International Society for Clinical Densitometry, Inc.

BYLAWS

Proposed Amendments - Member Review Redline

Legend: ~~Deleted text~~ | Added text

Unmarked text remains unchanged. This document is intended to show the amendments proposed for member consideration.

~~*Additions are shown underlined; deletions are shown struck through. Margin comments flag items for Board/Legal confirmation.*~~

ARTICLE I – NAME

Section 1: Name

1 The name of the organization is the International Society for Clinical Densitometry, Inc. (hereinafter called the "ISCD").

Section 2: Nonprofit

2.1 The ISCD is a professional membership organization and is not organized for profit. No part of the net earnings of the organization shall inure to the benefit of any private individual or member.

2.2 The ISCD is a professional medical society incorporated in the State of New York.

Section 3: Offices

3 The ISCD shall have office(s) as determined by the Board of Directors (hereinafter called the Board) and as the business of the ISCD may require.

ARTICLE II – PURPOSE

1 The purpose of the ISCD is to educate and support scientific advancement in the field of bone densitometry and assessment of skeletal integrity.

ARTICLE III – MEMBERSHIP

Section 1: Categories of Membership

1.1 ~~Membership categories may be revised from time to time as determined by~~ T~~t~~he Board may revise the membership class(es) or establish other such classes and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees and dues, and establishing the manner of suspension, termination, or reinstatement of membership. ~~All members have the right to vote on ISCD matters.~~Members have the right to vote on those matters reserved to the membership by the Board of Directors, these Bylaws and ~~by~~ the New York Not-for-Profit Corporation Law.

Section 2: Qualifications for Membership

2.1 A member is one who meets the qualifications for membership and is current in payment of dues.

2.2 Anyone whose job, career or professional interests involve bone densitometry or assessment of musculoskeletal integrity is qualified for membership.

2.3 Any qualified individual may apply for membership by submitting their application and payment of membership dues.

Section 3: Membership Status

3.1 A person's membership in the ISCD shall terminate upon their death, resignation, non-payment of dues, or expulsion by a two-thirds (2/3) vote of the Board.

3.2 Resignation, suspension, or expulsion does not relieve a member from liability for dues and other fees accrued and unpaid as of the date of resignation, suspension, or expulsion.

3.3 Members are considered to be in good standing if they are current members, have paid membership dues, and have not resigned or been suspended or expelled by the board.

Section 4: Dues

4.1 Dues are set annually by the Board.

4.2 Only members who are current with their dues are entitled to the rights and privileges of membership as defined in these Bylaws.

4.3 Any ISCD member who is delinquent in dues for a period of thirty-days (30) forfeits all rights and privileges of membership.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Number and Composition

1.1 ~~The number of Directors shall be established by the Board and shall be at least fifteen (15) but no more than fifteen plus the number of board approved regional panels. Board Composition shall consist of: the seven (7) officers of the ISCD (President, Immediate Past-President, President-Elect, Vice-President, Secretary, Treasurer, and Executive Director/CEO); Education Council Chair; Facility Accreditation Council Chair; Certification Council Chair; Public Policy Committee Chair; Scientific Advisory Council Chair; Membership, Marketing, and Communications Council Chair; JCD Editor-in-Chief; and one representative from each of the Regional Panels, unless such panel is otherwise represented by a person in another position on the board (as determined by the nominating committee).~~The number of voting Directors shall be ~~twelve (12), and in no event~~no fewer than ten (10) nor more than twelve (12). The Board shall be composed of nine (9) At-Large Directors and three (3) Officer-Track Directors. The three (3) Officer-Track seats consist of two (2) Presidential-Track seats, occupied by two (2) of the following, the President, the President-Elect, ~~and~~or the Immediate Past President~~ as they rotate through the presidential pipeline~~, and one (1) Treasurer seat. ~~Neither the Nominating Committee nor the Board shall leave any At-Large or Officer-Track seat unfilled~~The Board shall take reasonable measures to ensure that no At-Large or Officer-Track seat remains unfilled. ~~Council Chairs, the JCD Editor-in-Chief, and Regional Panel representatives do not, by virtue of those roles, hold seats on the Board.~~

1.2 The Executive Director/CEO shall serve as the Corporate Secretary and be a non-voting, ex officio member of the Board of Directors.

Section 2: Powers

2.1 The Board shall have and is vested with all powers and authorities to supervise, control, direct and manage the property, affairs and activities of the ISCD.

2.2 Policies cannot be set by any individual officer, Board member, committee, committee member, or any other ISCD member. All ISCD policies must receive Board approval, except policies related to certification, which are approved by the Certification Council.

2.3 The Executive Committee may act in the name and with the full power of the Board during intervals between meetings of the Board ~~on any matter requiring action by the Directors,~~only with respect to (a) those matters formally delegated to it by resolution of the Board or (b) urgent matters that cannot reasonably be deferred until the next meeting of the Board, except as such authority is specifically restricted by Section 712 of the New York Not-for-Profit Corporation Law. Voting members of the Executive Committee consist of the President, President-Elect, ~~Vice President, Secretary,~~Immediate Past President, and Treasurer. The Executive Director/CEO ~~and Immediate Past President shall serve as Ex Officio members~~shall serve as an ex officio, nonvoting member of the Executive Committee~~, without a vote~~. The President may ~~allow~~ invite additional ISCD members to attend and participate but not have voting rights at Executive Committee meetings.

Section 3: ~~Election~~Selection and Terms

3.1 The Nominating Committee (chaired by a board member ~~Immediate Past- Past-President~~appointed by the Board upon the recommendation of the President and composed of at least four (4) other Board ~~appointed members~~members appointed by the Board) shall solicit ~~recommendations~~~~open~~ nominations from ISCD members annually for candidates to serve as officers and ~~Board members~~At-Large Directors ~~(other than the JCD Editor-in-Chief and the Certification Council Chair)~~. At least one (1) nominee shall be proposed for each such ~~vacant~~open position. Any member in good standing may be nominated, or may self-nominate, for any Officer or Director position~~, and each such nomination shall receive full consideration by the Nominating Committee.~~ ~~The Nominating Committee shall prepare a slate of candidates and submit the names to the Board. After Board approval, the slate will be placed on the ballot to be voted on by the membership, except that the JCD Editor-in-Chief will be appointed by the Board and the Certification Council Chair shall be elected by the Certification Council.~~ The Nominating Committee shall review and evaluate the nominees and shall recommend to the Board one or more qualified candidates to fill each open position. The Nominating Committee shall attempt to achieve diversity of nominees based on geographic distribution, membership class and practice specialty.

3.2 ~~Members shall have the right to be elected via a write-in campaign for any officer or board position, provided they meet the qualifications for the position.~~The Board shall fill each open Officer and At-Large Director position by selecting from among the candidates recommended by the Nominating Committee. Except for the automatic succession of the President-Elect to President and of the President to Immediate Past President, Officers and Directors are selected solely by the Board~~ and are not elected by a vote of the membership~~. The JCD Editor-in-Chief shall be appointed by the Board, and the Certification Council Chair shall be elected by the Certification Council.

3.3 Officers and Directors must be members in good standing and shall be ~~elected by a plurality of ISCD members voting in a ballot, presented in a form as determined by the Nominating Committee~~selected by the Board as provided in this Section~~, except that the JCD Editor-in Chief will be appointed by the Board and the Certification Council Chair shall be elected by the Certification Council~~.

3.4 The term of ~~non-officer Directors~~At-Large Directors shall be three (3) years, and ~~non-officer Directors~~At-Large Directors may serve for up to two (2) consecutive terms~~, except that these term limits do not apply to the JCD Editor-in-Chief~~.

3.5 All ~~elected~~ Director and Officer terms shall begin at the close of the Annual Business Meeting following their ~~election~~selection by the Board.

3.6 No Director or Officer shall hold two offices at the same time, nor will any Director or Officer hold more than a single vote on any matter coming before the board.

3.7 If a sitting At-Large Director is appointed or elected as President-Elect or Treasurer, such appointment or election must take effect on or before the commencement of that At-Large Director's fifth (5th) year of Board service, so that no Director serves more than eight (8) years as a member of the Board.

Section 4: Vacancies

4 If a Director vacancy occurs on the Board, the President, with the approval of a majority vote of the Board, may appoint for the duration of the unexpired term, a member of the ISCD to serve out the term of the vacated position~~, except for Certification Council Chair whose replacement shall be appointed by the Certification Council~~.

Section 5: Compensation

5.1 Directors shall not receive any salaries for their services.

5.2 Nothing herein contained shall be construed to preclude any Director from serving the ISCD in any other capacity and receiving reasonable compensation for services actually rendered.

5.3 A Director may be reimbursed for their actual expenses reasonably incurred in attending meetings in addition to the rendering of services to the ISCD in the administration of its affairs.

Section 6: Resignation and Removal

6.1 Any Director may resign from the Board. Such resignation shall be in writing and shall be effective upon its acceptance by the Board.

6.2 A Director may be removed by a two-third (2/3) vote of the entire Board, less the Director in question, at its sole discretion.

ARTICLE V – MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

Section 1: Annual Business ~~Meeting~~& Other Member Meetings

1.1 The ISCD Annual Business Meeting and any other member meetings shall be held as determined by the Board.

1.2 Notice of the ISCD Annual Business Meeting or any other member meetings shall be issued to all members by mail, facsimile or electronic means or other means permitted by the New York Not-for-Profit Corporation Law no less than thirty (30) days, before the meeting and shall be provided in accordance with applicable law. Any member may waive notice of a meeting.

1.3 The presence (including, without limitation, for purposes of this Section, those members represented by proxy) of one hundred votes or one-tenth of the number of votes entitle to be cast, whichever is lesser shall constitute a quorum for the transaction of business at the ISCD Annual Business Meeting or any other member meetings.

1.4 If a quorum is not present at the ISCD Annual Business Meeting or any other member meetings, the members present shall have the power to adjourn the meeting.

1.5 The act of a majority of the members present at the ISCD Annual Business Meeting or any other member meetings at which a quorum is present shall be valid as the act of the ISCD.

Section 2: Scientific Meetings

2 The Board shall make a good faith effort to hold an annual scientific meeting ~~in person or virtually~~ on an Annual Basis~~association with the Annual Business Meeting~~.

Section 3: Meetings of Board of Directors

3.1 The regular ~~annual~~ meetings of the Board will be held quarterly at a schedule established after the new ~~b~~Board members assume office following the annual business meeting~~in conjunction with the Annual Business Meeting~~.

3.2 Special meetings of the Board may be called by or at the request of the President, or upon written request of at least four (4) Directors. The President shall fix the time for holding any such special meeting of the Board and shall provide at least 3 ~~14~~ days notice of such special meeting.

3.3 Members of the Board or any committee thereof may participate in a Board or committee meeting by a means which allows all participants in the meeting to hear each other at the same time. Participation by such means shall constitute the presence in person at such a meeting.

3.4 Notice of any regular meeting(s) of the Board shall be given at least thirty (30) days. Any Director may waive notice of a meeting.

3.5 The presence of one-half (1/2) of the voting members of the Board shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board, except in those specific instances in which a greater number may be required.

3.6 Each Director present at any meeting shall be entitled to cast one vote on each matter coming before the meeting.

3.7 If a quorum shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting.

ARTICLE VI – STANDING COMMITTEES, COMMITTEES AND TASK FORCES

1 The Society shall have the following permanent ~~standing committees: Audit and Finance Committee, Education Council, Certification Council, Public Policy Committee, Scientific Advisory Council, Membership/Marketing & Communications Council, Facility Accreditation Council, and Nominating Committee.~~committees, which are designated as either Board Committees or Non-Board Committees. Board Committees report directly to the Board of Directors and remain subject to the oversight and control of the Board. The Board Committees are the Executive Committee, the Audit and Finance Committee, the Personnel Committee, and the Nominating Committee. Non-Board Committees (also referred to as Councils) provide guidance and make recommendations to management or to the Board but do not exercise the powers reserved to Board Committees. The Non-Board Committees are the Education Council, the Certification Council, the Scientific Advisory Council, the Membership/Marketing & Communications Council, and the Facility Accreditation Council. The Board may establish additional committees, ad hoc committees and task forces as needed. The Board shall have the authority to establish and dissolve non-board committees as it deems necessary to support the operations of the organization.

2 The President or the Board may appoint committee or task force chairs subject to the approval of the Board, except for ~~permanent standing committee or council chairs that have seats on the board which are done through the nominating committee or in the case of the Certification Council Chair~~the Executive Committee, which is chaired by the President, and the Certification Council Chair, who is elected by the Certification Council. Such appointments may not exceed three (3) years, however a chair may serve an unlimited number of successive terms~~, unless the committee/council chair has a seat on the Board of Directors, then they are restricted to a limit of two consecutive terms~~. The President and Executive Director/CEO shall serve as an ex ~~-~~officio member of any committee or task force without voting rights ~~except that the Executive Director/CEO shall not be a member of the Audit and Finance Committee~~provided that the Executive Director/CEO shall not be a member of the Personnel Committee and provided that the President may vote on the Executive Committee.

3 Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the chair of any committee or task force. ~~Standing Committee chairs with seats on the Board of Directors shall have vacancies filled as outlined in section 4.4 of the bylaws, with the~~

~~exception of the Certification Council chair who is elected by the Certification Council.~~A vacancy in the Certification Council Chair shall be filled by the Certification Council.

4 Members and Chairs of all committees or task forces must be members in good standing.

5 The Personnel Committee shall conduct on approximately an annual basis the formal evaluation of the Executive Director/CEO, provide a written appraisal, and make recommendations to the voting members of the Board of Directors regarding contract extension, compensation adjustment, or termination of the Executive Director/CEO. The ~~Compensation Committee~~Personnel Committee shall also negotiate the employment agreement with the Executive Director/CEO, submitting for Board of Directors approval. The committee will be comprised of the Immediate Past President, President, President-Elect, ~~Vice President, Treasurer, Secretary.~~and Treasurer. The Personnel Committee shall designate one of its members to coordinate the Executive Director/CEO's annual evaluation and the onboarding of new members into Society leadership.

7 Education Council – The purpose of the Education Council is to develop and oversee ISCD educational programs and courses. The Council Chair shall determine membership of the committee. Chair will be ~~selected through the board nomination and election process~~appointed by the President subject to the approval of the Board and must be a member of ISCD in good standing.

8 Certification Council – The certification council shall be responsible for oversight of the Society's certification programs and compliance with appropriate accrediting body standards. The Chair of the certification council shall be elected by the certification council and shall serve a 3-year term, renewable for a second term. The Certification Council Chair must hold and maintain at least one ISCD Certification and must be a member of ISCD in good standing. The Certification Council shall approve all policies relating to the Society's certification programs, and such certification policies do not require approval by the Board.

~~**9** Public Policy Committee – The purpose of the Public Policy Committee is to monitor and influence state, federal, and international regulations as well as insurance reimbursement policies that impact bone densitometry accessibility, reimbursement, certification, and accreditation. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.~~

~~**10**~~**9** Scientific Advisory Council – The purpose of the Scientific Advisory Council is to deal with ISCD scientific issues, abstracts, and policy statements. The Council Chair shall determine membership of the committee. Chair will be ~~selected through the board nomination and election process~~appointed by the President subject to the approval of the Board and must be a member of ISCD in good standing.

~~**11**~~ **10** Membership, Marketing & Communications Council – The marketing, membership and communications committee is charged with coordinating all of the Society's communication, membership and marketing efforts, including the website. The Council Chair shall determine membership of the committee. Chair will be ~~selected through the board nomination and election process~~appointed by the President subject to the approval of the Board and must be a member of ISCD in good standing.

~~**12**~~ **11** Facility Accreditation Council – The Facility Accreditation Council shall be responsible for oversight of the Society's Facility Accreditation Program, setting standards and assessment criteria as well as approving facilities for accreditation by ISCD. The Council Chair shall determine membership of the committee. Chair will be ~~selected through the board nomination and election process~~appointed by the President subject to the approval of the Board and must be a member of ISCD in good standing.

~~**13**~~ **12** Nominating Committee – The Nominating Committee (~~chaired by the Immediate Past-Past-President~~the chair to be appointed by the Board upon the recommendation of the President and composed of at least four (4) other Board ~~appointed members~~members appointed by the Board) shall solicit ~~recommendations~~open nominations from ISCD members annually for candidates to serve as officers and ~~Board members~~At-Large Directors. ~~The Nominating Committee shall prepare a slate of candidates and submit the names to the Board.~~The Nominating Committee shall review the nominees and recommend to the Board qualified candidates to fill each open position; the Board shall select those who fill the open positions.

~~14~~ **13** Audit and Finance Committee – The Audit and Finance Committee shall be comprised solely of "independent directors" as defined in Section 102 of the New York Not-for-Profit Corporation Law. This Committee shall have the authority described in ~~Section 8~~Article VIII, Section~~.~~ 6 of these Bylaws.

ARTICLE VII – OFFICERS

1 Officers of the ISCD shall be the ~~Immediate Past-President, President, President-Elect, Vice-President, Secretary, Treasurer, and Executive Director/CEO.~~President, President-Elect, Immediate Past President, Treasurer, and the Executive Director/CEO, who shall serve as the Corporate Secretary.

2 The President shall serve one (1) term of two (2) years. The President-Elect and the Immediate Past President shall each serve one (1) term of one (1) year. ~~Immediate Past-President, President, President-Elect, and Vice-President shall serve one (1) term of one (1) year. The Secretary shall serve a term of three (3) years. The Secretary may be nominated for a second three (3) year term.~~ The Treasurer shall serve a term of three (3) years. ~~The Treasurer may serve multiple terms, but none shall be consecutive.~~The Treasurer may serve up to two (2) consecutive terms.

3 An ~~o~~Officer's resignation, except that of the Executive Director/CEO, shall be in writing and shall be effective upon its acceptance by the Board.

4 An ~~o~~Officer may be removed by a two-third (2/3) vote of the entire Board, less the ~~o~~Officer in question, at its sole discretion.

5 Should the ~~Office~~ office of President become vacant, the President-Elect shall assume that ~~Office~~office. ~~Should the Office of Immediate Past-President become vacant, no action will be taken.~~If the President is unable to fulfill the duties of the office during the first year of the President's term, the Immediate Past President shall return to and serve as President until the next Annual Business Meeting, and a new President-Elect shall be appointed as provided in Article VII, Section 6 below. If the President is unable to fulfill the duties of the office during the second year of the President's term, the President-Elect shall become President for the remainder of that year and shall serve the two (2) succeeding years as President; the resulting vacancy in the office of President-Elect shall be filled as provided in Article VII, Section 6 below. Should the Office of Immediate Past President become vacant, the Board shall fill the vacancy no later than the second regularly scheduled quarterly meeting of the Board following the vacancy, ordinarily by appointing a former President or a long-tenured member of the Board.

6 All other vacancies occurring among the Officers or Board Members, other than Executive Director/CEO, may be filled by Board appointment. Such appointed Officers or Board Members shall serve ~~until the next Annual Meeting, when they must be confirmed by vote, or others must be elected in their place.~~for the remainder of the unexpired term pursuant to the vacancy provisions of Article IV, Section 4~~, and such appointments do not require a vote of the membership~~.

7 The President shall be the principal ~~elected~~ officer of the ISCD and shall preside as Chair at all business and scientific meetings of the members and the Board. The President shall carry out other such duties as usually pertain to the Office.

8 The President-Elect shall discharge the duties of the President in case of the latter's absence or disability. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board. The President-Elect shall automatically become President upon the expiration of the term of President.

~~9 The Vice-President shall perform such duties as may be assigned by the President or the Board.~~

~~10~~ **9** In the event that both the President and the President-Elect are unable to act or refuse to act as President, then the Immediate Past- President shall perform the duties of President. The Immediate Past-President shall perform such other duties as from time to time may be assigned by the President or the Board.

~~11~~ **10** The ~~Secretary~~Corporate Secretary, who shall be the Executive Director/CEO, shall have responsibility for all ISCD records, for the minutes of meetings of the Board and the membership, and for the Society's corporate filings, and shall serve all notices as required by the Bylaws and other duties as the President or Board shall assign. ~~With the majority vote of the Board, some or all of the duties of the Secretary may be delegated to the ISCD Executive Director/CEO.~~

~~12~~ **11** The Treasurer shall have responsibility for all monies of the ISCD and shall chair the Audit and Finance Committee. The Treasurer shall periodically render a report of all actions taken as Treasurer and of the financial condition of the Society.

~~13~~12.1 Executive Director/CEO – The Board of Directors shall employ an Executive Director / Chief Executive Officer ("CEO") for the Society pursuant to an agreement. The Executive Director/CEO shall be appointed upon the majority vote of the Board of Directors and shall serve at the pleasure of the Board. A decision to terminate the employment of the Executive Director/CEO shall require two-thirds majority vote of the total Board of Directors. Vacancies in the position of Executive Director/CEO may be filled by interim appointment by the President, and consent of the Executive Committee, until the Board of Directors can approve a permanent replacement. Extension of contract and salary and benefit increases may be made upon approval of the Board of Directors and in accordance with the Executive Director/CEO Review Process approved by the Board of Directors.

~~13~~12.2 The Executive Director/CEO shall: serve as the Chief Executive Officer for the Society; direct and execute all decisions of the Board; handle all day-to-day matters and duties for the operation of the Society; shall be an ex~~-~~ officio non-voting member of the Executive Committee and the Board as set forth in Article IV, Sections 1.2 and 2.3. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; performing or delegating the task of the execution of contracts or other instruments on behalf of the Society as the Board may authorize as well as the signing of checks, drafts or other orders for payment of money, provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Association. The Executive Director/CEO shall serve as an ex officio non-voting member of all Committees and Task Forces of the Society, except the Personnel Committee ~~(except the Audit and Finance Committee)~~, as set forth in Article VI, Section 2, and shall perform such other duties as the Governing Board may from time to time prescribe or authorize the President to prescribe, including all duties and responsibilities prescribed in the written employment contract. As Corporate Secretary, the Executive Director/CEO shall be responsible for the minutes of meetings of the Board and the membership and for the Society's required corporate filings.

~~13~~12.3 On approximately an annual basis the Executive Director/CEO shall be evaluated and provided with a written appraisal by the Personnel Committee.

ARTICLE VIII – FISCAL AUTHORITY

1 The Board may authorize any officer or officers, agent or agents of the ISCD, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ISCD, and such authority may be general or confined to specific instances.

2 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ISCD, shall be signed by such officer or officers, agent or agents of the ISCD and in such manner as shall from time to time be determined by resolution of the Board.

3 All funds of the ISCD shall be deposited to the ISCD general account and will be used to finance approved and budgeted activities and may be invested in accordance with such policies as may be adopted by the Board.

4 The Board may accept on behalf of the ISCD any contribution, gift, bequest or device for the general purposes or for any special purpose of the ISCD.

5 The ISCD shall not make any loan to any officer or Director of the ISCD.

6 The Audit and Finance Committee shall have responsibility for overseeing the accounting and financial reporting processes of the Society and the annual audit of its financial statements; annually retain or renew the retention of the independent auditor; review with the independent auditor the scope and planning of the audit prior to its commencement; review with the independent auditor the results of the audit, including the management letter; review and discuss with the independent auditor any material risks or weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, significant disagreements between auditor and management, and the adequacy of the Society's accounting and financial reporting processes; annually consider the performance and independence of auditor; oversee the adoption and implementation of, and compliance with, Conflict of Interest and Whistleblower policies; review the Society'~~ie~~s investments; provide reports to the full board on its activities and findings; and submit the ISCD annual budget for approval by the Board in accordance with policy set by the Board. The Audit and Finance Committee shall be chaired by the Treasurer and shall be composed of ~~seven (7)~~no fewer than three (3) independent ~~board members~~directors, as set forth in Article VI, Section ~~6.14~~ 13 of these Bylaws, including the chair, approved by the Board of Directors.

7 The Board shall determine the fiscal year of the ISCD.

8 The Board shall approve, by resolution, the incurrence of any material indebtedness or financial obligation, including but not limited to (a) borrowing money or the incurrence of debt; (b) the issuance of promissory notes; and (c) the granting of mortgages, liens, or security interests in the ISCD's assets. Notwithstanding the foregoing, the Executive Director/CEO is authorized to enter into contracts and incur obligations in the ordinary course of business, including but not limited to (a) executing leases; (b) entering into vendor or service agreements; (c) establishing and using corporate credit cards or similar financial instruments with appropriate internal controls; and (d) incurring routine operating expenses.

ARTICLE IX – BOOKS AND RECORDS

1 The ISCD office shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all Board meetings.

ARTICLE X – INDEMNIFICATION OF DIRECTORS AND OFFICERS

1 Subject to the provisions of and to the fullest extent allowed by the New York Not-For-Profit Corporation Law, ISCD shall indemnify each present or former Director, Officer, employee, or committee member of ISCD who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and shall pay or reimburse his or her reasonable expenses (including attorney's fees), judgments, fines, and any amounts paid in settlements actually and reasonably incurred, if the person acted within the scope of their authority, in good faith, and in a manner they believed was in the best interest of ISCD.

ARTICLE XI – AMENDMENTS

1 These Bylaws may be amended in accordance with proposals initiated by the Board or by a petition signed by ten (10) or more members of the ISCD. Such proposals shall be submitted to the voting members. Amendments to the Bylaws must be approved by ~~electronic or mail ballot by~~ two-thirds (2/3) of the votes cast by the voting Members at a meeting where a quorum is present. Any proposed amendments must be presented to the members at least 30 days prior to the meeting and may not be further amended at the meeting.

2 Amendments to the Bylaws shall become effective when the final vote on the amendment is determined.

ARTICLE XII – TRANSITIONAL PROVISIONS

12.1 The following transitional provisions govern the implementation of the amendments to these Bylaws adopted in 2026. They are time-limited; upon completion of the transition described below, the Board may remove this Article without further amendment by the membership. The reconstituted Board of twelve (12) voting Directors (nine (9) At-Large Directors and three (3) Officer-Track Directors) shall be fully constituted as of the close of the 2027 Annual Business Meeting. Until that time, the Board shall continue under the composition in effect immediately before adoption of these amendments, reduced as seats are eliminated in accordance with the schedule in Article XII, Section 12.7.

12.2 Board seats shall be reduced to twelve (12) by eliminating designated seats as the terms of their incumbents expire, in accordance with Article XII, Section 12.7. The seats eliminated at the close of the 2027 Annual Business Meeting include the seats formerly held by the Board Secretary, the JCD Editor-in-Chief, the Council and Committee Chairs who served by virtue of office, and the Regional Panel representatives. The Vice President seat shall be eliminated as provided in Article XII, Section 12.4.

12.3 The offices of President, President-Elect, Immediate Past President, and Treasurer shall transition to the terms established by these amendments in accordance with the rotation set forth in Article XII, Section 12.7.

12.4 Notwithstanding the elimination of the office of Vice President elsewhere in these Bylaws, the office of Vice President shall be retained for the 2027–2028 term only. The individual serving as Vice President during that term shall, at the close of the 2028 Annual Business Meeting, ascend to the presidential track as President-Elect, and the office of Vice President shall be eliminated effective the close of the 2028 Annual Business Meeting.

12.5 The elected office of Secretary shall continue as a voting Officer position through the close of the 2027 Annual Business Meeting. Effective the close of the 2027 Annual Business Meeting, the duties of Secretary shall transfer permanently to the Executive Director/CEO serving as Corporate Secretary~~, ex officio and without a vote~~.

12.6 The Public Policy Committee is eliminated effective upon adoption of these amendments. The JCD Editor-in-Chief continues to be appointed by, and is removable by, the Board, but does not hold a seat on the Board.

12.7 Board Seat Transition Schedule. The following schedule implements the reduction of the Board to twelve (12) voting Directors and the officer rotation. "IPP" means Immediate Past President.

Seat	Current Holder	Status	Term Exp.	Transition (year terms begin)
Presidential-Track Seat 1	Gus Hsia	Officer Extension	2027	IPP 2027 → President-Elect 2028 → President 2029–2030 → IPP 2031 → President-Elect 2032 → President 2033
Presidential-Track Seat 2	Orhan K Oz	Officer Extension	2027	President 2027–2028 → IPP 2029 → President-Elect 2030 → President 2031–2032 → IPP 2033
Treasurer Seat	Donald Eagerton	Officer Extension	2028	Treasurer; three-year terms beginning 2028 and 2031
At-Large Seat 1	Alvin Day	Second Term	2028	Two-year term from 2028; three-year terms from 2030 and 2033
At-Large Seat 2	Wing Chan	Second Term	2027	Three-year terms from 2027, 2030, and 2033
At-Large Seat 3	Kyla Kent	First Term	2029	Three-year terms from 2029 and 2032
At-Large Seat 4	Adrian Lau	First Term	2029	Three-year terms from 2029 and 2032
At-Large Seat 5	Huipeng Shi	First Term	2028	Three-year terms from 2028 and 2031
At-Large Seat 6	Jose Francisco Torres	First Term	2029	Three-year terms from 2029 and 2032
At-Large Seat 7	Sharon Wartenbee	First Term	2028	Three-year terms from 2028 and 2031
At-Large Seat 8	Khalid Albnaqbi	First Term	2029	One-year term in 2029; three-year terms from 2030 and 2033
At-Large Seat 9	Weiwen Chan	First Term	2029	Three-year terms from 2029 and 2032
Seat #10 (VP)	Manju Chandran	First Term	2027	Vice President 2027 → President-Elect 2028, merging into Presidential-Track Seat 1 (then President 2029–2030 → IPP 2031)
Seat #11	Mei Dong	First Term	2027	Seat eliminated at the 2027 Annual Business Meeting
Seat #12	Krupa B. Doshi (Board Secretary)	First Term	2027	Seat eliminated at the 2027 ABM; Secretary duties pass to the CEO as Corporate Secretary
Seat #13	(vacant)	—	2027	Seat eliminated at the 2027 Annual Business Meeting
Seat #14	Georg Helmrich (JCD Editor-in-Chief)	First Term	2027	Seat eliminated at the 2027 ABM; JCD Editor-in-Chief continues, appointed by and removable by the Board, without a Board seat

12.8 The succession provisions of Article VII, Section 5 are illustrated as follows: (a) if the President steps down during the first year of the term (for example, in July 2031), the Immediate Past President serves as President from that date until the next Annual Business Meeting, and a new President-Elect is appointed expeditiously; (b) if the President steps down during the second year of the term (for example, after the 2032 Annual Business Meeting but before the 2033 Annual Business Meeting), the President-Elect becomes President and serves through the 2034 Annual Business Meeting, vacating the office of President-Elect, and the Board appoints a new President-Elect expeditiously; (c) a vacancy in the Immediate Past President is filled no later than the second regularly scheduled quarterly Board meeting after the vacancy, ordinarily by a former President or long-tenured Board member; and (d) where a new President-Elect must be appointed mid-term, the Board does so no later than the second regularly scheduled quarterly Board meeting after the vacancy, using the vacancy provision and without a vote of the membership.

12.9 The currently appointed nominating committee shall handle the nominations process for open positions in 2026-2027, with the newly constituted nominating committee assuming its duties at the conclusion of the Annual Business Meeting in 2027.