

AMERICAN GLOVEBOX SOCIETY, INC. BYLAWS

ARTICLE I - NAME AND OFFICES

Section 1. Name

The name of the society shall be the "American Glovebox Society", Inc.

Section 2. Principal Office

The principal office of the society shall be at such location as determined by the Board of Directors.

Section 3. Other Offices

The society may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II - DEFINITION

The term "Glovebox" as used by the Society includes enclosures or barriers with and without gloves that service the nuclear, biomedical, pharmaceutical, semiconductor, microelectronics and other industries where confinement or separation from the biosphere is required using differential pressure.

ARTICLE III – PURPOSES AND POWERS

Section 1. Purposes

The purposes of the Society shall be as follows:

- (a) To promote safety and quality of glovebox systems.
- (b) To promote communication.
- (c) To disseminate knowledge in the field of technology through symposia, publications and other media.
- (d) To promote research in glovebox techniques and applications.
- (e) To develop and publish standards and guidelines for glovebox technology to improve safety and, as appropriate, reduce costs.
- (f) To administer awards for the purposes of recognition and encouragement of outstanding achievement in the fields of interest to the Society.

Section 2. Powers

The Society, in order to foster its objectives as herein provided, shall have the following powers:

- (a) To own, acquire, purchase, accept gifts, hold as trustee or otherwise, maintain, improve, mortgage, sell, lease or dispose of real and personal property; and to obtain, invest, reinvest and use funds and properties of any kind to advance the scientific aims of the Society.
- (b) To accept in the name of the Society or hold as trustee or otherwise any gift of money or property or the income thereof for one or more limited purposes within the scope of the general purposes of the Society as stated herein.
- (c) To have all the powers of any corporation organized for scientific purposes to the extent consistent with the purposes and powers of the Society as herein provided and consistent with any law of the United States.

ARTICLE IV - MEMBERSHIP

Section 1. Classes of Membership

The classes of membership in the Society and the prerequisites for each shall be as follows:

- (a) **Regular Member** - A Regular member is a member having the right to vote on matters of this Society when a vote of the members is required or allowed by the Articles of Incorporation or these bylaws. Each Regular Member may be a member of one of two classes.
 - 1. **Regular Member** – Any person engaged in the field of technical engineering or research work in the field of glovebox engineering or the related arts and sciences is eligible to become a Regular member of this Society.
 - 2. **Regular Life Member** - Any Regular member who has been a member in good standing for a total of 15 years and who can demonstrate that he or she is retired from full-time employment or permanently disabled is eligible to become a Regular Life Member of this Society. A Regular Life Member may also be any person who has served honorably as a President of the Society. Regular Life memberships must be approved by the Board of Directors.
- (b) **Honorary Member** – Any person whose professional attainments in glovebox engineering or closely associated fields have gained a broadly acknowledged eminence, or who has given special service to the Society or its objectives is eligible for Honorary membership. Honorary memberships must be approved by the Board of Directors.

Nominees may be proposed to the Board of Directors, in writing or electronically, by the Awards Committee or by at least ten members of whom not more than three members shall be members of the Board of Directors. Such nominations shall be voted upon by secret ballot at regular meeting of the Board of Directors. A favorable vote of at least two-thirds of all members of the Board of Directors shall be required for election to honorary membership.

- (c) **Student Member** - A full time student at an accredited college or university with expressed interest in glovebox engineering is eligible to become a student member of this Society. Student status must be certified by valid student body identification card. Student membership may be renewed annually by further payment of student member dues and recertification of student status. The rights and privileges of student members shall be the same as for regular members except that student members shall not have the right to vote or to hold office.
- (d) **Sustaining Member** - Any company or institution desirous of supporting the objectives of the Society is eligible for membership in this Society.

Section 2. Term of Membership

The term of each membership shall be for a one-year period commencing on the first day of August and ending on the last day of July except that the term of Regular Life and Honorary membership is for life. If a member is admitted by the Society to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

Section 3. Application for Membership

All applications for membership shall be submitted by the applicant on a form approved by the Board of Directors.

No application shall be required from any candidate for Honorary membership or from the Immediate Past President of the Society for Regular Life Membership.

Section 4. Approval of Membership

All applications shall be examined by the Executive Secretary.

After an application for Regular Life membership is determined to be complete and correct, and that the applicant fulfills all prerequisites for membership, the Executive Secretary shall place the matter on the agenda of the next regular meeting of the Board of Directors. The application for Regular Life membership must be passed by a majority vote of the Board of Directors. The Executive Secretary shall notify the member of approval or denial by the Board.

The Past President of the Society may be granted Regular Life membership by the Board of Directors approved by a majority vote.

If an application other than for Regular Life Member or Honorary Member is determined to be complete and correct, and the applicant fulfills all requirements for the class of membership sought, the Executive Secretary shall notify the member of such approval and admittance. If the application is denied, the Executive Secretary shall notify the applicant, stating the reason for denial.

An Honorary Membership may be granted to a person fulfilling the requirements for such membership by the Board of Directors approved by a two-thirds majority. The Executive

Secretary shall notify the Honorary Member of such action unless it is to be presented at a ceremony.

Section 5. Voting

Each Regular member shall have the right to vote on all matters required or allowed by the Articles of Incorporation or these Bylaws.

Section 6. Fees and Dues

- (a) An application fee, as established by the Board of Directors, shall apply to the following classes of membership:
 - 1. Regular Member
 - 2. Sustaining Member

- (b) The minimum amount of dues for one year will be as follows:
 - 1. Regular Member As established by the Board of Directors
 - 2. Regular Life Member None
 - 3. Honorary Member None
 - 4. Student Member One-quarter Regular Member dues
 - 5. Sustaining Member Ten times Regular Member dues

Members not located in North America must add an additional \$15.00 per year for membership dues. Dues shall be established annually by the Board of Directors and may be increased or decreased.

Annual dues of new members shall be prorated from the first day of the month in which the new member applies for membership.

If dues for the renewal of membership are not paid by the first day of August, the member shall be carried on the rolls as a member not in good standing until the first day of January or as set forth under the provisions for terminating membership.

Section 7. Membership Certificates

Each member of the Society shall, upon joining the Society, be issued a certificate evidencing membership in the Society. It shall be in such form as the Board of Directors shall prescribe, consistent with the Articles of Incorporation.

Each certificate shall be signed by the President or the President-Elect.

Section 8. Suspension and Expulsion

A member may be suspended or expelled from the Society for willful disregard of the Society's principles and purposes, or for conduct detrimental to the Society's welfare. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least 20 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to

appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

Section 9. Duration of Membership and Reinstatement

Membership in this Society may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges, and interest of a member in or to the Society shall automatically terminate upon:

- (a) Failure to pay dues by January 1st if a written or electronic notice has been sent by the Secretary to the member (within the previous 60 days).
- (b) Receipt of a written or electronic resignation by the Secretary. Such resignation shall not relieve the member of the obligation to pay any dues and other charges previously accrued but not paid.
- (c) Expulsion of the member from the Society
- (d) Death of the member.

No dues shall be refunded to any member whose membership terminates for any reason. Any member whose membership is terminated as provided in Sections (a) through (c), above, may be reinstated on such terms as the Board of Directors may deem appropriate and upon payment of membership dues pro-rated from the first day of the quarter in which the request for reinstatement is made, unless dues previously had been paid for the duration of the current year.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Annual Meeting

There shall be an annual meeting of the Society held in conjunction with the annual conference or at such time and place as determined by the Board of Directors. Notice of such meeting shall be mailed at least 20 days before the time appointed for the meeting.

Section 2. Special Meetings

Special meetings of the Society may be called by the President or the Board of Directors, or shall be called by the President upon the written or electronic request of 10% of the voting members in good standing of the Society. Notice of any special meeting shall be mailed or emailed to each member at his/her last recorded address at least 20 days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. Voting

Each Regular member shall have one vote on any matter at a meeting of members. No proxy, delegated, or absentee voting will be allowed.

Section 4. Quorum

A quorum for a meeting of members shall consist of at least 10% of the Regular members of the Society.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors

The Board of Directors shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition of the Board of Directors and Terms of Office

The voting members of the Board of Directors shall be the Officers of the Society: the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President and six to ten elected Directors, the exact number of which shall be determined by the Board.

Each Officer shall hold office one year or until a successor is elected as provided in these bylaws. The six Directors shall serve for a term of two years. Half the Directors shall be elected on even numbered years and the other half elected on odd numbered years.

Section 3. Vacancies

Any vacancy occurring on the Board of Directors, except that of the office of the President or President-Elect, shall be filled by appointment by the President, with the approval of the remaining members of the Board of Directors. The incoming Director shall serve until the normal term of his/her predecessor has expired.

Section 4. Activities

In order to benefit the general welfare of its members and others, the Society may undertake activities that in the sole judgement of the Board of Directors will serve to promote and develop the Society, and to effect the purposes stated in the Articles of Incorporation including establishing divisions or sections to meet specialized interests and needs, provided that the rights and privileges of all members are in no way restricted.

Section 5. Duties of Directors

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- (b) Supervise the Officers and Executive Secretary of the Society to assure that their duties are performed properly;
- (c) Meet at such times and places as required by these Bylaws;
- (d) Register their addresses with the Secretary of the Society;
- (e) Serve on committees established by these bylaws and by the Board of Directors.

Section 6. Compensation

No elected Director or Officer shall receive any salary or compensation except expenses, including travel, incurred on behalf of the Society and previously approved by the Board of Directors.

Section 7. Non-Liability of Members

A member of this Society is not, as such, personally liable for the debts, liabilities or obligations of the Society.

Section 8. Indemnification

Every director, officer, employee of the Society and such others as specified from time to time by the Board shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer, or employee of the Society, or any settlement thereof, whether the person is a director, officer or employee at the time such expenses are incurred, except in which case wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held quarterly or as determined by a majority vote of the Board of Directors. The time and place of each meeting shall be as determined by the Board.

Section 2. Special Meetings of the Board of Directors

A special meeting of the Board of Directors may be called by the President or by the Board. All special meetings of the Board shall be held on a non-holiday chosen by the entity calling the special meeting.

Section 3. Notice of Meetings

Notice of regular meetings of the Board of Directors shall be given in writing or electronically to each member of the Board not less than twenty days nor more than forty-five days before the meeting.

Notice of special meetings of the Board of Directors shall be given in writing or electronically to each member of the Board not less than seven days before the meeting.

The notice shall state the location, date, time of meeting, and business to be transacted.

Section 4. Quorum

More than one-half of the total number of directors having the right to vote shall constitute a quorum for the transaction of business. No business may be considered by the Board of Directors at any meeting at which a quorum is not present, except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by bylaw. The only motion which the Chair shall entertain at such meeting is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting because of a withdrawal of directors from the meeting, provided that any action thereafter taken shall be approved by at least a majority of the required quorum for such a meeting.

Section 5. Majority Action by Board of Directors

Every act or decision done or made by a majority of the directors having the right to vote, present at a meeting duly held at which a quorum is present, is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or the other such governing laws require a greater percentage or different voting rules for approval of a matter by the Board.

Section 6. Voting

The President, the elective officers, the Immediate Past President, and each Director shall have one vote each on any matter before the Board of Directors.

ARTICLE VIII – OFFICERS

Section 1. Officers

The officers of the Society shall be a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President, each with conventional authority and responsibility as provided in the bylaws and each to hold office one year or until a successor is elected as provided in the bylaws.

Section 2. Qualification and Term of Office

Any Regular member in good standing is eligible for nomination and election to any elective office of the Society.

The President-Elect, Secretary, and Treasurer shall be elected annually. Their term shall run from the annual meeting of the year to annual meeting of the following year. No person may hold more than one elective office in the Society at the same time.

Section 3. Elections

A Nominating Committee appointed by the Board of Directors shall nominate one or more candidates for each office to be filled by election. The committee shall make its recommendations to the Board of Directors not later than 120 days prior to the annual meeting of the Board.

If acceptable, the recommendations of the Nominating Committee shall be approved by the Board of Directors.

Additional nominations may be made by the Board of Directors for any office to be filled. Upon approval of the Board of Directors, the Secretary shall notify the Regular members not later than 90 days prior to the annual meeting of the Board of the nominations for office. Additional nominations may be generated by petitions signed by at least one percent of the regular voting members of record. Such petition shall be received not later than 75 days prior to the annual meeting of the Board.

Not later than 45 days prior to the annual meeting of the Board, the Secretary shall mail to each Regular member, a ballot stating the names of all duly nominated and qualified persons for each office to be filled. Ballots received by the Secretary postmarked later than 30 days prior to the annual meeting of the Board shall not be counted. The Secretary shall certify the eligibility of those casting ballots and that the ballots were postmarked prior to 30 days prior to the annual meeting of the Board. The Secretary then shall transmit valid ballots to the Tellers Committee for vote tallying.

The Tellers Committee shall count the ballots forwarded by the Secretary. Candidates receiving a majority or plurality shall be elected. The Tellers Committee shall certify the results of the vote to the Secretary to notify all candidates of the tally.

If only one candidate is nominated for each elective office, the Secretary shall cast a unanimous ballot in lieu of formal elections. The results of the election shall be announced at the annual meeting and in the official publication of the Society.

Installation of the President and elective officers shall be the first item of business at the annual meeting each year of the Society.

Section 4. Tie Votes

If the application of these rules is frustrated by a tie, the Board of Directors shall decide between the tied candidates.

Section 5. Vacancies

In the event the office of President becomes vacant, the President-Elect will become President and continue to serve as President until the completion of his or her normal term. In the event the office of President-Elect becomes vacant, then the Board of Directors may notify the membership that an election will be held by letter ballot to fill the vacancy, or they may defer action until the regular annual election, at which time candidates for President will be included on the slate of officers for the ensuing year.

Section 6. Duties and Powers of the President

The President shall be the chief executive officer of the corporation and shall serve as Chairman of the Board with power to administer the decisions of the Board of Directors and, in consultation with individual Board Members, take such action as may be necessary between meetings of the Board on all matters not solely within the jurisdiction of the Board of Directors. The President shall assume the title of Past-President at the end of his/her year in office.

Section 7. Duties and Powers of the President-Elect

The President-Elect shall preside at the meetings of the Society and of the Board of Directors in the absence of the President; and may sign membership certificates. He/she shall have such other powers and shall perform such other duties as may be prescribed by the Board or by these bylaws.

If a vacancy or a prolonged absence occurs during the term of the President, the President-Elect shall discharge the duties of the President without succeeding him/her for the duration of the term. The President-Elect shall automatically succeed to the office of the President on termination of his/her year as President-Elect and expiration of the President's term.

Section 8. Duties and Powers of the Secretary

The Secretary shall give or cause to be given, notice as required by these Bylaws of all meetings of the members and of the Board of Directors; shall attend all meetings of the Society and of the Board, and properly record those proceedings, and execute all orders, votes and resolutions, not otherwise committed; shall conduct the correspondence of the Society, and keep a full record of same; shall prepare a list of decisions or assignments of the Board and mail or email copies to involved individuals and officers, and to the Executive Secretary; and shall keep the seal of the corporation in safe custody.

The Secretary shall review the duties of the office and shall request the Board at their annual meeting to approve the delegation of specific duties, if any, to the Executive Secretary. He/she shall have such other powers and shall perform such other duties as may be prescribed by the Board or by these bylaws.

Section 9. Duties and Powers of the Treasurer

The Treasurer, under the direction of the Board of Directors, shall be the fiscal officer of the Society. The Treasurer shall receive all monies, dues, and fees, and shall deposit same in the name of the Society; shall invest all funds not needed for current disbursement as ordered by the Board; shall pay all bills, as approved by the Board of Directors, shall make quarterly reports of the Society's fiscal status to the Board, and shall review all Board meeting agenda items for fiscal impact and shall report such to the Board.

The Treasurer shall review the duties of the office and shall request the Board at the annual meeting to approve the delegation of specific duties, if any, to the Executive Secretary. The Treasurer, or Executive Secretary, if so delegated by the Treasurer and approved by the Board of Directors, shall be bonded in an amount to be determined by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the Board or by these bylaws.

Section 10. Duties of the Executive Secretary

The Board of Directors shall have the power to retain an Executive Secretary and such other temporary or full time assistants deemed necessary or convenient for the efficient conduct of Society business and shall have the power to terminate their employment. The Executive Secretary, subject to the control of the Board of Directors, shall handle the day-to-day operations of the Society; shall assist the Board in the meetings of the Society; and shall manage the routine affairs of the Society. The Executive Secretary shall perform such other duties as may be prescribed by the Board or by these bylaws.

Section 11. Non-Liability of Officers

No officer shall be personally liable for the debts, liabilities, or other obligations of the Society.

ARTICLE IX - COMMITTEES

Section 1. Committees

Each Committee shall file with the Board of Directors, a written or electronic report of its activities during the period between annual business meetings of the Society. It shall be the duty of each Committee to recommend to the Board of Directors, any action with respect to the subjects or matters in their charge which the Committee deems advisable. All committee chairmen must be members in good standing of the Society.

Each Committee Chairman shall submit a tentative budget to the Treasurer for approval by the Board of Directors. Expenses incurred by the Committee shall be limited to the budget approved by the Board of Directors.

Section 2. Standing Committees

Standing Committees consisting of not less than two members of the Board of Directors shall be appointed by a majority vote of the Board of Directors. Standing committee may also consist of additional persons who are not members of the Board. The standing committees shall be as follows:

- (a) Awards Committee
- (b) Bylaws Committee - the Bylaws Committee shall review and make recommendations concerning Articles of Incorporation and these Bylaws when requested by the Board of Directors or the President.
- (c) Conference/Symposia Committee
- (d) Membership Committee
- (e) Nominating Committee
- (f) Publications
- (g) Standards Development Committee
- (h) Such other standing committees as the Board of Directors may from time to time appoint.

Section 3. Ad Hoc and Special Committees

A Teller's Committee shall be appointed by the President to tally votes cast during the election of Officers and Directors of the Society. After receiving the certified ballots from the Secretary, it shall accurately and duly tally the votes contained in those ballots. The Tellers committee shall certify the results of the vote to the Secretary.

The Society shall have such other ad hoc and special committees as may be created from time to time by a majority vote of the Board of Directors. These additional committees shall act only in an advisory capacity to the Board.

Appointment of committee chairmen shall be made annually by the President, subject to the approval of the Board of Directors, and for a term to expire with the expiration of the term of the appointing President. Committee chairmen, with the exception of the Awards Committee, may take additional appointment to their committee.

ARTICLE X - EXECUTION OF INSTRUMENTS, GIFTS AND INVESTMENTS

Section 1. Contracts

Except as otherwise provided in these Bylaws, the Board of Directors may by resolution authorize any officer, officers, agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by a contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Gifts

The Board of Directors may accept on behalf of the Society, any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Society.

Section 3. Investments

The Society shall have the right to retain all or any part of securities or property acquired by it in any manner whatsoever, and to invest and reinvest funds held by it according to the judgment of the Board of Directors without being restricted to the class of investment which a Trustee is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Society if such action is a prohibited transaction under Section 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI - CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No member, director, officer, employee, or any other person connected with this Society, or any other private individual shall receive any of the net earnings or pecuniary profits from the operations of the Society at any time provided, that this provision shall not prevent payment to any person of reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by contract executed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Society. All members of the Society shall be deemed to have expressly consented and agreed that on such dissolution and winding up of the affairs of the Society, whether voluntary or involuntary, and after payment of all indebtedness of the Society, the funds, investments and other assets of the Society shall be given and transferred as the Board of Directors may determine, to one or more other nonprofit organizations having objectives similar or related to those of the Society. The selection of such other organization or organizations shall be made by a majority vote of all the members of the Board of Directors at a meeting called for the purpose of making such a selection.

ARTICLE XII – RESTRICTIONS

The Society shall have no capital stock. No part of the income or property shall insure to the private benefit of any of its members or officers or to any individual; no substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Society shall not participate in or interfere with any political campaign on behalf of any candidate for public office.

ARTICLE XIII – LIQUIDATION OR DISSOLUTION

Upon the liquidation or dissolution of the Society, whether voluntary or involuntary, and after payment of all indebtedness of the Society, the funds, investments and other assets of the Society shall be given and transferred as the Board of Directors may determine, to one or more other nonprofit organizations having objectives similar or related to those of the Society. The selection of such other organization or organizations shall be made by a majority vote of all the members of the Board of Directors at a meeting called for the purpose of making such a selection.

ARTICLE XIV - CORPORATE RECORDS, REPORTS, NOTICES AND SEALS

Section 1. Section Inspection of Corporate Records

The membership book, the book of accounts, the minutes of proceedings of the members, Board of Directors, and other committees of the Board shall be open to inspection at any reasonable time upon the written demand by any member made to the Executive Secretary of the Society. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and any property of the Society. Such inspection by a director may be made in person, by agent, or attorney. The right of inspection includes the right to make extracts.

ARTICLE XV - OFFICIAL PUBLICATION

The Society shall publish an official publication which shall be mailed or emailed to all members. All official and legal notices required to be issued by the Society to the membership shall be considered as so issued when published in the official publication. For the purposes of these bylaws, official publication shall be defined to include the AGS website

ARTICLE XVI - FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

The latest edition of Roberts Rules of Order shall be accepted by the Society on all questions of parliamentary law, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE XVIII - AMENDMENT OF BYLAWS

These Bylaws may be amended from time to time. Any proposed amendment shall be submitted in writing or electronically to the Board of Directors and, if they approve such amendment, they shall instruct the Executive Secretary to prepare and mail or email a copy to each Regular member with instructions to indicate approval or rejection of such amendment and return same to the Executive Secretary within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds of such votes cast. The Executive Secretary shall notify each Regular member accordingly, provided such bylaws, as adopted or amended, are not in conflict with the Articles of Incorporation or with the General Non-Profit Corporation Laws. Whenever an amendment or bylaw is adopted, it shall be copied in the book of Bylaws. A bylaw may be repealed by the same procedures as used for the amendment of these bylaws. Whenever a bylaw is repealed, the fact of the repeal with the date of its repeal shall be state in said book of Bylaws. The approved amendment will take effect after the annual business meeting.

Revised: September, 2001 for review by the AGS Board.