

## **Official Notice**

### **NOTICE OF AMENDMENT TO ACOI BYLAWS**

The Board of Directors of the American College of Osteopathic Internists (ACOI) has proposed amendments to the ACOI's Bylaws. The proposed amendments will be considered during the Annual Meeting of Members scheduled for **Saturday, October 11, 2025**, at **7:00 AM Eastern Time** at the JW Marriott Marco Island Beach Resort, 400 S. Collier Boulevard, Marco Island, Florida. The Annual Meeting of Members will also be live-streamed at <https://learning.acoi.org/products/annual-meeting-of-members-2025-ac-live>. The current Bylaws are available at [ACOI Bylaws](#).

Following a comprehensive review of the Bylaws to ensure compliance with applicable statutes, and to ensure they are reflective of ACOI operations and best practices, the Board of Directors propose the following key amendments:

#### **Article II: Membership**

[Section 1](#) is amended to specify membership eligibility requirements, state that only Active Members can vote or serve as an Officer or a Director, and amends "Candidate Members" to include both resident and fellows in training.

[Section 2](#) is amended to remove the Code of Ethics of the American Osteopathic Association.

[Section 3](#) is amended to clarify Candidate Members include individuals who are in residency or fellowship training.

[Section 9](#) is deleted to remove the requirement that College members attend an educational program and the annual business meeting sponsored by the College at least once every three years.

#### **Article III: Fellows, Master Fellows and Honorary Fellows**

[Section 1](#) is amended to clarify Fellow of the College is different from a fellow in training and provides for the establishment of educational and business meeting attendance requirements as set forth in the College's policies.

[Section 2](#) is amended to clarify Fellow of the College is different from a fellow in training and provides that the criteria, procedures, and qualifications to become a Master Fellow are set forth in the College's policies.

#### **Article IV: Meetings of Members**

[Section 3](#) is added to define a quorum for meetings of members.

[Section 4](#) is added to allow for virtual annual or special meetings using Internet or other electronic communications.

[Section 5](#) is added to state that members cannot vote by proxy.

#### **Article V: Board of Directors**

[Section 1](#) is amended to require that Directors or elected or appointed individuals must remain a member of the College in good standing.

[Section 2](#) is amended to reduce the number of elected Directors from nine (9) to six (6) and establishes a limit of two, three-year terms (2 x 3 years) for newly elected Directors. This does not limit the time for current Directors on the Board. Directors would be eligible for an additional four (4) years of service as a Board Officer. The amendment also removes the “Past President” role and renames the “Immediate Past-President” to “Past President.”

[Section 2](#) is amended to clarify that the CEO and Resident Representative serve as ex officio, non-voting Directors.

[Section 3](#) is added to clarify the nomination process for the Board of Directors.

[Section 5](#) is amended to become Section 6 and clarifies the notice requirements for Board meetings.

[Section 8](#) is amended to become Section 9 and provides for the composition of the Executive Committee (Past President, President, President-Elect, Secretary-Treasurer, and one other Director (the at-large Director).

[Section 12](#) is amended to become Section 13 and provides the requirements for indemnification of an individual who serves or who served as an Officer, Director or employee against liability under certain circumstances.

[Section 13](#) is amended to become Section 14 and provides for the resignation or removal of a Director.

[Section 14](#) is amended to become Section 15 and provides for emergency powers of the Board of Directors in the event of a catastrophic event.

#### **Article VI: Officers and Administrative Personnel**

[Section 1](#) is amended to reflect the proposed revision to the Officers of the College and to state a preference that the Secretary-Treasurer candidate has served at least six years as a Director, thus codifying the “succession plan.”

[Section 2](#) is amended to provide guidance and eligibility to be elected President-Elect.

[Section 6](#) is amended to clarify the role of President.

[Section 8](#) is amended to clarify the role of Secretary-Treasurer.

[Section 9](#) is amended to reflect current business practice, and accordingly changes the title from Executive Director to Chief Executive Officer (CEO).

#### **Article VII: Committees**

[Section 2](#) is added to establish the Finance Committee and the Nominating Committee as standing committees chaired by the Secretary-Treasurer and the Past-President, respectively.

#### **Article X: Parliamentary Procedure**

This article is amended to set forth the opportunity to use a more simplified parliamentary procedure.

# BYLAWS AMENDED AS PROPOSED

## THE AMERICAN COLLEGE OF OSTEOPATHIC INTERNISTS

### PREAMBLE

The American College of Osteopathic Internists (ACOI) is an educational organization whose purpose is to advance the practice of osteopathic internal medicine.

### CONTENT

- ARTICLE I: Offices
- ARTICLE II: Membership
- ARTICLE III: Fellows, Master Fellows and Honorary Fellows
- ARTICLE IV: Meeting of Members
- ARTICLE V: Board of Directors
- ARTICLE VI: Officers and Administrative Personnel
- ARTICLE VII: Committees
- ARTICLE VIII: Contracts, Checks, Deposits, and Funds
- ARTICLE IX: Dues
- ARTICLE X: Parliamentary Procedure
- ARTICLE XI: Amendments

#### ARTICLE I: OFFICES

The corporation may have office locations as determined by the Board of Directors.

#### ARTICLE II: MEMBERSHIP

**Section 1. Class of Members.** The College shall have seven (7) classes of members. The Board of Directors, in its discretion, may admit to membership individuals who satisfy the following good standing requirements: (a) are supportive of the ACOI mission; (b) comply with the ACOI policies, standards, and conformance with any applicable codes of ethics and professionalism, which includes maintaining good moral character, (c) fulfilling the requirements of a Membership Class set forth below; and, (d) pay applicable dues. The classes and criteria are:

1. Active Members, which is the only Class that can vote or serve as an Officer or a Director with voting rights.
2. Resident and Fellow Members

3. Emeritus Members
4. Retired Members
5. Associate Members
6. Honorary Members
7. Student Members

**Section 2. Active Members.** Physicians who possess the United States degree of Doctor of Osteopathic Medicine (DO), or Doctor of Medicine (MD) (or a recognized international equivalent) may qualify to be Active Members if they:

1. Possess a valid medical license granted by the State in which they practice;
2. Have completed, or are affiliated with, a graduate medical education program in internal medicine approved by the American Osteopathic Association or the Accreditation Council for Graduate Medical Education;
3. Show evidence of working in active practice, education, research, or administration; and
4. Maintain their membership in the College.

Acceptance of applications for Active membership requires the approval of two-thirds (2/3) of the Board of Directors.

### **Section 3. Membership for Individuals in Residency or Fellowship Training**

**Programs.** Individuals who are in training in Residency or in Fellowship Programs may be eligible to become ACOI Resident Members or ACOI Fellow Members if they have completed, or are in, a formal internal medicine or internal medicine subspecialty training program approved by the Accreditation Council for Graduate Medical Education (ACGME) or, having completed such training, be in the process of qualifying for Active Membership status. Resident and Fellow Members become eligible for Active membership upon completion of their respective programs. Resident Members and Fellow Members may attend all business meetings of the College.

**Section 4. Emeritus Members.** An Active member who has been in good standing continuously for thirty-five (35) years may become an Emeritus member upon written request and approval by the CEO. Emeritus members have the full privileges of Active membership except the right to hold office or to vote.

**Section 5. Retired Members.** An Active member in good standing who is retired from active practice, including any employment dependent on one's medical degree, but not eligible for Emeritus status, or who is completely disabled, may apply for Retired member status by written request and approval from the CEO.

**Section 6. Associate Members.** Physicians and other healthcare professionals who are in specialized fields cooperating with, or allied to, osteopathic internal medicine, or physicians whose practices are largely in the field of internal medicine but who may be ineligible for Active membership, and who have evidenced interest in and support of the objectives of the College, may be elected to Associate membership.

**Section 7. Honorary Members.** Persons whose professional services are in a specialized field cooperating with internal medicine, or who have made an outstanding contribution to internal medicine, such as through teaching or research, may be elected to Honorary membership by the Board of Directors.

**Section 8. Student Members.** Persons enrolled as students in a College of Medicine approved by the Commission on Osteopathic College Accreditation or the Liaison Committee on Medical Education, and who have an interest in the field of internal medicine and osteopathic principles, may be elected to Student membership in the College. Student members may attend all business meetings of the College.

**Section 9. Change of Membership Status.** The Board of Directors may change the status or terminate the membership of anyone who no longer qualifies for their membership Class. All questions of suspension, termination, or change in membership status are referred to the CEO for investigation and recommendation, except in those cases where a member automatically loses membership for failure to pay dues, including authorized assessments, or for failure to possess a license to practice.

**Section 10. Reinstatement.** Any member who has been suspended for any reason and who desires to be reinstated shall file an appropriate application with the CEO. Any such application must be accompanied by a check covering any unpaid dues. The CEO shall investigate the same and make a recommendation to the Board of Directors. The Board of Directors shall then determine whether such applicant shall be reinstated. Any amounts paid for current dues, shall be returned if the applicant is denied reinstatement.

ARTICLE III: FELLOWS, MASTER FELLOWS AND HONORARY FELLOWS

**Section 1. Requirements for Granting the Title of Fellow of the American College of Osteopathic Internists.** The Board of Directors may award the title of "Fellow of the American College of Osteopathic Internists (FACOI)" to one who meets all the following requirements:

1. Certification by the American Osteopathic Board of Internal Medicine or the American Board of Internal Medicine;
2. Active ACOI membership in good standing for the two-year period preceding nomination;
3. Possession of an active medical license in good standing;
4. Demonstration of continuing professional accomplishments and scholarship; and,
5. Documentation of continuing professional activities, which may include teaching, membership and service to regional and national professional organizations, hospital committee work, research, participation as both teacher and student in continuing medical education activities, significant achievement in the practice of osteopathic medicine and service to the public and community; and
6. Fulfillment of any requirements set forth in the College's policies.

To be considered a candidate for FACOI, an individual must be eligible and nominated according to the criteria and procedures set forth in the ACOI policies.

Fellows of ACOI are authorized to use the designation "FACOI" for as long as they remain members of the College in good standing.

**Section 2. Requirements for Granting the Title of Master Fellow of the American College of Osteopathic Internists (MACOI).** The College has an honorary society, referred to as the Gillum Society of Master Fellows, to honor highly distinguished osteopathic internists who have achieved recognition through their superiority in clinical practice, teaching or research. The criteria, procedures, and qualifications to become a Master Fellow of the American College of Osteopathic Internists are set forth in the College's policies. Master Fellows are authorized to use the designation "MACOI" for as long as they remain members of the College in good standing.

**Section 3. Requirements for Granting the Title of Honorary Fellow of the American College of Osteopathic Internists (Honorary FACOI).** The Board of Directors may by unanimous vote award the title of Honorary FACOI to individuals manifesting exceptional concern, skill or ability in areas related to health, education, or public welfare. The Board of Directors may by unanimous vote rescind the title of Honorary Fellow with or without cause.

**Section 4. Other Awards.** The Board of Directors may present other awards from time to time as it determines appropriate.

**Section 5.** Appropriate certificates attesting to "FACOI," "MACOI," "Honorary FACOI" and others shall be issued by the College.

#### ARTICLE IV: MEETING OF MEMBERS

**Section 1. Annual Meeting.** The College holds an annual meeting for educational purposes and the transaction of business. It is generally held in conjunction with the annual convention of the College, at which officers and members of the Board of Directors are elected and other business is transacted. Written notice of the time and place of the annual meeting of the College shall be sent to members at least thirty (30) days in advance of the time of such meeting. Notice of such meeting shall be published in an official publication of the American College of Osteopathic Internists.

**Section 2. Special Meetings.** A special meeting of members may be called by a simple majority vote of the Board of Directors and shall be called upon the written request of 20 percent (20%) of the Active members as validated by the CEO. If a special meeting is called by the Board of Directors, the Board shall specify the date, time, and place of the meeting. The CEO shall send written notice to Active members of any special meeting at least thirty (30) days prior to the date of the meeting of the date, time, and place for which the meeting is called.

**Section 3. Quorum.** A quorum of members shall be the members in attendance at any annual, special, or virtual meeting. The act of a majority of the quorum shall constitute approval of a matter at hand unless a higher number is required.

**Section 4. Virtual Member Meetings.** As determined by the discretion of the Board of Directors, any Annual or Special Meetings of the membership may be held by means of the Internet or other electronic communications technology provided that the technology allows the Members to hear and be heard.

**Section 5. Proxies.** The Members do not vote by proxies.

#### ARTICLE V: BOARD OF DIRECTORS

**Section 1. General Powers.** The affairs of the College shall be managed by its Board of Directors and Officers, including but not limited to the appointment of all committees. As a condition of service as a Director or elected or appointed Officer, an individual must remain a member in good standing with ACOI.

**Section 2. Number, Tenure and Qualifications.**

1. **Elected Directors.** The number of elected Directors of the College shall be reduced from nine (9) to six (6) as follows. The next three Directors who are elected into the office of Secretary-Treasurer will vacate their elected-Director position, which will then automatically be eliminated, ultimately resulting in the reduction to six (6) elected Director positions. Elected Directors have three-year terms. Elected Directors whose terms expire may be reelected as Directors by the Active members at the annual meeting. Newly elected Directors may serve for a lifetime maximum of two (2), three-year terms. Directors are eligible to serve as voting members of the Board for an additional four (4) years if elected to Officer positions of President, President-Elect, Past President, and Secretary-Treasurer. For purposes of this paragraph, a person who is elected to fill a Director vacancy and who serves two (2) years or more of said term shall be considered to have served a full term.
2. **Ex-Officio, Non-Voting Directors.** There are non-voting positions on the Board for the CEO and a Resident Fellow selected by the President to serve as the Resident Representative.

**Section 3. Nominations.** The Nominating Committee shall propose a slate of candidates for elected positions on the Board of Directors for terms that are expiring. The list of candidates, along with a brief statement of the qualifications of each candidate, shall be published in the ACOI newsletter, or other official publication of general membership circulation of the College, generally no later than 90 days prior to the annual meeting.

**Section 4. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held in conjunction with, and at the same place as, the annual meeting of the members.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by, or at the written request of, the President or any five (5) Directors. Any such special meeting site shall be selected at the discretion of the President of the College.

**Section 6. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail or electronically to each Director at their address as shown by the records of the College. If sent electronically, such notice shall be deemed to be delivered when electronic



communication is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting if those not present waive notice of the meeting in writing.

**Section 7. Quorum.** A majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; if fewer than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present, shall constitute acts of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Executive Committee.** There shall be an Executive Committee consisting of the Past President, the President, the President-Elect, the Secretary-Treasurer, and one other Director selected at the regular annual meeting by the Board of Directors, typically a Director in their sixth year of service. The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the Board of Directors unless the Board determines otherwise. The President serves as Chair of the Executive Committee.

**Section 10. Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve until the next annual meeting of members at which time a Director shall be elected by the members to complete the unexpired term resulting from the vacancy.

**Section 11. Compensation.** Directors shall not receive any salary for their service on the Board but may be reimbursed for expenses incurred related to approved ACOI activities.

**Section 12. Action Without Formal Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if it receives the unanimous approval of the Directors. The minutes of the Board of Directors or Executive Committee shall reflect the action taken.

**Section 13. Indemnification.**

A. The College may indemnify an individual made a party to a proceeding because the individual is or was a Director, Officer or employee, against liability incurred in the proceeding if the individual:

(1) Conducted themselves in good faith;

(2) Believed:

a. In the case of conduct in their official capacity with the corporation, that their conduct was in the organization's best interests; and

b. In all other cases, that their conduct was at least not opposed to its best interests.

(3) In the case of any criminal proceeding, that they had no reasonable cause to believe their conduct was unlawful.

B. Unless ordered by a court a corporation may not indemnify a Director, Officer or employee under this section:

(1) In connection with a proceeding by, or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the Director has met the relevant standard under subsection A; or

(2) In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by them.

C. Unless limited by its articles of incorporation, a corporation must indemnify a Director, Officer or employee who entirely prevails in the defense of any proceeding to which they were a party because they are or were a Director, Officer or employee of the corporation against reasonable expenses incurred by them in connection with the proceeding.

**Section 14. Resignation; Removal.** A Director may resign by providing written notice accepted by any of the Elected Officers or the CEO. Directors may be removed with or without cause by the members, if they were elected by the members; or by the Board, if they were elected or appointed by the Board, but only if given at least fifteen days' notice of any such intended action and being provided the opportunity personally to appear, in person or virtually, as determined by the Board, to address the body considering such removal.

**Section 15. Board Emergency Powers.** In an emergency such that a quorum of the Directors cannot readily be assembled because of some catastrophic event, the Board of Directors may modify the lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent, and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

## ARTICLE VI: OFFICERS AND ADMINISTRATIVE PERSONNEL

**Section 1. Officers.** The Elected Officers of the College shall be the President, President-Elect, Past President, and Secretary-Treasurer. There is a preference for the Secretary-Treasurer candidate to have served on the Board for six years. The Board of Directors may elect or appoint such other assistant officers as it may deem desirable. All officers shall have the authority to perform the duties described, from time to time, by the Board of Directors. No two (2) offices may be held by the same person. Elected Officers shall hold office for one (1) year or until a successor shall have been duly elected and qualified.

**Section 2. Election and Term of Office.** The officers of the College shall be elected annually by the Active members at the regular annual meeting of members. In order to become eligible to be elected President-Elect or Secretary-Treasurer, the nominee must be currently a member of the Board of Directors. The Secretary-Treasurer is the only person eligible for election to the office of President-Elect, unless the Secretary-Treasurer is unable or unwilling to be a candidate for President-Elect, in which case the Nominating Committee shall nominate the Director with the next highest number of years of service on the Board. Neither the President nor the President-Elect can be elected to succeed themselves. The President-Elect shall automatically become the President and the President shall automatically become the Past President at the completion of their respective terms.

**Section 3. Nominations.** The Nominating Committee shall propose a slate of candidates for any unfilled offices which the Bylaws require to be filled by election.

**Section 4. Removal.** Any officer, elected or appointed by the Board of Directors, may be removed with or without cause by a two-thirds majority vote of the current members of the Board of Directors whenever, in its judgment, the best interests of the College would be served thereby; such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term until the next annual meeting is held and then the vacancy shall be filled by action of the members at the annual meeting of the College.

**Section 6. President.** The President shall chair the Board of Directors and Executive Committee meetings, shall be an Ex Officio voting member of all committees, and shall act as the Board's representative in overseeing the CEO.

**Section 7. President-Elect.** In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform duties as, from time to time, may be assigned by the President or by the Board of Directors.

**Section 8. Secretary-Treasurer.** The Secretary-Treasurer or a designee shall ensure that there is a process by which to keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, see that the seal of the College is affixed as needed to documents, and in general, perform all duties assigned by the President or by the Board of Directors. The Secretary-Treasurer, as Treasurer, shall, if required by the Board of Directors, give bond for the faithful discharge of all duties in such sum and with such surety or sureties as the Board of Directors may determine. The Secretary-Treasurer shall ensure that there is a process for the custody of all assets of the College as shall be determined by the Board of Directors. The Secretary-Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 9. Chief Executive Officer.** The Chief Executive Officer (CEO) shall be appointed by, and responsible to, the Board of Directors and shall be under the supervision of the Executive Committee and in specific matters, shall report to such officer or officers as shall be directed by the Board of Directors. The CEO shall: hold primary responsibility for the operations of the College and shall perform all duties that are incident to their office; have general supervision over the business affairs of the College and over other officers; direct and execute all decisions of the Board of Directors, perform all such other duties as are incident of their office; and handle all day-to-day matters and duties for the operation of the College. The foregoing duties shall include, but not be limited to: the hiring and discharge of employees; the execution of contracts, checks, drafts, other orders for payment of money, and other instruments on behalf of the College as the Board may authorize directly or within the approved budget, provided that the Board may, by resolution, require the countersignature of one or more specified officers of the College for payment above a specified amount; serving as the custodian of the corporate records; overseeing membership records; preparing and submitting proposed budgets for each fiscal year to the Board of Directors; cooperating to allow the College to obtain insurance to

cover the CEO's actions; and arranging for accounts to be reviewed annually by a certified public accountant for review by the Board of Directors. The Executive Committee and CEO shall create and periodically update a complete job description for the CEO.

## ARTICLE VII: COMMITTEES

The Board of Directors shall determine which standing committees, task forces, advisory councils and other work groups (hereafter referred to collectively as committees) may be necessary for the functioning of the College. The Board shall periodically review the committee structure and evaluate the performance of each committee, create and disband committees as appropriate, review and approve charters for each committee, and appoint members to serve on committees. All members of committees must be members in good standing. Committee chairs shall be appointed by the President with the advice and consent of the Board of Directors.

**Section 1. Executive Committee.** The College shall have an Executive Committee whose members, authority, and responsibilities are as stated in Article V of these Bylaws.

**Section 2. Additional Standing Committees.** The College shall have a Finance Committee expected to be Chaired by the Secretary-Treasurer, and a Nominating Committee, expected to be Chaired by the Past President.

**Section 3. Removal.** Committee Chairs may be removed with or without cause by the President with the advice and consent of the Board of Directors. The President has the right to remove any member of any committee with or without cause.

**Section 4. Vacancies.** Vacancies in the membership of any committee appointed by the President may be filled by an appointment by the President.

**Section 5. Quorum.** Unless otherwise provided, a majority of the current members of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee.

**Section 6. Rules.** Each committee is expected to act in accordance with these Bylaws, including compliance with notice, quorum, decision-making, and the keeping of minutes of their meetings..

## ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the College, shall be signed by the CEO, the Secretary-Treasurer, or the President or President Elect of the College.

**Section 3. Deposits.** All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies, or other depositories as reported to the Board of Directors.

#### ARTICLE IX: DUES

**Section 1. All Members.** The annual dues for all classes of members shall be determined by the Board of Directors. Annual dues for all members shall become payable July 1st each year.

**Section 2. Fiscal Year.** The fiscal year shall begin July 1 each year and end June 30th of the ensuing year.

**Section 3. Additional Fees.** With approval from the Board of Directors, the staff may set fees for diplomas, certificates, registration at meetings, and similar types of service charges.

**Section 4. Assessments.** Assessments may be levied by a two-thirds vote of the Active members voting and present at any annual or special meeting of members, providing that the written notice of the time and place of said meeting shall specify that such an assessment is proposed and said notice is sent to each Active member at least 30 days prior to such meeting; provided further, that the total assessment to be levied in any one fiscal year shall not exceed \$500.00. Assessments duly authorized under the provisions of this Bylaw shall, for all purposes, be treated the same as dues as far as other provisions of these Bylaws are concerned.

**Section 5. Waiver of dues.** The Board, the Executive Committee, or senior staff authorized by either, shall have the power to waive in part or in whole dues from members for special circumstances. Each such case shall be judged on its own merits.

#### ARTICLE X: PARLIAMENTARY PROCEDURE

The College shall follow parliamentary rules requiring motions, seconds, discussion, and the counting of votes when conducting meetings. Otherwise, when invoked by the Board of Directors or any Board Committee, Robert's Rules of Order - Newly Revised, shall govern the College in its conduct of business to which they are applicable and are not inconsistent with the Bylaws.

#### ARTICLE XI: AMENDMENTS

These Bylaws may be altered, amended or repealed by a two-thirds vote of the members present at any annual or special meeting of members, provided that the amendment shall have first been presented in written or printed form, and that a copy of said proposed amendment shall have been made available to all members at least thirty (30) days before being voted upon