right to hold elective office and to appointment or election to the Board of Governors, in addition to the right to vote and to committee membership. They shall have the privilege of using the initials "FCAP" after their names. The original fellowship of the College of American Pathologists shall individually be known as Founding Fellows.
- C. Life Fellow. Fellows of the College in good standing may qualify for Life Fellowship by prepayment of dues as prescribed by the Board of Governors.
- D. Honorary Fellow. Individuals who have made outstanding contributions to the science of Pathology or to the College may be elected to Honorary Fellowship by the Board of Governors.

They shall not have the right to vote, hold elective office, or be required to pay dues. They may be appointed to committees.
- E. Inactive Fellow. A Fellow who does not qualify for emeritus standing but who has retired from Pathology for reasons acceptable to the Board of Governors, upon application may be granted inactive standing. The Board of Governors may

- prescribe the duration of Inactive Fellowship. Inactive Fellows may be required to pay dues in an appropriate amount as determined by the Board of Governors. They shall not have the right to hold office or vote.
- F. Junior Member. Physicians of good moral character shall be eligible if they are actively enrolled in, or have completed, a formal training program in Pathology towards the qualifications of the American Board of Pathology, the Royal College of Physicians and Surgeons of Canada, or the American Osteopathic Board of Pathology. For physicians not certified by one of these boards within three (3) years of the date of the completion of training, Junior Membership shall automatically terminate at the end of the calendar year. When certified by a qualifying board, Junior Members are expected to apply for Fellowship within one year, after which Junior Membership shall automatically terminate. In the event of illness or other mitigating circumstances, the time periods may be extended at the discretion of the Board of Governors. Junior Members shall not have the right to vote in the election of College Officers or Governors or on the adoption of amendments to the Constitution or Bylaws. They may be appointed to committees and vote as members of such committees.
- G. International Fellow. Physicians residing outside of the United States and Canada who spend at least fifty percent of their professional time practicing Pathology, and who have taken and passed their country's certifying Pathology exam (if there is one established), shall be eligible to be International Fellows. International Fellows shall have the privilege of using the initials "IFCAP" after their names but will not have the right to vote or hold elective office. They will pay the same dues as Fellows and may be appointed to participate in committees electronically.
- H. Affiliate Member. Qualified physicians who are certified in Pathology in a foreign country by an internationally recognized certifying body, and/or whose major practice in a foreign country is devoted to Pathology shall be eligible to be Affiliate Members. Affiliate Members shall not have the right to vote or hold elective office but may be appointed to committees. The membership category of Affiliate Member will be closed to new applicants effective September 26, 2008, and thereafter eliminated when there are no longer members in this category.
- I. Emeritus Fellow, Emeritus International Fellow, and Emeritus Affiliate Member. Upon application to the Board of Governors, Fellows, International Fellows, or Affiliate Members who have attained the age of 70 may be granted emeritus standing. Fellows, International Fellows, or Affiliate Members who have attained the age of 65, or such age as may be considered appropriate in individual cases by the Board of Governors, and who have retired from the active practice of Pathology, upon application may be granted emeritus standing. Fellows, International Fellows, or Affiliate Members who have attained the age of 60, have retired from medical practice, and have been Fellows, International Fellows, or Affiliate Members for 20 years, upon application may be granted emeritus standing. Emeritus Fellows, Emeritus International Fellows, and Emeritus

Affiliate Members shall not be required to pay dues and shall not have the right to hold office or vote. They may be appointed to committees. Founding Fellows granted emeritus status shall be Emeritus Founding Fellows. The membership category of Emeritus Affiliate Member will be closed to new applicants effective September 26, 2008, and thereafter eliminated when there are no longer members in this category.

ARTICLE VI. Officers

The Officers of the College shall consist of the following:

President

President-Elect

Secretary-Treasurer

Election of these Officers and their duties shall be as provided for in the Bylaws.

ARTICLE VII. Stated Meetings

The Board of Governors shall call annually at least one meeting of the membership at a site and time it shall determine. This meeting will be designated as the Stated Annual Meeting. Special meetings of the membership may be called at the discretion of the Board of Governors.

ARTICLE VIII. Amendments

Proposed amendments to this Constitution shall first be submitted to the Board of Governors for its recommendation. Amendments may be initiated by a resolution adopted by two-thirds (2/3) vote of the Board of Governors or by petition signed by at least 200 Fellows. The proposed amendments with the recommendation of the Board of Governors, favorable or unfavorable, shall be delivered in writing to the Fellows of the College, with voting instructions, at least ninety (90) days before a Stated Annual Meeting of the College. Fellows must cast their vote in the manner prescribed by the Board at least thirty (30) days prior to the Stated Annual Meeting at which the results will be announced. An affirmative vote of at least two-thirds (2/3) of the legal votes cast shall be required for the adoption of any amendment. At least ten (10) percent of the eligible membership shall vote in order for any amendment to become effective.

BYLAWS

ADOPTED December 13, 1946

Amended: October 11, 1949; October 13, 1952; October 10, 1955; October 8, 1956; September 30, 1957; September 7, 1959; September 27, 1960; October 3, 1961; October 18, 1965; September 20, 1966; September 26, 1967; October 15, 1968; February 11, 1970; February 24, 1971; October 26, 1971; February 9, 1972; October 18, 1972; October 22, 1973; October 8, 1974; September 23, 1975; October 27, 1976; October 25, 1977; October 30, 1979; October 29, 1984; April 1, 1985; March 30, 1987; October 26, 1987; October 30, 1989; October 22, 1990; March 4, 1991; October 12, 1992; September 30, 1996; August 28, 2008; March 20, 2010.

Preamble

These Bylaws are intended to be the working rules and regulations of the College to enable it to meet the vicissitudes of time and society. Flexibility and opportunities for member initiative are desirable.

ARTICLE I. Election, Duties of Officers

Section 1. Elections, Terms of Offices, Vacancies

The regular election of Officers shall be conducted pursuant to Article V of these Bylaws. The term of office shall begin at that Stated Meeting after the election results are final. A President-Elect shall be elected in odd-numbered years for a two-year term and thereafter shall become President automatically. The term of a President shall be two years.

Should the office of President become vacant in the first year of its term, the Immediate Past President shall fill the office until the next regular election, at which time the President-Elect will succeed to the Presidency to serve the remaining year of the vacated term plus the following regular two-year Presidential term. A new President-Elect shall be elected in the regular sequence of events to serve concurrently with the two-year Presidential term.

Should the office of President become vacant in the second year of its term, the President-Elect shall fill the remainder of that term plus the following regular two-year Presidential term. A new President-Elect shall be elected in the regular sequence of events to serve concurrently with the two-year Presidential term.

Should the office of President-Elect become vacant in the first year of its term, the Board of Governors shall appoint an Acting President-Elect from its membership to fulfill the duties of the President-Elect until the next regular election, when a new President-Elect shall be elected to serve the remaining year of the term, and thereafter succeed to the Presidency.

Should the office of President-Elect become vacant in the second year of its term, the Board of Governors shall appoint an Acting President-Elect from its membership to

fulfill the duties of President-Elect until the next regular election, when a new President-Elect shall be elected and a new President elected if there is no successor as designated by these Bylaws.

Should the office of President and President-Elect become vacant simultaneously, the Secretary-Treasurer will assume the duties of the President until the next regular election, when a President and President-Elect shall be elected for full two-year terms.

A Secretary-Treasurer shall be elected every three (3) years beginning in 1982.

Should the office of Secretary-Treasurer become vacant, the Board of Governors shall fill the office by appointment of a Governor who shall serve until the next regular election, at which time a Secretary-Treasurer shall be elected for a full term. No Fellow may be elected Secretary-Treasurer for more than two full terms.

Section 2. Duties of the President, President-Elect, and Secretary-Treasurer

The President shall function as the principal Executive Officer of the College, ex officio member of all committees except the Nominating Committee, and as chair of the Board of Governors with the right to vote. The President shall preside at all meetings of the College.

The President-Elect shall be an ex officio member of the Board of Governors and all committees except the Nominating Committee, and shall preside at meetings in the absence of the President. Under such rules as the Board of Governors may adopt, the President-Elect shall be empowered to sign checks made in payment of College obligations as a substitute for either the Secretary-Treasurer or the chief administrative officer when either are unavailable. The President-Elect shall furnish surety bond as specified by the Board of Governors.

The Secretary-Treasurer shall be an ex officio member of the Board of Governors and all committees except the Nominating Committee. The Secretary-Treasurer shall be responsible for the handling of all funds of the College and shall furnish surety bond as specified by the Board of Governors. Periodic reports of the financial condition of the College shall be submitted to the Board of Governors and House of Delegates. The Secretary-Treasurer shall be responsible for all records of the College and shall ensure that all pertinent business is accurately and promptly recorded. The Secretary-Treasurer shall also implement record retention policies as adopted by the Board of Governors. The Secretary-Treasurer shall prepare an annual budget and shall recommend policies for effective and efficient expenditure of College funds for approval by the Board of Governors.

Section 3. Board of Governors

The Board of Governors shall be twelve (12) plus those who serve ex officio as provided in the Bylaws.

Each Governor shall serve for a term of three years and shall take office at the Stated Annual Meeting upon election. At least four Governors shall be elected annually.

No Fellow shall be elected Governor for more than two full terms.

Vacancies shall be filled by the Board of Governors for the remainder of the unexpired terms. Any Governors so appointed shall retain the option of running for two full terms.

The Immediate Past President shall also be a member ex officio of the Board of Governors for the year immediately following expiration of the presidential term. The Speaker and Vice Speaker of the House of Delegates and the Chair of the Residents Forum shall serve ex officio as members of the Board of Governors.

Section 4. Duties and Powers of Board of Governors

The Board of Governors shall have the duties and powers ordinarily delegated to the governing body of a corporation, including the following:

- a. To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of the College, including the initiation and establishment of policy, in order to promote and attain the objectives of the College.
- b. To call stated and special meetings of the College as may be required, and to conduct all other College affairs not otherwise provided for.
- c. To employ a chief administrative officer who may or may not be a member of the College, for a salary and term of office which it shall determine.
- d. To review the actions of the House of Delegates. All actions of the Board of Governors with respect to business referred by the House of Delegates shall be transmitted to the officers and members of the House of Delegates.
- e. To prepare guidelines and principles of professional conduct.
- f. To elect the Executive Committee annually from its membership.
- g. To create and appoint from Presidential nominees all standing committees.
- h. To direct and review all council and committee activities.
- i. To establish rules and procedures for all College elections, including run-off elections, consistent with these Bylaws.
- j. To assure that appropriate procedures for payment of College obligations are established.

- k. To report to the College annually its work and activities, including a full financial statement prepared by a certified public accountant, and such interim reports as are necessary and advisable.
- l. To adopt rules and regulations covering the election of Fellows supplementing those in the Constitution and Bylaws.
- m. To elect all classes of membership in the College.
- n. To establish the initiation fees and the annual dues for all categories of membership except that Honorary and Emeritus Fellows shall not be required to pay dues. It may, for sufficient cause, remit the dues of a person in any category.

Section 5. Meetings of the Board of Governors

The Board of Governors may be called into session by the President, or in the President's absence, the President-Elect, or upon written petition of any five (5) Governors. A quorum for any meeting of the Board of Governors shall be ten (10) voting members.

Section 6. Duties and Powers of the Executive Committee

There shall be an Executive Committee composed of Officers and Governors elected by the Board of Governors. Each council shall be represented. The Executive Committee shall have all of the authority of the Board of Governors in the management of the corporation between regular and special meetings of the Board of Governors, provided that actions of the Executive Committee shall be taken only by the unanimous vote of not fewer than five (5) members present and voting, and provided further, that all actions of the Executive Committee shall be reported to the Board of Governors at the next meeting. The President shall be the chair of the Executive Committee.

ARTICLE II. House of Delegates

Section 1. Purpose

A House of Delegates shall act as the legislative body of the College of American Pathologists. It shall receive reports of the activities of the Board of Governors and College councils, commissions, and committees. It may initiate its own business and assume such other responsibilities as may be assigned by provisions in the Bylaws. Upon concurrence by the Board of Governors, policy determinations by the House of Delegates shall become official policy of the College. Actions of the House vetoed or modified by the Board of Governors shall be returned to the House, together with the reasons therefor, for consideration at its next meeting.

Section 2. Composition of the House of Delegates

Delegates shall represent their respective states and provinces, the District of Columbia, Puerto Rico, and foreign countries, in a ratio proportionate to their respective memberships as prescribed by the House of Delegates. The military services, the Public Health Service, the Veterans Administration, and the Junior Membership of the College shall also be represented. Excepting the Junior Membership representative, only Fellows

may serve as Delegates. Only Fellows shall have the right to vote in the election of Delegates and in run-off elections for Officers and Governors of the College.

Section 3. Rules of the House

For the conduct of its business, the House of Delegates shall adopt rules which may include, among other provisions, composition of the House, duties, the time and place of its meetings, and exceptions from the Rules of Order of the College of American Pathologists. The House shall meet at the time of the Stated Annual Meeting when it shall receive the report of the election of Officers and Governors and conduct any necessary run-off elections.

Section 4. Membership Forum

Any group of twenty-five (25) Fellows may petition the House of Delegates in writing for the use of the floor of the House as a forum to discuss issues of interest. The Speaker shall designate the agenda time.

ARTICLE III. Committees, Councils, and Residents Forum

Section 1. Committees

The Board of Governors shall establish appropriate committees including, but not limited to, the following:

- a. Finance
Responsibility: finance and annual budget
- b. Credentials
Responsibility: membership
- c. Planning
Responsibility: planning and priorities
- d. Constitution and Bylaws
Responsibility: formulation, review, and interpretation of Constitution and Bylaws

Section 2. Council Organization

To promote the efficient conduct of the College's programs and projects, the Board may organize councils composed of committees, commissions, subsidiary boards, and other organizational units which have similar functions or promote related missions.

Section 3. Council Structure

Each council shall be headed by a chair and vice chair appointed by the President with the advice and consent of the Board. Ordinarily the chair and/or vice chair of each council will be members of the Board. The membership of each council shall include at least two members of the Board and the chairs of primary committees and commissions included in the council.

Section 4. Council Function

Each council shall receive reports and requests from its component units and transmit information and policy decisions from the Board to its units.

Each council shall review the recommendations of its units and make decisions within established College policy. A council may refer requests and recommendations back to the originating component for documentation or clarification.

When requests or recommendations would require a change in established policy or establishment of new policy, the council shall clarify the issues involved and ensure adequate documentation and clear exposition. The request or recommendation shall then be transmitted to the Board with the council's recommended disposition.

Section 5. Appeal Mechanism

If a committee or other component unit disagrees with a decision of its council, its chair may request reconsideration by the council with review by the Executive Committee. In the event that the Executive Committee affirms the decision of the Council, final appeal to the full Board for reconsideration may then be made, supported with documented reasons for disagreement with the decisions of the council and Executive Committee.

In all cases appealed to the Executive Committee and the Board, the council shall transmit promptly to the committee or component unit chair the disposition of the appeal and the reason therefor.

Section 6. Council Reports

At each regular business meeting of the Board, the councils shall present:

- a. a report of actions taken within established policy;
- b. any recommendations for Board action, accompanied by concise documentation; and
- c. an informational report reviewing succinctly all significant activities of the council and its components since its previous report to the Board.

Section 7. Committee Appointment

The Board of Governors shall develop policy regarding appointment and other issues impacting on committee membership.

Section 8. Residents Forum

- A. A Residents Forum shall represent Junior Members of the College to the House of Delegates, Board of Governors, and the American Medical Association Resident Physicians Section. It shall address issues which reflect the needs and interests of the College's Junior Members.
- B. The Residents Forum shall be comprised of Junior Members from states and Canadian provinces, the District of Columbia, United States territories, and the

United States military service—all as provided in the bylaws of the Residents Forum.

- C. The bylaws of the Residents Forum and all amendments thereto shall require approval by the Board of Governors. These bylaws shall include provisions regarding Forum officers and committees, Forum composition, elections, conduct of business, and amendment requirements.

ARTICLE IV. Conduct of Business

Section 1. Meetings of Members

- A. **Time and Location.** Meetings of members for the conduct of business shall be held at such times and places as the Board of Governors shall direct. A quorum shall consist of fifty (50) Fellows.
- B. **Rules of Order.** Sturgis Standard Code of Parliamentary Procedure shall govern the conduct of all meetings unless specific exception is provided in these Bylaws.
- C. **Notification of Members.** Fellows shall be given at least one hundred and twenty (120) days prior notice of Stated Meetings. Notice of Special Meetings will be determined by the Board of Governors consistent with the exigencies of the situation.

Section 2. Places of Business

A headquarters and other offices of the College shall be maintained at the discretion of the Board of Governors.

Section 3. Chief Administrative Officer

The Board of Governors shall appoint a chief administrative officer whose duties shall include the administration of all College business offices, the safekeeping of complete and accurate records of College proceedings and activities, and such other duties as may be assigned by the Board of Governors. The chief administrative officer shall furnish surety bond as directed by the Board of Governors.

ARTICLE V. Election Procedures

Section 1. Nominations

- A. At least six (6) months before each Stated Annual Meeting, the President shall appoint, with the approval of the Board of Governors, a Nominating Committee of seven (7) Fellows to prepare nominations for Officers and Governors in accordance with the Constitution and Bylaws. The chair of this committee shall be selected by the President.

Each Nominating Committee shall include one, and only one, member from the previous year's Nominating Committee. Three members of the Nominating Committee shall be Delegates currently in office, selected from a list of no fewer

than five (5) and no more than ten (10) nominees selected by the House of Delegates Steering Committee. Members shall be chosen with due consideration for geographic representation and representation of each council structure. No Fellow shall serve on more than two consecutive Nominating Committees.

The Nominating Committee should consider geographic representation in its deliberations. The President shall send the Report of the Nominating Committee to the Fellows at least one hundred and twenty (120) days before the Stated Annual Meeting.

- B. Additional nominations for Governors and Officers may be made by signed petition of at least one hundred (100) Fellows submitted to the chief administrative officer no later than ninety (90) days before the next Stated Annual Meeting.
- C. Fellows of the College may submit suggestions to the Nominating Committee for candidates for election.
- D. The chief administrative officer shall communicate to the Fellows at least sixty (60) days before the Stated Annual Meeting, the names of all nominees for Officer and Governor, the origin of the nominations, and the candidates' current curriculum vitae as approved by each candidate.
- E. Any nominee for Officer or Governor shall have been a Fellow in good standing for at least five (5) years prior to nomination.

Section 2. Elections

- A. Prior to the Stated Annual Meeting, the Fellows shall elect the Officers and Governors by such voting method as shall be determined by Elections Oversight Committee policy. The ballot may include a provision for write-in voting.
- B. At least sixty (60) days before the Stated Annual Meeting, the chief administrative officer shall provide to all Fellows a mail or electronic ballot listing all nominees. Marked ballots must be postmarked or received electronically no later than thirty (30) days prior to the Stated Annual Meeting to be considered valid.
- C. The results of the ballot shall be tabulated by an appropriate agency and reported to the chair of the Elections Oversight Committee who, in turn, will notify all candidates of the election results. Election results shall be announced at the Stated Annual Meeting.

Section 3. Run-off Elections

- A. Election of Officers and Governors shall be by majority vote.

- B. In the event no candidate for a position achieves a majority, the House of Delegates shall elect by secret ballot from that number of candidates, in decreasing order of plurality, which exceeds by one the position(s) to be filled.
- C. In a run-off election, each ballot, to be valid, shall include one vote for each and every position to be filled.

Section 4. Definition

For the purposes of Article V, the time for reports, requests, and ballots shall be measured from the date of the Stated Annual Meeting.

Section 5. Emergency Procedures

- A. If, at any time within ninety (90) days prior to the date specified in Section 2(B) for receipt of marked ballots, a nominee for the office of President, President-Elect, or Secretary-Treasurer nominated under Section 1(A) shall die or become unable to serve, then the procedure set forth in this section shall govern.
- B. The Nominating Committee shall reconvene promptly and shall nominate another candidate for the office in question. The chief administrative officer thereupon shall send immediately to the Fellows the name of the original nominee and the name of the new nominee. Additional nominations for the office may be made by signed petition of at least one hundred (100) Fellows submitted to the chief administrative officer no later than thirty (30) days before the next Stated Annual Meeting.
- C. Election for the office in question shall be by secret ballot voted by eligible Fellows in person at the Stated Annual Meeting. The ballot shall include the names of all nominees as well as provision for a write-in vote in lieu of nominations from the floor. The portion of all mailed ballots dealing with this office shall be null and void.
- D. Section 3 shall govern any run-off election. This section shall supersede any inconsistent provision in Sections 1 or 2.

ARTICLE VI. Discipline

Section 1. Nonpayment of Dues

A member shall be considered delinquent after failure to pay dues and may be dropped from the rolls of the College and deprived of all rights and privileges. The Board of Governors shall establish, publish, and implement rules for delinquency and reinstatement.

Section 2. Disciplinary Action

The Board of Governors may expel, suspend, or otherwise discipline any member found to be deficient in moral character or professional competence, or found to be guilty of

professional misconduct. The procedures governing any such action are set forth in the College's Fair Hearing Plan Policy and other policies.

Disciplinary action against any member shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Governors present at the meeting at which such action is considered.

Section 3. Membership Termination or Suspension

Any member whose membership has been terminated or suspended shall forfeit all rights and privileges in the College and shall not thereafter hold himself or herself out as a member of the College of American Pathologists.

ARTICLE VII. Dissolution Procedure

In the event the College is dissolved, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the College, distribute all of the remaining assets as the Board of Governors shall determine to such organization or organizations organized and operated for purposes related to one or more of the purposes contained in the Constitution of the College as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code.

ARTICLE VIII. Miscellaneous Provisions

Section 1. Missions of the College

From time to time the Board of Governors shall determine the appropriate missions of the College.

Section 2. Professional Relations

Members of the College are governed in their medical practice by the CAP Principles of Ethical and Professional Conduct.

Section 3. Indemnification

The College shall indemnify each Officer, Governor, volunteer, and member of the staff against liability and expenses, including attorney's fees, incurred in connection with any legal action in which the individual is made a defendant by reason of the individual's good faith efforts on behalf of the College. This indemnification does not extend to conduct deemed by the Board of Governors to have been undertaken in bad faith or contrary to any rule or policy of the College. As a condition of receiving indemnification, the indemnified individual shall allow the College to appoint counsel and shall agree to a coordinated defense to the extent deemed appropriate by the College. Counsel appointed for the individual may, at the discretion of the College, be the same as counsel appointed to represent the College and/or other individuals.

Section 4. Insurance

The Board of Governors of the College shall be authorized to purchase and maintain insurance on behalf of any person who may be indemnified against any liability asserted against that person and incurred by that person as a result of serving in an office whose

holder may be indemnified or as a result of that person's performance of activities for which that person may be indemnified pursuant to this Article VIII.

Section 5. Severability

If any provision of the Constitution or these Bylaws shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provision of the Constitution or these Bylaws.

ARTICLE IX. Amendment

Section 1. Proposal of Amendments

- A. Amendments may be proposed to the membership by the Board of Governors or the House of Delegates. A signed petition of thirty (30) Fellows requesting an amendment shall be referred to the House of Delegates.
- B. Amendments proposed by the House of Delegates shall require affirmative vote of two-thirds (2/3) of the Delegates present and voting.

Section 2. Evaluation and Recommendation

- A. When conveyed to the membership, all amendments proposed by the House of Delegates shall carry the recommendation of the Board of Governors, favorable or unfavorable.
- B. Amendments proposed by the Board of Governors shall be submitted to the House of Delegates for recommendations, favorable or unfavorable.
- C. When conveyed to the membership, all proposed amendments shall have been evaluated by the Constitution and Bylaws Committee for consistency with the Constitution and provisions of the Bylaws.

Section 3. Notification to Members

All proposed amendments shall be delivered in writing to the Fellows of the College at least ninety (90) days prior to the Stated Annual Meeting at which the results of the voting will be announced.

Section 4. Required Vote

The Bylaws may be amended by majority vote by mail or electronic ballot. At least ten (10) percent of the eligible membership shall vote in order for any amendment to become effective. All returned ballots shall be date stamped at least thirty (30) days prior to the Stated Annual Meeting at which their results will be announced.

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