

American Pharmacists Association Bylaws as amended through May 13, 2019.

ARTICLE I. NAME AND SEAL

1 **Section 1. Name.** This ASSOCIATION shall be called the
2 "AMERICAN PHARMACISTS ASSOCIATION."

3 **Section 2. Seal.** This ASSOCIATION shall have an official seal.

ARTICLE II. PURPOSE

4 **Section 1. Purpose.** This ASSOCIATION provides information,
5 education, and advocacy to help all pharmacists improve
6 medication use and advance patient care.

7 **Section 2. Membership Benefits and Services.** In furtherance of
8 its lawful purposes and within its corporate powers, this
9 ASSOCIATION shall conduct such programs and activities and
10 shall provide such other membership benefits and services as
11 may be established from time to time by its members or Board
12 of Trustees.

13 **Section 3. Code of Ethics.** This ASSOCIATION shall provide and
14 maintain a Code of Ethics for pharmacists.

ARTICLE III. MEMBERSHIP

15 **Section 1. Classes of Membership.** This ASSOCIATION shall have
16 Member, Student Pharmacist Member, Pharmacy Technician
17 Member, and Honorary Member classes of membership and
18 such other classes of membership as may be established from
19 time to time by the Board of Trustees.

20 **Section 2. Member.** Any pharmacist who is licensed in the
21 United States or a graduate of an Accreditation Council for
22 Pharmacy Education (ACPE) accredited school/college of
23 pharmacy, any member of a pharmacy faculty, or any other
24 individual who shares the ASSOCIATION's mission and vision.
25 Members of the former Life membership class shall be Members
26 without payment of dues. A Member shall have full voting rights
27 and may hold office in this ASSOCIATION as allowed by the
28 individual office and in any of its membership organization
29 groups in which membership is held as allowed by the individual
30 office.

31 **Section 3. Student Pharmacist Member.** Any student enrolled in
32 a school or college of pharmacy holding membership in the
33 American Association of Colleges of Pharmacy or accredited by
34 ACPE, or a student enrolled in a pre-pharmacy program, shall be
35 eligible for membership as a Student Pharmacist Member. A
36 Student Pharmacist Member shall also be a member of the
37 ASSOCIATION's student pharmacist membership organization
38 group. A Student Pharmacist Member shall have full voting rights
39 in the student pharmacist membership organization group and
40 may hold office only in the ASSOCIATION's student pharmacist
41 membership organization group, provided, however, that a
42 Student Pharmacist Member shall have full voting rights as a
43 member of an ASSOCIATION committee or as a delegate in the
44 ASSOCIATION House of Delegates. Student Pharmacist Members
45 representing the student pharmacist membership organization

46 group in the APhA House of Delegates shall have the right to vote
47 in that year's annual election for at-large APhA Board of Trustees
48 members and APhA President-Elect, as well as any additional
49 issues that may be placed on the ballot from time to time.

50 **Section 4. Pharmacy Technician Member.** Any individual who is
51 a pharmacy technician shall be eligible for membership as a
52 Pharmacy Technician Member. A Pharmacy Technician Member
53 shall have full voting rights in a selected Association membership
54 organization group and may hold office only in that selected
55 membership organization group, provided, however, that a
56 Pharmacy Technician Member shall have full voting rights as a
57 member of an ASSOCIATION committee or as a delegate in the
58 ASSOCIATION House of Delegates.

59 **Section 5. Honorary Membership.** Any individual may be granted
60 Honorary membership by the Board of Trustees. An Honorary
61 Member shall have no voting rights and may not hold office in
62 this ASSOCIATION or any of its membership organization groups
63 unless entitled to do so under another class of membership.

64 **Section 6. Admission to Membership.** Any individual shall be
65 admitted to membership in the appropriate class of membership
66 upon completion of administrative processing of any required
67 application accompanied by required dues, provided, however,
68 that the Board of Trustees may deny any individual membership
69 for cause, meaning conduct tending to damage the public
70 reputation of this ASSOCIATION.

71 **Section 7. Membership Benefits and Services.** Membership
72 benefits and services for each class of membership shall be those
73 established from time to time by the Board of Trustees. The
74 Board of Trustees may add, delete, or adjust membership
75 benefits and services as it deems necessary or desirable in
76 furtherance of ASSOCIATION purposes. No addition, deletion, or
77 adjustment of membership benefits or services shall require any
78 adjustment of dues for the membership period during which the
79 addition, deletion, or adjustment of membership benefits or
80 services occurs.

81 **Section 8. Termination of Membership.** Any member may
82 voluntarily terminate membership by notice to this
83 ASSOCIATION. Termination of membership shall be effective
84 upon completion of administrative processing of such notice. No
85 such voluntary termination of membership shall be effective to
86 avoid any debt to this ASSOCIATION. This ASSOCIATION may
87 terminate the membership of any member for failure to pay
88 required dues. Such termination of membership shall be
89 effective at the convenience of this ASSOCIATION. Termination
90 of membership shall terminate the right of any member to all
91 membership benefits and services.

92 **Section 9. Dues.** Each member shall pay such dues as may be
93 required from time to time by the Board of Trustees for each class
94 of membership. The Board of Trustees may establish from time
95 to time such administrative policies and procedures as it deems
96 necessary or desirable to facilitate the payment and receipt of
97 required dues. The Board of Trustees may also establish from
98 time to time special dues within established classes of
99 membership.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the ASSOCIATION shall be the President, the President-elect, the Immediate Past President, the Treasurer, and the Executive Vice President.

Section 2. President, President-elect and Immediate Past President. The President shall be a pharmacist from the ASSOCIATION's Member category and the principal elected officer of the ASSOCIATION and shall serve as a Trustee of this ASSOCIATION.

The President shall first be elected as President-elect, and the year thereafter shall serve as President with the third year of service as Immediate Past President. The President shall preside at meetings of this ASSOCIATION and shall appoint, with the approval of the Board of Trustees, all ASSOCIATION committees other than the ASSOCIATION House of Delegates Committees.

The President shall perform such other duties as may be assigned from time to time by the Board of Trustees, but shall have no individual duties or responsibility for administrative decisions or actions with regard to the continuing management of ASSOCIATION affairs.

No individual shall serve as President-elect immediately following a term as President or Immediate Past President. A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect or Immediate Past President may be filled by a pharmacist from the ASSOCIATION's Member category appointed by the Board of Trustees, except that any appointment of a President-elect will be effective only until the next regular election at which time the membership shall elect both a President-elect and a President.

Section 3. Executive Vice President. The Executive Vice President shall be a pharmacist from the ASSOCIATION's Member category appointed by the Board of Trustees and employed by the ASSOCIATION as chief executive officer on such terms and conditions as are approved by the Board of Trustees. The Executive Vice President shall be responsible to the Board of Trustees in the exercise of assigned duties and authorities for executive and administrative decisions or actions with regard to the continuing management of the ASSOCIATION's affairs. The Executive Vice President shall serve as Secretary of the ASSOCIATION and as Secretary of the House of Delegates. A vacancy in the office of Executive Vice President shall be filled by a pharmacist from the ASSOCIATION's Member category appointed by the Board of Trustees.

Section 4. Treasurer. The Treasurer shall be a Member appointed by the Board of Trustees and shall serve for a term of three (3) years from the effective date of the appointment. No individual shall serve more than two (2) consecutive full three-year terms as Treasurer. A vacancy in the office of Treasurer shall be filled for the unexpired term by a Member appointed by the Board of Trustees.

Section 5. Removal. An Officer of the ASSOCIATION (except for the Executive Vice President) may be removed from office for any reason by a two-thirds (2/3) vote in favor of removal by the whole Board of Trustees, excluding the vote of the affected Officer. Trustees may only vote in person at an assembled meeting, face-to-face. No proxies, mail, telephone or other indirect means of voting shall be permitted. The vote shall be taken by secret written ballot. Counsel to the ASSOCIATION shall tally the ballots and shall announce only the result.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Composition. Six (6) Elected Trustees, the Officers, the Speaker of the House of Delegates, and the Presidents of the membership organization groups of this ASSOCIATION shall constitute the Board of Trustees.

Section 2. Duties and Authority. The Board of Trustees shall be responsible for the general supervision and management of ASSOCIATION affairs, including, but not limited to, the specific duties and authority stated in these Bylaws. It shall have, in addition to the specific duties and authority stated in these Bylaws, such duties and authority which from time to time are imposed on or recognized by law as being applicable to nonprofit corporations. It shall adopt Bylaws and rules or procedures for the conduct of its business.

It shall act with regard to matters of ASSOCIATION policy for the House of Delegates in the interim between House of Delegates meetings and shall make an annual report to the membership regarding the programs and activities of this ASSOCIATION.

Section 3. Election of Trustees. Elected Trustees shall be elected as provided for in the Article on elections in these Bylaws.

Section 4. Term of Office. Elected Trustees shall be elected for a term of three (3) years and shall serve until their successors have been duly elected and installed. No individual shall serve more than two (2) successive full terms as an Elected Trustee. However, nothing in this Article shall prevent a Trustee who has served two full successive terms from being elected as President-elect or President.

Section 5. Vacancies. A vacancy among Elected Trustees shall be filled by a pharmacist from the ASSOCIATION's Member category selected by the Board of Trustees to serve the remainder of the unexpired term. A vacancy among Officer Trustees shall be filled as provided for in the Article on Officers in these Bylaws. A vacancy in the Office of Speaker or the Office of Speaker-elect of the House of Delegates shall be filled as provided for in the Article on the House of Delegates in these Bylaws.

Section 6. Meetings. The Board of Trustees shall meet at the call of the President or on the call of a quorum of the Board of Trustees. The time and place of Board of Trustees meetings shall be established by the President.

Section 7. Quorum. A majority of Trustees plus one shall constitute a quorum for the transaction of business.

Section 8. Removal. A Trustee of the ASSOCIATION may be removed from office for any reason by a two-thirds (2/3) vote in favor of removal by the whole Board of Trustees, excluding the vote of the affected Trustee. Trustees may only vote in person at an assembled meeting, face-to-face. No proxies, mail, telephone or other indirect means of voting shall be permitted. The vote shall be taken by secret written ballot. Counsel to the ASSOCIATION shall tally the ballots and shall announce only the result.

ARTICLE VI. HOUSE OF DELEGATES

Section 1. Composition. The House of Delegates shall consist of delegates from Affiliated State Organizations (See Article VII), ASSOCIATION membership organization groups, Recognized National Organizations (See Article VII), Delegates Ex Officio, and Speaker-appointed delegates. Each delegate and Delegate Ex Officio must be a member of this ASSOCIATION.

213 **Section 2. Apportionment of Delegates.**

214 **A.** Affiliated State Organizations: each shall have two (2)
215 delegates plus one (1) delegate for each two hundred (200)
216 Members of this ASSOCIATION, or major fraction thereof, who
217 are members of this ASSOCIATION residing in the state.
218 Delegates and alternate delegates from each state should reflect
219 the demographic diversity represented by the ASSOCIATION
220 membership residing in that state.

221 i. If either an affiliated state organization delegation has been
222 inactivated via procedures outlined in Article VII, Section 2.G
223 of these Bylaws or no delegates have been appointed by the
224 affiliated state organization by June 1st, the Speaker may
225 appoint one delegate who, at the time of appointment, resides
226 or is employed in the state or region they are chosen to
227 represent.

228 **B.** ASSOCIATION membership organization groups: each shall
229 have twenty-eight (28) delegates.

230 **C.** Recognized National Organizations: each shall have two (2)
231 delegates, delegates who are members of the recognized
232 organization.

233 **D.** Delegates Ex Officio: shall be each Trustee, ASSOCIATION
234 Former Presidents, and Former Speakers of the House of
235 Delegates.

236 **E.** The Speaker shall appoint up to 20 delegates from House
237 committee members not appointed as delegates from other
238 delegations.

239 **F.** Each appointing organization shall have the right to appoint
240 one (1) alternate delegate for up to five (5) delegates that it
241 appoints, plus one (1) alternate delegate for each additional
242 five (5) delegates, or major fraction there-of, that it appoints.

243 **G.** Delegations that have one or more seats unfilled during both
244 House sessions for 3 consecutive years shall have those seats
245 inactivated from their delegate allocation. Delegations shall be
246 notified 60 days prior to the inactivation of delegate seats and
247 may petition the Secretary of the House for reappointment of
248 those seats.

249 **Section 3. Duties and Authority.** The House of Delegates shall
250 serve as a legislative body in the development of ASSOCIATION
251 policy. It shall act on such policy recommendations as shall come
252 before it and shall adopt rules or procedures for the conduct
253 of its business.

254 **Section 4. Appointment of Delegates.** Affiliated State
255 Organizations, Recognized National Organizations, and
256 ASSOCIATION membership organization groups will appoint the
257 delegates and alternate delegates to which they are entitled
258 according to Article VII, Section 2 of these Bylaws and the APhA
259 House Rules of Procedure. All delegates and alternate delegates
260 other than Delegates Ex Officio shall serve until May 31st of each
261 year. Delegates Ex Officio shall serve for life or, in the case of
262 Trustees serving as Delegates Ex Officio, until their successors
263 have been duly appointed or elected and installed.

264 **Section 5. Officers.** The Officers of the House of Delegates shall
265 be a Speaker, a Speaker-elect, and a Secretary. The Speaker shall
266 appoint delegates and Committees as provided in these Bylaws,
267 shall preside at meetings of the House of Delegates, and shall be
268 responsible for a report of the actions of the House of Delegates
269 to the members of this ASSOCIATION. The Speaker-elect shall
270 assist the Speaker in the performance of the Speaker's duties
271 and/or perform such duties as specified by the House of
272 Delegates. In the event of a vacancy in the Office of Speaker, or
273 in the event the Speaker is unable to perform the duties of the
274 office during a meeting of the House of Delegates, the Speaker-

275 elect shall assume the duties of the Speaker. In the event of a
276 vacancy in both the Office of Speaker and the Office of Speaker-
277 elect, or in the event both the Speaker and the Speaker-elect are
278 unable to perform the duties of the offices during a meeting of
279 the House of Delegates, the House of Delegates shall elect a
280 Speaker pro tem, at which time a Speaker and a Speaker-elect
281 shall be elected. The Secretary of the House of Delegates shall be
282 responsible for the administrative functions of the House of
283 Delegates.

284 **Section 6. Elections.** The Speaker-elect shall be elected during
285 the Annual Meeting of the ASSOCIATION by the House of
286 Delegates from among a slate of delegates nominated by the
287 House of Delegates Committee on Nominations and as otherwise
288 may be provided for in rules or procedures adopted by the House
289 of Delegates. Speaker-elect elections will be held every other
290 year. The Speaker-elect shall serve until the end of the next
291 Annual Meeting of the ASSOCIATION following election at which
292 time the Speaker-elect shall be installed in the Office of Speaker.
293 The Speaker shall serve for two years. The Speaker shall serve
294 until a successor is duly elected and/or installed. The Executive
295 Vice President of the ASSOCIATION shall serve as Secretary of the
296 House of Delegates.

297 **Section 7. Meetings.** The House of Delegates shall hold a regular
298 meeting during the Annual Meeting of this ASSOCIATION, this
299 regular meeting to consist of such sessions and to have an order
300 of business as adopted by the House of Delegates. The House
301 may, at the discretion of the Speaker, convene using electronic
302 means prior to the regular meeting outlined herein provided that
303 the Secretary of the House notifies the delegates at least 30 days
304 prior to convening such session. All House of Delegates Rules of
305 Procedure and these Bylaws apply to all House sessions, whether
306 held electronically or in person. The House of Delegates may
307 hold special meetings at the call of the Speaker with the approval
308 of the Board of Trustees, or upon written or electronic petition of
309 a majority of authorized delegates provided that the Secretary of
310 the House notifies the delegates at least 10 days prior to
311 convening such session. Special meetings of the House of
312 Delegates may occur electronically or be scheduled in person at
313 a time and location to be established by the Speaker with the
314 approval of the Board of Trustees.

315 **Section 8. Quorum.** A majority of the delegates registered at any
316 regular or special meeting of the House of Delegates shall
317 constitute a quorum for the transaction of business.

318 **Section 9. Committees.** The House of Delegates shall have
319 committees as established by the Speaker and the Board of
320 Trustees. Such Committees shall be appointed by the Speaker of
321 the House of Delegates. The House of Delegates shall have the
322 following standing committees:

323 **A.** Committee on Nominations

324 **B.** Canvassers Committee

325 **C.** Policy Committees.

326 Committees shall have such number of members as the Board of
327 Trustees may establish and shall consider subjects only on
328 agendas approved by the Board of Trustees. The House of
329 Delegates Committee on Nominations shall nominate candidates
330 for Speaker of the House of Delegates in accordance with such
331 Bylaws, rules, or procedures as the House of Delegates deems
332 necessary or desirable to facilitate its business. The House of
333 Delegates Canvassers Committee shall certify the results of the
334 House of Delegates elections.

ARTICLE VII. RECOGNIZED AND AFFILIATED ORGANIZATIONS

Section 1. Recognized National Organizations. Any national organization representing pharmacy, the purposes of which are consistent with the purposes of this ASSOCIATION, may be designated a Recognized National Organization by the Board of Trustees. The status of such an organization as a Recognized National Organization may be terminated by the Board of Trustees.

Section 2. Affiliated State Organizations. An organization, representing pharmacy, from a State, Territory, or the District of Columbia may be designated as an Affiliated State Organization by the Board of Trustees at its discretion.

ARTICLE VIII. ORGANIZATION OF MEMBERS

Section 1. Organization. The Association shall have a membership organization group representing at least the following segments of members: pharmacy practitioners, student pharmacists, and pharmaceutical scientists. Each group shall have an Executive Committee consisting of a President, a President-elect, and such additional members as the Board of Trustees may establish from time to time. Each Executive Committee shall be elected by the members of the group pursuant to procedures established by the Board of Trustees.

Section 2. Additional membership organization groups. The Board may, from time to time, establish additional membership organization groups reflecting the diverse professional needs of the membership.

Section 3. Programming. Each membership organization group shall conduct such programs as may be established from time to time for the benefit of its members, the profession, or the public. Programs are subject to the approval of the Board of Trustees. The student pharmacist organization group may recognize an affiliated student pharmacist chapter at any ACPE-accredited or American Association of Colleges of Pharmacy recognized school or college of pharmacy.

ARTICLE IX. MEETINGS

Section 1. Annual Meeting. This ASSOCIATION shall hold an Annual Meeting each calendar year at a time and place established by the Board of Trustees. The Annual Meeting shall consist of such sessions and shall have an order of business as specified in the official program for the Annual Meeting.

Section 2. Special Meetings. The ASSOCIATION may hold special meetings at the call of the President with the approval of the Board of Trustees. The time and place of special meetings shall be established by the President. The order of business for a special meeting shall be as specified in the call, notice or agenda of the special meeting.

ARTICLE X. ELECTIONS

Section 1. Nominations. Candidates for election as ASSOCIATION President-elect and Elected Trustees shall be from among pharmacists in the Member category. A slate of two (2)

candidates shall be nominated for each Elected Trustee slot and President-Elect.

Section 2. Nominating Committee. The Committee on Nominations shall nominate all candidates for President-elect and Elected Trustees as provided for in this Article. The Committee on Nominations shall consist of the most recent nonincumbent Former President, the immediate former Speaker of the House of Delegates, and three (3) other members appointed by the President. No individual shall serve on the Committee on Nominations in more than three (3) consecutive calendar years.

Section 3. Election Procedure. Except as may otherwise be provided in these Bylaws, the names of candidates for election and a mail ballot shall be provided all members entitled to vote. Executed ballots must be received by the date published on the ballot.

The Committee of Canvassers shall certify the results of all ASSOCIATION elections, except for elections in the House of Delegates. The Committee of Canvassers shall meet following a tally of timely, valid ballots and shall review the election procedure for compliance with these Bylaws. It shall certify to the Board of Trustees the results of the election for each position. The names of candidates elected shall be made public following certification of the election by the Committee of Canvassers. Once certified, the results of any election shall not be subject to challenge.

Section 4. Time of Election. Except as may otherwise be provided in these Bylaws, the ASSOCIATION nomination and election process shall be conducted pursuant to a schedule established by the Executive Vice President with the approval of the Board of Trustees, which will permit candidates elected to assume office as provided in these Bylaws.

Section 5. Installation. Except as may otherwise be provided in these Bylaws, Officers and Elected Trustees of the ASSOCIATION and the elected officers of the membership organization groups shall assume office at the conclusion of business on the last day of the Annual Meeting of the ASSOCIATION following the year in which they are elected.

Section 6. Honorary President. When nominated by the Board of Trustees, an Honorary President of the ASSOCIATION shall be elected pursuant to the election procedures established in these Bylaws. The Honorary President shall be a member of the ASSOCIATION, shall have made significant contributions to the ASSOCIATION, and shall serve for a one-year term commencing on the first day of the Annual Meeting following the year in which elected.

ARTICLE XI. FINANCES

Section 1. Financial and Investment Policy. The financial and investment policy of this ASSOCIATION shall be as established from time to time by the Board of Trustees with the advice of the Treasurer, Executive Vice President, and such other financial advisors as the Board of Trustees may deem necessary or desirable. Investments shall not be restricted to those approved by law by the District of Columbia or any other jurisdiction.

Section 2. Financial Administration. The Executive Vice President, with the approval of the Treasurer, shall be responsible for the continuing management of the financial affairs of this ASSOCIATION. The Board of Trustees shall approve any bank intended to serve as a repository of ASSOCIATION

439 assets and a public accounting firm that shall be retained to
440 conduct an annual audit of ASSOCIATION accounts. All
441 disbursements of ASSOCIATION funds shall be pursuant to such
442 policies and procedures as may be established from time to
443 time by the Board of Trustees and are to be monitored and
444 reviewed on a regular basis by the Treasurer and the Executive
445 Vice President or by the Executive Vice President alone.

446 **Section 3. Bonds.** The Treasurer, the Executive Vice President,
447 and such other members, employees, or agents of this
448 ASSOCIATION as the Board of Trustees may direct shall be
449 bonded for proper care and disposition of ASSOCIATION property
450 in their possession or custody. Such bonds shall be in amounts
451 and subject to such conditions as the Board of Trustees shall
452 direct. The expense of such bonds shall be borne by the
453 ASSOCIATION.

454 **Section 4. Financial Report.** The Treasurer shall make an
455 annual financial report to the membership that includes an
456 audited financial statement for the preceding fiscal year.

ARTICLE XII. BOARD OF PHARMACY SPECIALTIES

457 **Section 1. Purposes.** The Board of Pharmacy Specialties shall
458 exist for the following purposes:

459 **A.** To grant recognition of appropriate pharmacy practice
460 specialties based on criteria established by the Board of
461 Pharmacy Specialties.

462 **B.** To establish standards for certification and recertification
463 in recognized pharmacy practice specialties.

464 **C.** To grant qualified pharmacists certification and recertification
465 in recognized pharmacy practice specialties.

466 **D.** To serve as a coordinating agency and informational
467 clearinghouse for organizations and pharmacists in recognized
468 pharmacy practice specialties.

469 **Section 2. Bylaws and Composition.** The Board of Pharmacy
470 Specialties shall operate under Bylaws (and subsequent
471 amendments) approved by the ASSOCIATION's Board of
472 Trustees. The composition of the Board of Pharmacy Specialties
473 shall be outlined in the approved Bylaws.

474 **Section 3. Finances.** The ASSOCIATION shall act as fiscal agent for
475 the Board of Pharmacy Specialties in accordance with procedures
476 established by the ASSOCIATION's Board of Trustees. The
477 ASSOCIATION shall prepare an annual audited financial report of
478 Board of Pharmacy Specialties activities.

ARTICLE XIII. PARLIAMENTARY AUTHORITY AND PRECEDENCE

479 **Section 1. Parliamentary Authority.** The rules contained in the
480 current edition of Robert's Rules of Order shall govern this
481 ASSOCIATION in all cases to which they are applicable. The
482 Executive Vice President may retain the services of a qualified
483 parliamentarian for any meeting when such services are deemed
484 necessary or desirable and shall do so for all deliberative
485 meetings of the House of Delegates.

486 **Section 2. Precedence.** In any case of conflict between these
487 Bylaws and any other bylaws, parliamentary authority, or rules or
488 procedures of any membership organization group, these Bylaws
489 shall prevail. All such apparent conflicts shall be resolved by the
490 Board of Trustees whose decision shall be binding on all
491 interested parties.

ARTICLE XIV. AMENDMENTS

492 **Section 1. Bylaws.** Every proposed amendment of these Bylaws,
493 following the approval of counsel and the Board of Trustees, shall
494 be submitted with a mail ballot to all members entitled to vote.
495 Executed ballots must be received by this ASSOCIATION by the
496 date published on the ballot. A proposed amendment of these
497 Bylaws shall become effective upon receiving a two-thirds (2/3)
498 affirmative vote certified by the Committee of Canvassers to the
499 Board of Trustees. Once certified, the results of any vote on a
500 proposed Bylaw amendment shall not be subject to challenge.

501 **Section 2. Code of Ethics.** Every proposed amendment of the
502 Code of Ethics, with the approval of counsel and the Board of
503 Trustees, shall be submitted with a mail ballot to all members
504 entitled to vote. Executed ballots must be received by this
505 ASSOCIATION by the date published on the ballot. A proposed
506 amendment of the Code of Ethics shall become effective upon
507 receiving a two-thirds (2/3) affirmative vote certified by the
508 Committee of Canvassers to the Board of Trustees.

ARTICLE XV. NOTICE

509 **Section 1. Previous Notice.** Any previous notice required to be
510 provided any member of this ASSOCIATION may be given by
511 printing the notice in a publication regularly provided the
512 member entitled to notice or by mailing the notice to each
513 member entitled to notice at the member's mailing address then
514 indicated in the membership records of this ASSOCIATION.