

Proposed Revision of the American Association of Avian Pathologists Constitution and Bylaws

Explanatory comments are inserted after each section, in red type.

[AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS BYLAWS]
OR
[AMERICAN ASSOCIATION OF POULTRY HEALTH PROFESSIONALS BYLAWS]

Explanation: A change in the name of the Association has been proposed. This change will be dealt with in a completely separate discussion and vote. The outcome of that vote will determine the name that appears in the new revised bylaws. Association executive experts suggest that the word “Constitution” is now archaic, and the preferred legal term is “Bylaws”.

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Note: The pagination in this table of contents will not match the pages in this edition of the document due to the insertion of these explanatory comments. The order of several articles in the proposed new document has been changed from the old document for better sense, clarity, and logical flow, so the numbering of the proposed new sections will not always follow the numbering and ordering of the sections in the existing bylaws.

ARTICLE I

NAME, INCORPORATION, AND PURPOSES

Section 1-01. Name. The name of this organization shall be [the American Association of Avian Pathologists, Inc. or the American Association of Poultry Health Professionals, Inc.] [name to be determined in a separate vote] (hereinafter referred to as the “Association”).

Section 1-02. Incorporation. The Association shall be incorporated as a non-profit organization in the State of Delaware.

Section 1-03. Purposes. The organization, which does not contemplate pecuniary gain or profit, incidental or otherwise, is organized exclusively for charitable, scientific, educational, and other exempt purposes described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended (the “Code”). Accordingly, the nature of the activities and the objects and purposes proposed to be transacted, promoted, and carried on are to do any and all things permitted to be done by an organization described in Section 501 (c) (6) of the Code, including: To form and maintain an association to be known as the [AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS, INC. or the AMERICAN ASSOCIATION OF POULTRY HEALTH PROFESSIONALS, INC.] [name to be determined in a separate vote] and to admit members on such terms and conditions as the Bylaws may provide and especially to engage in the following activities to the extent permitted and in the manner permitted a Section 501 (c) (6) organization:

- (a) Provide an organization for the promotion of scientific and educational advancement in the field of poultry health, poultry welfare, and the safety of foods originating from poultry.
- (b) Stimulate scientific progress in poultry health and pathology.
- (c) Encourage adequate training in poultry health and management in schools of veterinary medicine.
- (d) Encourage graduate and other forms of advanced education in poultry health.
- (e) Encourage the publication of a scientific journal on poultry health and diseases.
- (f) Advocate on behalf of the interests of the membership and the poultry health profession.

Section 1-04. Powers and Limitations.

- (a) In furtherance and not in limitation of the powers of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer or in any manner dispose of property. In general to carry on any other activities in connection therewith not forbidden by the laws of the State of Delaware and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, with all the powers conferred upon corporations by the laws of the State of Delaware, all in accordance with the requirements imposed on organizations described in Section 501 (c) (6) of the Code.
- (b) The Association is not authorized to issue capital stock.
- (c) No part of the net earnings of the corporation shall inure, in whole or in part, to the benefit of any contributor, director, officer, member, or other private individual or person.
- (d) No part of the activities of the corporation shall involve attempting to influence legislation by propaganda or otherwise or directly or indirectly participating in, or intervening in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office, or activities which would

cause the corporation to be an "action" organization as defined in Treasury Department regulations under Section 501 (c) (6) of the Code.

- (e) Upon any dissolution or winding up of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes described in Section 501 (c) (6) of the Code, or to the Federal government or to a state or local government for a public purpose.

ARTICLE II

OFFICES

Section 2-01. Registered Office. The Association shall maintain a registered office and registered agent in the State of Delaware as required by the laws of that State.

Section 2-02. Other Offices. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Association may require.

Explanation: The original Articles I, II, and III are combined in a new Article I for clarity, sense, and logical flow. The majority of changes in this section are cosmetic changes for clarity and to ensure that certain requirements of Delaware Code Title 8 are recorded for future reference, including particularly the new additions to Section 1-04 (a) and (b) and the new Article II, Offices, Sections 2-01 and 2-02. The addition to Section 1-03 (a), inserting the phrase “poultry welfare, and the safety of foods originating from poultry”, is to better align the purposes with the recently adopted mission and vision statement. Section 1-03 (f) was recommended by Mr. Hochstadt and is a recent focus of our Association. The statements of purpose are otherwise almost verbatim from the Articles of Incorporation and should be left reasonably intact for IRS purposes.

ARTICLE III

MEMBERSHIP, ADMISSION OF MEMBERS, AND MEETINGS OF MEMBERS

Section 3-01. The types of membership in this organization shall be:

- (a) Member
- (b) Life Member
- (c) Associate Member
- (d) Honorary Member
- (e) Retired Member and Retired Associate Member
- (f) Student member
- (g) Student chapter
- (h) Charter Member

Section 3-02. Qualifications for membership: Membership may be granted to any individual who (1) meets the criteria set forth for a category of membership in the Association listed in one of the subsections (a) through (h) below; (2) shares interest in and supports the purposes of the Association; (3) abides by these Bylaws and such other policies, rules, and regulations as the

Association may adopt; and (4) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish.

- (a) Members: Shall have earned a professional degree in veterinary medicine from a school or college of veterinary medicine and, if a resident of the U.S.A., be a member of the AVMA.
- (b) Life Member:
 - (1) A special category of membership to which members and associate members, upon entering retirement, may be elected following nomination.
 - (2) Life Members shall not be required to pay dues or assessments.
 - (3) The following criteria must be fulfilled to be considered for election:
 - i. The candidate must have been active in the field of poultry health for a minimum of 25 years.
 - ii. The candidate must have made significant contributions to the Association.
 - iii. The candidate must have made significant contributions to the field of poultry health.
 - iv. Equal weight will be given to criteria ii and iii in the decision.
 - (4) Retirement is interpreted to mean that the member or associate member has retired from major gainful employment.
- (c) Associate Members: Veterinarians who are U.S. residents but not members of the AVMA, and persons in any country who have not earned a professional degree in veterinary medicine from a school or college of veterinary medicine and who are engaged in some phase of poultry health.
- (d) Honorary Members: Scientists who have made unusually significant contributions to the field of poultry health. Not more than two honorary members shall be selected in any one year. An honorary member shall not be required to pay any dues or assessments.
- (e) Retired Member and Retired Associate Member:
 - (1) Upon entering retirement, a Member or Associate Member may become eligible for Retired Membership.
 - (2) Retirement is interpreted in the manner described under 3.02 (c) (4), Life Member.
 - (3) Dues for Retired Members shall be either none or shall be at a reduced rate as determined by the Board of Directors of the Association. *Avian Diseases* will be supplied at membership rate if requested.
- (f) Student Members: Persons who (1) are enrolled in a professional degree program in veterinary medicine in a school or college of veterinary medicine, or (2) are enrolled in a master's degree, doctoral degree, residency or intern program in a field related to poultry health.
 - (1) Dues shall be at a reduced rate as determined by the Board of Directors.
 - (2) An online subscription to "Avian Diseases" shall be a benefit of membership.
 - (3) A student membership shall continue to the end of the calendar year of graduation after which the student's membership converts to another appropriate member status.
- (g) Student Chapters of the Association: May be organized at schools or colleges of veterinary medicine under the direction of an advisor who is a current Member, Life Member, Retired Member, Associate Member, or Retired Associate Member in good

standing of the Association. Student Chapters must apply for membership and submit an annual report to the Board of Directors.

- (h) Charter Members: Those who joined together at the 1957 Annual Meeting of the American Veterinary Medical Association (AVMA) to initiate the association, and included others elected within the first year of incorporation. Charter Members are listed in the publication *American Association of Avian Pathologists Celebrating the First Fifty Years 1957-2007*.

Section 3-03. Application for membership:

- (a) An application for membership (Member, Associate Member, Retired Member, Retired Associate Member, Student Member, or Student Chapter) shall be submitted to the Business Office.
- (b) Applications for membership shall be approved by the Executive Vice President representing the Board of Directors of the Association.
- (c) Nominations for election as Life Members and Honorary Members shall be submitted to the American Association of Poultry Health Professionals Foundation Awards Committee, approved by the Foundation Awards Committee and approved by a two-thirds vote of the Board of Directors of the Association.

Section 3-04. Rights of membership:

- (a) Except as stated in paragraph (b) of this Section, the rights to vote on the election of officers and on all matters of business requiring a vote of the membership by these bylaws, and to hold office, shall be restricted to Members, Life Members and Retired Members. Each such member shall have one vote.
- (b) Associate Members and Retired Associate Members shall have the right to vote on the election of an Associate Member of the Board of Directors, who shall be an Associate Member. Student Members shall have the right to vote for a Student Member of the Board of Directors, who shall be a Student Member. Associate Members, Retired Associate Members, Honorary Members and Student Members shall have all other rights and privileges of membership including attendance at meetings and social functions of the Association and service on committees.

Section 3-05. The organization shall hold an annual meeting of the members at a time and place as specified by the Board of Directors for receipt from the Board of an annual report on the status of the Association and the transaction of such other business as may properly be brought before the meeting by proposal of the Board or, subject to the provisions of this Section, by proposal of a voting member of the Association as defined in Section 3-04 (a).

- (a) Any member proposal to be considered at the annual meeting shall be stated in a written petition signed by at least ten voting members in good standing and filed with the Executive Vice President at least forty-five days prior to the date of the annual meeting.
- (b) A member's petition to the Executive Vice President shall provide as to each matter the petitioning members propose to bring before the annual meeting a brief description of the proposal and the reasons for presenting the proposal to the membership.
- (c) A member proposal which has not been timely stated and filed in accordance with this Section shall not be considered at the annual meeting.

(d) A member proposal must be consistent with these bylaws to be considered at the annual meeting.

Section 3-06. A special meeting of the members may be called by the President upon written request of five members in good standing. Business conducted at a called meeting shall observe the procedures in Section 3-05.

Section 3-07. Notice of Meetings. The date, time, and place of the annual meeting and any special meetings shall be given to each member in all categories of membership by mail or printable electronic correspondence at least 10 days but no more than 60 days in advance of the meeting.

Section 3-08. Quorum. Thirty eligible voting members as defined in Section 3-04 (a) shall constitute a quorum at any meeting of the members. Unless provided for elsewhere in these bylaws for specific acts of the membership, the vote of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

Section 3-09. Conduct of Business. The Robert's Rules of Order, revised, shall govern the conduct of all meetings.

Section 3-10. Reserved Powers. In addition to all matters required by law or by other provisions of these Bylaws to be submitted to a vote of the members, any proposal with respect to any of the following must be submitted to a vote of the members as defined in Section 3-04 (a) for approval and shall not become effective unless so approved pursuant to the affirmative vote of three-fourths of the voting members of the Association present at a meeting called for that purpose, a quorum for such meeting being fifty-one percent of the total voting membership of the Association in good standing, providing, however, that a majority of the whole Board of Directors concur therein:

- (a) To sell, assign, transfer, or otherwise dispose of all or any of the property of the Association.
- (b) To authorize or cause to be executed mortgages and other liens upon the property of the Association.
- (c) To change the mission, purpose, philosophy or objectives of the Association.

Explanation: The subheading BY-LAWS has been removed as the entire document is now recommended to be called Bylaws.

We are proposing to eliminate the use of the Districts in defining membership categories and in electing Directors. The Districts have become severely imbalanced in terms of population of members, and some means of reapportionment was becoming necessary. Association executive experts are trending away from geographical representation in similar organizations, and Mr. Hochstadt agrees. There will be only two classes of members: (1) Voting Members (referred to herein simply as Members), who are veterinarians (as defined by AVMA in their membership requirements), regardless of place of residency, with U.S. resident veterinarians having to be AVMA members; and (2) Associate Members, which will include all other members regardless of place of residence. The existing categories for Retired (Members and Associate Members),

Life, and Honorary Members are retained. Consequently, the separate designation of International Associate Member (and Retired International Associate Member) will disappear. To our knowledge no Charter Members remain alive or active in the Association. The abbreviated description of Charter Members was retained for historical purposes.

In the age of instant Internet communication, there is no plausible reason to make a distinction between our members (veterinarians and Associate Members) in Central and South America and the Caribbean (the old District 5), and our members (veterinarians and Associate Members) in the rest of the world (the old District 6), as the old bylaws do. Under the old wording, Members have to be residents of “one of the five districts” [existing Section 2, Paragraph (2)]; there are six districts, but we assume this meant the first five districts (yet another example of lack of clarity in the old bylaws). So, veterinarians in Central and South America and the Caribbean could be Members, but veterinarians in the rest of the world—Europe, wherever—could not. While veterinarians in Central and South America and the Caribbean could be Members, they did not have voting rights except when at a meeting in person [Section 4, Paragraph (2)].

As long as AVMA retains their current rules on allied organization membership in the House of Delegates (HOD), and as long as we feel that membership in the HOD is important to us, we must be concerned about those rules and who can be a “Full” or “Voting” Member of our Association. AVMA rules require that, for us to retain a seat in the HOD:

1. [Our] U.S.-resident voting membership must include at least three hundred (300) voting members of the [AVMA] and, in each calendar year, the percentage of [our] U.S.-resident voting members who are also voting members of the [AVMA] must exceed the percentage of U.S.-resident veterinarians who are voting members of the [AVMA] at the end of the calendar year two years previous, as determined by the [AVMA], with the provision that this percentage will not exceed 85%; or
2. At least three hundred and fifty (350) of [our] U.S.-resident voting members must be voting members of the Association.

Consequently, we must maintain the requirement that our “U.S. resident voting membership” must be veterinarians who are members of AVMA to ensure we meet AVMA constituent organization requirements. We could theoretically allow ALL of our non-U.S.-resident members (whether veterinarians or not) to be Full or voting Members and not impinge on our HOD eligibility, but it seems grossly unfair to allow non-U.S.-resident non-veterinarians to be full, voting Members while disenfranchising our U.S. domestic resident non-veterinarians. So, the only tenable solution under current AVMA rules is to allow only veterinarians to be full or voting Members, for U.S. resident veterinarians to be AVMA members, and for all non-veterinarians to be non-voting Associate Members.

The new preamble to Section 3-02 was adapted from the AVMA bylaws in an effort to provide a means to restrict membership by persons who seek to undermine or subvert the mission of the Association or otherwise cause harm and disruption. We are recommending the inclusion of a non-discrimination statement in a Procedures Manual similar to that in the ACPV Bylaws Section 4-03 (d) (5). We are also recommending that provisions for expulsion of members be included in a Procedures Manual. The Articles of Incorporation state “the members of the Corporation may be suspended or expelled for such cause and in such manner as the By-Laws may provide.” See the AVMA Bylaws for an example of expulsion procedures. Leaving such

procedural issues to a Procedures Manual rather than encoding them into the Bylaws allows more future flexibility without recourse to bylaws amendments.

The new section 3.02 (a) defining Member now uses the wording from the AVMA bylaws to define a “veterinarian”. This is important in view of our recommendation to dispense with the Districts in terms of membership and allow all veterinarians to be members, regardless of where they live. We considered and rejected a requirement to be a graduate of an AVMA-accredited school because it would disenfranchise a number of current full voting Members not only in Canada, Mexico, and other places, but also even in the U.S. (for instance, our current President).

In 3-02 (b) we have clarified and streamlined the requirements for Life Members and moved some of the minutiae to the Procedures Manual.

The wording in Section 3-02 (g) also was changed to reflect the terminology used by AVMA. Section 3-02 (h) was altered to allow all members regardless of exact membership category to mentor Student Chapters; the existing old wording allows only active full Members to be advisors.

In Section 3-03, we are recommending that the forms and exact procedures for application for membership be added to a Procedures Manual using wording adapted from the AVMA bylaws, rather than cluttering the bylaws with minutiae.

Section 3-04 (b) reflects our recommendation to add an Associate Member and a Student Member to the Board of Directors, and to emphasize that, other than the voting restrictions that are necessitated by the AVMA’s requirements for a seat in the AVMA House of Delegates, Associate Members and Student Members are eligible to participate fully in all other activities of the Association. Note that Life Members may have been Associate Members prior to election to Life Membership. There will not be enough Life Members to significantly affect the AVMA HOD eligibility rules, and these members should be accorded this honor.

The former Article IV, Section 4 (2), which restricted the voting rights of members outside of North America is recommended for deletion. Other sections of these proposed new bylaws call for the use of email voting except for issues that would benefit from open debate, and there is no longer any reason to disenfranchise voting members because of location. Voting rules for issues which demand a vote in person at a meeting will not change. Note that we do propose that Board Members and Officers must be residents of Canada, the US, and Mexico. This arises out of a concern over regular attendance at Board meetings, conference calls, and other necessary activities by persons living out of North America, and not out of any desire to disenfranchise these areas.

NOTE: In the new proposed bylaws, items pertaining to conduct of business at meetings of the Board have been placed under the new Article IV dealing with the Board, and those pertaining to conduct of business at meetings of the membership have been placed under the new Article III dealing with membership and meetings of the membership.

New Sections 3-05 through 3-07, dealing with meetings of the membership, were moved and expanded from the original Article VI, Sections 1 and 2, for better clarity and flow.

Section 3-05. While the existing bylaws allow meetings separate from AVMA, we suggest that current consensus is to allow more latitude in where we meet. The proposed wording will not preclude meeting with AVMA. We also recommend that this brief description of the purposes of the business meeting be included, and add the procedure for bringing business before the membership. The ACPV Bylaws are much more prescriptive on the contents of the report of the Board to the members, but we recommend that we leave such prescriptions to a Procedures Manual if deemed necessary. Previously, we have simply asked for old and new business according to Robert's Rules, and we rarely have any such business. The proposed procedure for new business from the membership (from the floor so to speak) was taken from the ACPV Bylaws and serves to prevent the introduction of disruptive motions or other surprises.

Section 3-06 is unchanged from the existing old Article VI, Section 2.

Section 3-07. The DE Statutes Title 8 suggest that notice of meetings is necessary; the 10-60 day period is found in DE Statutes Title 8.

New Sections 3-08 through 3-10 were moved and expanded from the original Article X, Sections 1, 3, and 4.

Section 3-08 reduces the quorum from 50 to 30. We suspect that we have been very close on the quorum at the annual business meeting in the past, and Mr. Hochstadt agreed that 50 was a high hurdle for an organization of our size. 3-08 also adds the definition of an act of the membership being a simple majority of the members present, a quorum being present, which was previously undefined.

Section 3-09. Suspension of the bylaws in the old Article X Section 3 was stricken at the advice of Mr. Hochstadt, who states that this is illegal.

Section 3-10. This section is recommended to clarify what actions are required to be approved by the membership, in distinction to actions that the Board can take, which we attempt to clarify in a recommended new Section 4-15. The preamble wording as well as paragraph (c) are from the ACPV Bylaws, whereas paragraphs (a) and (b), including the rather high standards of a $\frac{3}{4}$ vote and a quorum of 51%, are from the Articles of Incorporation. Changing these would require changing the Article of Incorporation. In addition to these reserved powers of the members, the Bylaws make it clear elsewhere that the members elect the Directors and Officers, amend the Bylaws, and dissolve or wind-up the Association.

ARTICLE IV

BOARD OF DIRECTORS

Section 4-01. Number, Qualifications, and Terms of Office.

- (a) The governing body of the Association is the Board of Directors, which conducts the day-to-day business of the Association, establishes policy, and monitors implementation of policy by staff under the direction of the Executive Vice President.
- (b) The Board of Directors shall consist of 12 members:
 - (1) President Elect
 - (2) President
 - (3) Immediate Past President
 - (4) Executive Vice President
 - (5) Six Directors
 - (6) One Associate Director
 - (7) One Student Director
- (c) All members of the Board of Directors shall be voting Members of the Association as defined in Section 3-04 (a), with the exception of the Associate Director, who shall be an Associate Member as defined in Section 3-02 (c), and the Student Director, who shall be a Student Member as defined in Section 3-02 (f), and further provided that all members of the Board of Directors shall reside in North America (the United States of America, Canada, or Mexico). Each Director, including the Associate Director but excepting the Student Director, will have one vote. The Student Director will be a non-voting member of the Board of Directors.
- (d) The terms of the Directors and the Associate Director shall be four years. Directors and the Associate Director shall not serve consecutive terms but can serve again after an intervening term has elapsed. The term of the Student Director shall be one year. The Student Director can succeed himself/herself for one additional term provided that he/she meets the qualifications of a Student Member, as defined in Section 3-02 (f), at the time of his/her re-election.

Section 4-02. Removal of Directors and Officers. The Board or the voting membership, by majority vote, may declare the office of a Director or Officer vacant if he or she shall be judicially declared of unsound mind, or convicted of a felony, or if the Director or Officer has breached or failed to perform his or her fiduciary duties to the Association and such breach or failure constitutes self-dealing, willful misconduct, fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the Association or if, within 30 days succeeding the giving of notice of his or her election, he or she does not accept such office in writing by mail or electronic mail. Members of the Board may be removed from office by vote of the membership only for cause as described in this Section. The Board also may declare vacant the office of a member of the Board and remove him or her from office if such member shall have been absent from three consecutive Board meetings or shall not be in good standing as a Member of the Association.

Section 4-03. Election of the Directors.

- (a) On an annual basis, the Directors shall be elected by all of the voting members of the Association, as defined in Section 3-04 (a), to succeed those whose terms are expiring. The terms of the six Directors shall be staggered so that no more than two Directors are elected each year.
- (b) The Nominating Committee, defined in Section 4-08, shall select a minimum of two qualified candidates for each open position from among all of the voting members of the

Association, as defined in Section 3-04 (a), and residing in North America as defined in Section 4-01 (c). All Members, Life Members and Retired Members in good standing residing in North America are eligible for nomination. The Executive Vice President shall publish this slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to the entire voting membership of the Association, as defined in Section 3-04 (a), at least 90 days prior to the annual meeting of the membership. Further nominations from the voting membership shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to the entire voting membership no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

Section 4-04. Election of the Associate Director.

- (a) An Associate Director will be elected every fourth year to succeed the Associate Director whose term is expiring.
- (b) The Nominating Committee, defined in Section 4-08, shall select a minimum of two qualified candidates from among all of the Associate Members and Retired Associate Members of the Association, as defined in Section 3-02 (c) and (e), and residing in North America as defined in Section 4-01 (c). The Executive Vice President shall publish this slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to all of the Associate Members and Retired Associate Members of the Association, as defined in Section 3-02 (c) and (e), at least 90 days prior to the annual meeting of the membership. Further nominations from the Associate Members and Retired Associate Members shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to all Associate Members and Retired Associate Members no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

Section 4-05. Election of the Student Director.

- (a) On an annual basis, the Student Director will be elected by the Student Members of the Association, as defined in Section 3-02 (f), to succeed the Student Director whose term is expiring.
- (b) The Nominating Committee, defined in Section 4-08, shall select a minimum of two qualified candidates from among all of the Student Members of the Association, as defined in Section 3-02 (f), and residing in North America as defined in Section 4-01 (c). The Executive Vice President shall publish this slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to all of the Student Members of the Association, as defined in Section 3-02 (f), at least 90 days prior to the annual meeting of the membership. Further nominations from the Student Members shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to all Student Members no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

Section 4-06. Election of the President-Elect.

- (a) On an annual basis, the President-Elect shall be elected by the voting members of the Association, as defined in Section 3-04 (a), to succeed the current President-Elect, who will assume the office of President. The President-Elect shall serve on the Board for one year in the usual capacity of a vice president, the next year as President, and the third year as Immediate Past President.
- (b) The Nominating Committee will select at least one qualified candidate from among all of the voting members of the Association, as defined in Section 3-04 (a), who must also reside in North America as defined in Section 4-01 (c). All Members, Life Members and Retired Members in good standing residing in North America are eligible for nomination. The Executive Vice President shall publish the slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to the entire voting membership of the Association, as defined in Section 3-04 (a), at least 90 days prior to the annual meeting of the membership. Further nominations from the voting membership shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to the entire voting membership in no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for

submission of ballots no later than 15 days prior to the annual meeting of the membership. If the Nominating Committee has nominated only one candidate, and no further nominations are received by the deadline, that nominee will appear on the ballot and the question shall be, “shall this candidate be selected as President Elect?” In the event the candidate fails to receive a majority of affirmative votes, the election will be re-opened.

Section 4-07. Election of the Executive Vice President.

- (a) Every five years, the Executive Vice President shall be elected by the voting members of the Association, as defined in Section 3-04 (a), to succeed the Executive Vice President whose term is expiring, provided that the incumbent shall be reaffirmed on a yearly basis as provided in paragraph (d) of this Section.
- (b) The Executive Vice President shall be selected from among the members in good standing as defined in Section 3-04 (a), and shall reside in North America as defined in Section 4-01 (c).
- (c) The Board of Directors shall seek and interview suitably qualified candidates and shall nominate one candidate by majority vote of the Board. This candidate will be announced to the voting membership at least 90 days prior to the date of the annual meeting of the membership. Additional nominations of suitably qualified candidates may be made by mail or printable electronic correspondence signed by at least ten voting members in good standing and filed with the Board at least 60 days prior to the date of the annual meeting, and shall include the qualifications of the nominee and an indication of willingness to serve. The Board shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to the entire voting membership no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. The election will be determined by a plurality of the members voting. If no further nominations are received from the membership by the deadline, the nominee of the Board will appear on the ballot and the question shall be, “shall this candidate be selected as Executive Vice President?” In the event the candidate fails to receive a majority of affirmative votes, the election will be re-opened.
- (d) The Executive Vice President’s term is a five-year renewable term and until his or her successor has been so selected and has qualified, or until his or her earlier death, resignation, or removal by the Board. Each year, the Executive Vice President shall be reaffirmed by a majority of the voting membership present at the annual meeting until his or her term is ended. Failure to be reaffirmed, or vacation of the office by death, resignation, or removal of the incumbent, will result in a new election process for Executive Vice President as described in paragraph (c) of this section, beginning immediately and with the election held no later than 75 days after the annual meeting, using the timetable specified in paragraph (e) of this Section. There are no limits to the number of five-year terms a member can serve as Executive Vice President. Failure to be reaffirmed as Executive Vice President does not exclude a member from applying or being nominated for the Executive Vice President position.
- (e) In the event of failure of reaffirmation or vacation of the office, the Board shall nominate and announce a new candidate within 30 days of the vacancy, further nominations from the membership shall be due within 60 days of the vacancy, and the election shall be

concluded by a mail or printable electronic communication ballot within 75 days of the vacancy, following the procedures in paragraph (c) of this Section.

Section 4-08. Nominating Committee. Nominations for Board members and officers, where required by these bylaws, shall be made by a committee of five members appointed by the President. The retiring Immediate Past President, upon completion of his or her term, shall serve as the Chair of the Nominating Committee. Currently serving Board Members and Officers shall be ineligible to serve on the Nominating Committee.

Section 4-09. The candidates elected by the membership shall take office immediately following the annual business meeting of the membership, at which meeting the incoming Directors and Officers are announced. Each Director and Officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

Section 4-10. Vacancies. Vacancies among the Directors and Officers shall be filled by an election process initiated within 30 days of the vacancy, using the procedures described in Sections 4-03 through 4-07 for each respective position. The elected Board member or Officer shall complete the normal term of the member he/she replaces. Persons filling a vacancy shall be eligible for election to a subsequent full term.

Section 4-11. Regular Board Meetings. The Board of Directors shall meet at the time and place of the annual meeting of the membership, and at least one other time each year at a time and place as directed by the Board.

Section 4-12. Special Board Meetings may be called by the President or the Executive Vice President of the Association.

Section 4-13. Notice of Board Meetings; Attendance; Closed Meetings. Notice of all Board Meetings, including the time and place of the meeting, shall be given to all members of the Board as well as to all categories of members in good standing, no less than 10 days and no more than 60 days prior to the meeting, by mail or by printable electronic correspondence. The meetings of the Board are open to all categories of members, provided that the Board, by majority vote of the Board members assembled, may close a meeting for discussion of sensitive matters such as personnel.

Section 4-14. Conduct of Board Business.

- (a) A quorum of the Board of Directors shall consist of six, two of whom shall be the President, President-Elect or the Executive Vice President.
- (b) The vote of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- (c) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board. Members of the Board of Directors may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the

meeting can hear each other, and such participation shall constitute presence in person at the meeting.

(d) The Robert's Rules of Order, revised, shall govern the conduct of all meetings.

Section 4-15. General Powers. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the members of the Association. The Board may adopt such policies, rules and regulations for the management of the affairs, properties and interests of the Association as it deems proper. The Directors and the Officers of the organization shall act upon business matters requiring immediate action that may arise from time to time and that do not require action or approval from the membership. The primary purpose of the Board of Directors is to provide continuity of effective action from year to year concerning objectives and policies adopted by the Association.

NOTE: Since the Officers (President Elect, President, Immediate Past President, and Executive Vice President) are part of the Board of Directors, we recommend that the parts of the original Article VIII dealing with election of Officers be included in the new proposed Article IV dealing with the Board (new Sections 4-06 and 4-07), as it seems more coherent to keep all election processes together in one place. The part of the original Article VIII dealing with the duties and powers of the Board clearly fits better in the new proposed Article IV dealing with the Board (new Sections 4-01 (a) and 4-15). The parts of the original Article VIII dealing with the duties of the Officers are recommended to be included in the new proposed Article V dealing specifically with the duties of the Officers and other agents.

Explanation: The existing bylaws Article V, dealing with the Districts and election of District Directors and Directors at Large, starts with paragraph (2); we do not know what happened to paragraph (1) or what it said.

Section 4-01. We find no definition of the Board of Directors elsewhere in the existing bylaws; Delaware law suggests that this be done. We have inserted Section 4-01 defining the Board. This proposed definition is worded to conform to current and anticipated practice, including the proposed Associate Member Director at Large and the Student Member Director at Large, and the elimination of Districts in electing the Board members. The Articles of Incorporation state “not less than five directors and not more than fifteen directors, as the By-Laws shall provide, who shall be elected annually by the members”. The proposed number of 12 is within the limits set by the Articles of Incorporation and is consistent with current and anticipated practice. We believe that regular attendance at Board meetings, whether in person or by telecommunication, could be problematic for a Director outside of North America, and so we propose that all Directors and Officers should reside in North America.

Section 4-01 (d). The terms of the Board members were poorly defined and conflicting in the existing documents. The Articles of Incorporation state that the directors “shall be elected annually by the members of the Corporation, in such manner and with such power and authority as may be provided in the By-Laws....” The terms of office otherwise were not clearly stated in the Articles. We cannot find any mention of the terms for the District Directors in the bylaws.

The method of election for District Directors is specified, but is unwieldy and impractical. Existing Article V, paragraph (3), states that the terms of the board members at large shall be 2 years; the method of election provides for nominations only by the Nominating Committee, with no provision for nominations from the membership. Current practice is for District Directors to serve 4-year terms and Directors at Large to serve 2 years. We recommend making all Director's terms 4-year terms and retaining the terms of the other officers as currently set out in the existing bylaws. We further recommend that Directors not succeed themselves until one intervening term has elapsed. Obviously, the Student Director is likely to have much less than 4 years remaining in her schooling upon election to the Board, so we suggest a one-year term with the possibility to succeed herself for one additional term as long as she is still a student at the time of her nomination for a second term. We are also recommending that the election process be essentially parallel for all Directors and Officers, and that email voting be used; these recommendations are discussed under each individual office. Our reading of the DE laws and especially the Twelfth article of the Articles of Incorporation suggest we have full power to make these changes by amendment of the Bylaws.

Section 4-02. Removal of Board members. There were no provisions for removal of Board members in the existing document. These provisions were taken from the ACPV bylaws.

Section 4-03. We have recommended eliminating Districts and all Directors will be Directors at Large. As stated earlier, we believe that regular attendance at Board meetings, whether in person or by telecommunication, will be problematic for a Director outside of North America, and so propose that they reside in North America. For this same reason, we suggest that the Associate Director at Large and the Student Director be from North America. We suggest codifying the staggering of the terms in order to keep continuity on the Board and prevent periodic large changes in the members. The exact staggering can be detailed in a Procedures Manual. We retained the procedure in the existing bylaws of having the Nominating Committee propose the initial slate of at least two candidates for each of these Directors, and have added a provision allowing "nominations from the floor" (by email). We suggest that the Procedures Manual instruct the Nominating Committee to attempt to balance Board nominations among the different constituencies in the Association (academia, allied industry, broilers, turkeys, table eggs, etc.). The existing bylaws did not specify the timing of elections and we suggest timing and deadlines for elections in order to complete the elections prior to the annual meeting.

Sections 4-04 and 4-05, detailing election of the Associate Director at Large and the Student Director follow a similar format. We use the same timing as for the Director at Large elections. Note that, should a student be in the final year of her program at the time of nomination (90 days prior to the annual meeting, which is traditionally in the summer), she may have graduated by the time she takes office at the meeting. She will still meet the definition of a student member until the end of that calendar year (see Section 3-02 (g) (3)). So, she will serve roughly the last half of her term after she is no longer a student member, but rather a regular member or associate member who is a recent graduate. We feel that having a very recent graduate in this position is acceptable and will meet our objective of having a voice for our student members on the Board. Note also the rules on succession in Section 4-01 (d) will preclude a Student Director in this situation (already graduated) from then serving a second term. We also recommend that a

section be included in the Procedures Manual suggesting that the Nominating Committee consult with the Membership Committee when selecting the candidates for the Student Director.

Sections 4-06 through 4-08, Election of Officers, were moved and expanded from the original Article VII of the existing Bylaws. We are recommending that, since the Officers are part of the Board of Directors, these be included in Article IV dealing with the Board. The Articles of Incorporation state that “The officers of this Corporation shall be a President, a Vice President, a Secretary and Treasurer, and such other officers as may be provided by the By-Laws. Said officers shall be elected annually by the members of the Corporation, in such manner and with such power and authority as may be provided in the By-Laws....” The terms of office were not clearly stated in the Articles, but the reference to annual election suggests one-year terms for all officers. In Article VIII of the existing bylaws, the officers are listed as President-Elect, President, and Executive Vice President (slightly different from the Articles of Incorporation), with the President serving one year on the Board after completion of his/her term. We propose to clarify in Section 4-06 that the President-Elect serves in the capacity of a Vice President as required by the Articles of Incorporation. Existing Article VIII states that the President Elect, Executive Vice President, and director at large shall be elected at the annual meeting, and we propose email balloting for all offices.

We preserve the practice of nominating at least one candidate by the Nominating Committee. We also clarify the provision in the existing bylaws of additional nominations by mail or email by establishing the exact mechanism for doing this, which was not clear in the existing document. As with the other officers, due to logistical concerns, we feel that the President-Elect should reside in North America. The main change is that the actual vote is proposed to occur by mail/email prior to the meeting, rather than at the business meeting. The objective of this change is to allow all of the voting membership to vote on the President rather than just those present at the annual meeting. The proposed process is essentially the same as that used to elect the Directors at Large.

Section 4-07. Executive Vice President. The new proposed process for selecting the EVP for AAAP generally follows that for the Directors and President-Elect, with email voting, but gives the Board considerable control and requires careful consideration for “nominations from the floor” by requiring a number of nominators for each nominee. We have retained the five-year term with yearly affirmation and clarified the process and timing if the incumbent fails reaffirmation or dies, resigns, or is removed. The vote is also by plurality rather than majority.

Section 4-08 increases the Nominating Committee to 5 from the existing 3 in Article VIII Section 2, and adds the Immediate Past President to the Nominating Committee after the conclusion of his/her term. The phrase in the existing bylaws concerning additional nominations by mail or email is included in the description of the election process for each office in the new, proposed bylaws.

Section 4-09. We suggest that the new Directors and President-Elect, which will be determined by email ballot prior to the annual meeting, be formally announced at the annual business meeting, and that the exact process be detailed in a Procedures Manual.

Section 4-10. Vacancies. The existing mechanism for replacing vacancies of District Directors was not consistently workable due to the byzantine nomination process. Vacancies among the Directors at Large were to be filled by an election at the next annual meeting. We recommend that all vacancies on the Board be replaced via a new election. We recommend employing the proposed new process using email voting for replacing all vacancies, with the process beginning within 30 days of the vacancy, rather than election at the next annual meeting as specified by the existing bylaws. We suggest beginning within 30 days because the entire process can take up to 90 days. With 12 Board members, a vacancy for up to 120 days should have minimal impact on the functioning of the Board, and for vacancies occurring any time except within 4 months of an annual meeting, this process is actually timelier. We recommend that the replacement complete only the remaining term of the officer being replaced, in order to keep the existing schedule for rotation and turnover of Board members intact. The replacement can then stand for a subsequent full term.

NOTE: In the new proposed bylaws, items pertaining to conduct of business at meetings of the Board have been placed under the new Article IV dealing with the Board, and those pertaining to conduct of business at meetings of the membership have been placed under the new Article III dealing with membership and meetings of the membership.

Sections 4-11, 4-12, and 4-13. Meetings of the Board were not specified in the existing document. DE Statutes Title 8 requires that meetings of the membership be announced 10-60 days in advance. We are unclear if this applies to Board meetings, and Mr. Hochstadt feels it probably does not, but it seems prudent in the interest of openness and transparency to let the membership know when the Board is meeting and invite any interested parties to attend.

Section 4-14 was moved from original Article X and adds the definition of an act of the Board being a simple majority of the members present, a quorum being present, and allows business to be conducted by email and by telecommunication. The wording in 4-14 (c) is paraphrased from Delaware Statutes Title 8. The ability to suspend the bylaws was stricken as Mr. Hochstadt indicates it is illegal.

Section 4-15 was moved from original Article VIII and represents an effort to clarify what the Board is empowered to do, in distinction to what actions must be taken by the membership. We have endeavored to clarify what actions are required to be taken by a vote of the membership in other sections of the new proposed bylaws, including under the reserved powers clause in proposed new Article III. This Section includes the original wording of Article VIII Section 5, and in addition includes boilerplate preamble taken directly from the ACPV Bylaws.

ARTICLE V

OFFICERS, AGENTS, AND EMPLOYEES

Section 5-01. Duties of the President and President-Elect:

- (a) The President shall preside over all meetings of the membership and the Board of Directors, shall be an ex-officio member of all committees, except the Nominating

Committee, and shall perform the usual duties of such office and other such duties as the Board may prescribe. Upon completion of his/her term, the President shall serve for one year as Immediate Past President, a voting member of the Board of Directors.

- (b) The President shall appoint the following committees and others as deemed necessary and authorized by the Board of Directors:
 - (1) Nominating Committee (five members, including the retiring Immediate Past President)
 - (2) Membership Committee
 - (3) Resolutions Committee (three members)
 - (4) Bylaws Review Committee
- (c) The President-Elect shall act in the capacity of a vice president, be an ex-officio member of all committees except the Nominating Committee, shall preside at meetings and exercise the powers of the President in the event of absence or disability of the President, shall succeed to the office of President, and exercise other such duties as the Board may prescribe.

Section 5-02. Duties of the Executive Vice President. The Executive Vice President shall serve as the chief executive officer, chief operating officer, and secretary/treasurer of the Association. As directed by the Board, he/she shall conduct business affairs of the Association, collect fees and dues, issue receipts, draw vouchers, and pay bills and expenses. He/she shall arrange for safe keeping of funds, shall keep records of all transactions, and submit a yearly statement of financial affairs to the organization. He/she is authorized to sign documents on behalf of the Association. He/she shall keep or cause to be kept minutes of all meetings and shall perform the usual duties of an Executive Vice President, Secretary, and Treasurer, and such other duties as are assigned by the President and the Board.

Section 5-03. Agents or Employees.

- (a) The Board may adopt such policies, rules, and regulations for the management of the affairs, properties, and interests of the Association as it deems proper. The Board shall have the authority to appoint and dismiss such agents or employees as the needs of the Association may require and to determine salaries or other compensation of such agents or employees.
- (b) The Board may employ outside association management companies to assist in the performance of the duties prescribed in Section 5-02 of this Article. The Executive Vice President shall be the primary liaison with the management company and shall report and be accountable to the Board.

Section 5-04. Delegation of Officers' Duties. In case of the absence or incapacitation of any officer of the Association, or for any reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of an officer's powers or duties, for the time being.

Explanation. Sections 5-01 and 5-02 are essentially unchanged from Article VIII Sections 3 and 4. We have increased the number of members of the Nominations Committee, including the retiring Immediate Past President, and added a Bylaws Review Committee. We have not specified the number of members of the Membership or Bylaws Committees. We recommend adding to a Procedures Manual those numbers and the recommended interval for reviewing the

Bylaws and ascertaining that the Procedures Manual and actual practice follow the Bylaws or that changes to the Bylaws are warranted. The exact roles and duties of all of these committees should be clearly detailed in a Procedures Manual. We also suggest that the expectations of the President Elect be discussed in the Procedures Manual.

We are clarifying that the EVP is essentially the secretary/treasurer as required in the Articles of Incorporation, and that he/she is authorized to sign documents for the Association, and operates under the direction of the Board.

Section 5-03 is a new addition to codify the existing practice of utilizing an association management company to manage the business affairs of the Association. The agreement that AAAP and ACPV will be under common management should be included in a Procedures Manual. The wording of 5-03 (a) is taken in part from the ACPV Section 5-09.

Section 5-04 is taken from the ACPV Bylaws Section 6-05 and is insurance against a temporary absence or incapacitation.

ARTICLE VI

DISSOLUTION

Section 6-01. If it should be deemed advisable in the judgment of the Board of Directors that the Association should be dissolved, the Board, after the adoption of a resolution to that effect by a majority of the whole Board, shall cause notice of the adoption of the resolution to be sent to each voting member, as defined in Section 3-04 (a), by mail or printable electronic correspondence, with a deadline for return of each member's vote 30 days from publication of the notice.

Section 6-02. The dissolution shall be accomplished pursuant to a majority vote of the voting members.

Section 6-03. Dissolution may also be authorized without action of the Board of Directors if all the members entitled to vote thereon shall consent in writing.

Section 6-04. In the event of dissolution, the assets of the Association shall be distributed as provided in Section 1-04 (e).

Explanation. Other than the legal requirements for disposition of the Association's assets as a 501 (c) (6) corporation, the process for dissolution is not addressed in the current bylaws.

ARTICLE VII

INDEMNIFICATION

Section 7-01. The private property of the incorporators, members, directors, officers, and employees shall not be subject to the payment of corporate debts to any extent whatsoever. The

Association shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of the Association to the full extent permitted by law, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

Explanation: The first sentence is from the seventh Article of Incorporation, with the addition of employees. The remaining verbiage is from AVMA.

ARTICLE VIII

DUES

Section 8-01. The annual dues shall be as established by the Board of Directors. The dues shall include a subscription to "Avian Diseases".

Section 8-02. Dues shall become payable on January 1 of each year and shall be remitted to the Business Office. Any member whose dues are in arrears for six months will be disassociated from the organization after due notice has been given.

Explanation: We are recommending that the Board set the dues without recourse to a vote by the membership. We also recommend to disassociate members with unpaid dues after six months, on the recommendation of our business managers, and the deletion of the last sentence of the existing bylaws. Allowing someone with lapsed dues to remain active for a full year is too generous. Also, anyone who was in arrears for a year would simply "re-join" and avoid the one-year dues penalty.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 9-01. Proposed amendments to these Bylaws signed by at least three voting members in good standing as defined in Section 3-04 (a), shall first be submitted to the Board of Directors for their consideration. The proposed amendment with the recommendation of the Board, if any, will be distributed to the voting membership by mail or printable electronic correspondence at least thirty (30) days in advance of any regular or special meeting at which time the proposed amendment will be discussed. Further amendments to the proposed amendment may be made by a majority vote of the voting members in attendance, provided that a quorum is present. Subsequent to this meeting, the final amendment shall be distributed by mail or printable electronic correspondence to all voting members of the Association as defined in Section 3-04 (a). An affirmative vote of a majority of the membership voting shall be required for the adoption of the amendment.

Explanation: We recommend moving the article on amendments to the end of the document for clarity and flow. The Articles of Incorporation state that amendment of the Bylaws requires a vote of the majority of the members present at any regular meeting or at a meeting called for that purpose. The Articles do not specify a quorum at that meeting. The existing bylaws differ from

the Articles of Incorporation by requiring a vote by mail or email after discussion in an open meeting, by requiring a 2/3 majority to pass, and by giving the officers a chance to review the amendment and make a recommendation prior to the vote. We agree with the existing bylaws that an email vote, with the opportunity to engage as much of the membership as possible, is superior to taking the vote at a meeting, and especially one that does not specify a quorum. We agree with requiring the officers to review the amendment and render an opinion prior to presentation to the membership for consideration, but we feel the entire Board should develop the opinion, not just the officers. We also agree that there needs to be an opportunity for open debate, and we do not recommend changing the requirement in the existing bylaws for the discussion in an open meeting. We feel that there should be an opportunity during the open meeting for further amendment, as long as a quorum is present. Two-thirds is a high hurdle; we are recommending that a simple majority is sufficient. We have also clarified who can propose amendments and who may vote on them, and what is meant by “announcing” the amendment.