

CONSTITUTION and BYLAWS
of the
EASTERN BRANCH
of the
ENTOMOLOGICAL SOCIETY OF AMERICA

Constitution and Bylaws adopted: Nov. 17, 1953.

Constitution and Bylaws amended:

Nov. 5, 1965; Nov. 2, 1973; Sept. 28, 1984; Oct. 8, 1986; Feb. 24, 1999; Mar. 7, 2004; Dec. 19, 2006; April 10, 2020

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PREAMBLE

The Eastern Branch shall operate within the provisions of the Constitution and Bylaws of The Entomological Society of America.

CONSTITUTION

ARTICLE I

NAME AND PURPOSE

Section 1. The organization shall be known as THE EASTERN BRANCH OF THE ENTOMOLOGICAL SOCIETY OF AMERICA, hereinafter referred to as The Branch.

Section 2. The purpose of The Branch is to promote the interests of the Entomological Society of America, hereinafter referred to as The Society, and thereby the science of entomology in all of its subdisciplines for the advancement of science and the benefit of society, to assure cooperation in all measures leading to these ends, and to hold meetings and conferences.

Section 3. The Branch shall maintain a policy of nondiscrimination and equal opportunity in both membership and activities.

ARTICLE II

MEMBERSHIP

Section 1. **Classes of Membership.** The classes of membership shall be the same as in The Society, namely, Member, Honorary Member, Emeritus Member, Student Member, Student Transition Member, and Early Professional Member. Honorary Members of The Society who are members of The Branch shall be honored as Life members of The Branch.

Section 2. Any member of the parent Society in good standing who resides within the Branch

area, or who resides outside the boundaries of The Branch and elects membership in the Branch, may be a member of the Branch.

Section 3. The Branch shall be composed of members from Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia in the United States; and New Brunswick, Newfoundland, Nova Scotia, Ontario (east of 80 degrees longitude), Prince Edward Island, and Quebec in Canada.

ARTICLE III OFFICERS

Section 1. **Elected Officers.** The elected officers of The Branch shall be a President, a President-Elect, a Past President, a Secretary, a Treasurer, and a Representative on the Governing Board of The Society.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall conduct the business of The Branch, subject to decisions on policy adopted by the membership at an Annual Business Meeting, or at a Special Meeting of The Branch, or by mail or electronic ballot. The Executive Committee shall be composed of the following: President, President-Elect, Past President, Secretary, Treasurer, Representative on the Governing Board of The Society, one Member-at-Large, and one Early Career Professional (ECP) Representative, all elected by the membership.

Section 2. Five members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3. The Executive Committee shall meet as a body at least once each year, at the call of the President. Unless otherwise specified in the Constitution or Bylaws, the Executive Committee has authority to act on behalf of The Branch.

Section 4. Members of the Executive Committee, officers, and officially constituted committees of The Branch, individually and collectively, shall be indemnified and held harmless by The Branch in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

ARTICLE V FUNDS

Section 1. Funds of The Branch shall be collected, managed, disbursed, and accounted for, and the financial records shall be audited annually, as specified in the Bylaws and as directed by the Executive Committee. Additional audits may be conducted at the request of the Executive Committee.

Section 2. No officer or committee of The Branch and no individual member of The Branch shall solicit funds in the name of The Branch without prior approval of the Executive Committee.

Section 3. A Reserve Fund may be maintained to conserve assets and to ensure the fiscal stability of The Branch.

ARTICLE VI COMMITTEES

Section 1. **Standing Committees.** Standing Committees shall be established to facilitate the continuity and the functioning of The Branch.

Section 2. **Special Committees.** The Executive Committee may establish Special Committees as deemed useful to facilitate the operation of The Branch and to foster and promote the purpose of The Branch.

Section 3. **Presidential Committees.** Presidential Committees may be appointed annually by the President to facilitate the functions and operations of The Branch.

ARTICLE VII
MEETINGS

Section 1. The Branch shall hold Annual Meetings, including but not limited to scientific presentations by and for members.

Section 2. The Branch shall hold an Annual Business Meeting on a date, at a time, and in a place decided upon by the Executive Committee. The Annual Business Meeting may, and normally will, be held in conjunction with the Annual Meeting. Special business meetings also may be called by the Executive Committee.

ARTICLE VIII
AMENDMENTS TO THE CONSTITUTION

Section 1. **Initiation.** Amendments to the Constitution may be initiated by the Executive Committee, or by written petition to the Executive Committee by at least 20 members, or by a majority of the members voting at a business meeting of The Branch.

Section 2. **Review.** The Committee on Rules, at the request of the Executive Committee, will review each proposed amendment to the Constitution and assist the Executive Committee in developing the Committee's recommendation on the amendment and in preparing a notice of the proposed amendment for the members. The Executive Committee shall not modify a proposed amendment except to clarify language or to assure that the intent of the amendment shall be accomplished.

Section 3. **Notice.** Notice of a proposed amendment shall be sent to the members in writing at least 30 calendar days before the amendment is to be voted upon at a business meeting of The Branch, or at least 30 calendar days before the due date for return of a mail or electronic ballot on the amendment. The notice shall include the current text of the Constitution section that is proposed to be amended, the text of the proposed amendment, a statement regarding the impact of the proposed changes including potential advantages and disadvantages, including the recommendation of the Executive Committee, and a statement of the date, time, place, and method of voting on the proposed amendment.

Section 4. **Voting, Majority Requirement, and Effective Date.** Each proposed amendment

shall be voted upon by mail or electronic ballot, which shall be sent to all members of The Branch with the notice required in Section 3. A minimum of 30 calendar days shall be allowed for return of ballots by the members. A two-thirds majority of members voting shall be required for approval.

Not later than 10 calendar days after the due dates for return of ballots, the votes shall be tabulated and the President shall be informed of the results in writing. The members shall be notified of the results of the ballot through the Newsletter of The Society or e-mail listserv. A proposed amendment, if adopted, shall become effective as of the date the ballots are counted, unless a later date is specified on the ballot.

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. **Privileges.** All members in good standing who are at least 18 years old shall have the right to vote and hold office. Members who are younger than 18 years shall have the right to vote only on matters that pertain exclusively to their classes of membership or affect the privileges of their classes of membership, and to hold office only in those subdivisions, including committees, of The Branch that are established exclusively for their classes of membership. All members have the right to make presentations at meetings.

Members shall not use the name of The Branch for financial advantage.

ARTICLE II OFFICERS-DUTIES AND ELECTION

Section 1. **Presidential Offices.** A person elected to the office of President-Elect shall serve a term of three years: one year as President-Elect, beginning at the close of the first Annual Business Meeting following election; one year as President, beginning at the close of the second Annual Business Meeting following election; and one year as Past President, beginning at the close of the third Annual Business Meeting following election. Vacancy in any of these Presidential offices shall be filled by the Executive Committee by written vote, in accordance with procedures specified in Article II, Sections 2, 3, and 4. The person thus selected shall serve for the remainder of the three-year term.

Section 2. **President-Elect.** The President-Elect shall preside at business meetings and Executive Committee meetings whenever the President is temporarily unable to serve.

The President-Elect shall be elected by mail or electronic ballot by the following procedure: At least four months prior to the date of the Annual Meeting of The Branch, the Committee on Nominations shall provide the President with name(s) for President-Elect. All of these names, arranged alphabetically, shall be placed on a ballot to be sent to members who are on record as belonging to The Branch at the time of the mailing, which shall be at least two months prior to the date of the Annual Meeting, with the request that the member's preference be indicated on the ballot. A deadline for the

return of the ballots, not earlier than 30 calendar days after the date when they are sent out, shall be specified; no ballots received later than the specified deadline shall be counted. Members may write in other names of their choice. Not later than 10 calendar days after the due date for return of ballots, the votes shall be tabulated and the President shall be informed of the results in writing. Members shall be informed of the election results at the Annual Business Meeting of The Branch and via the Newsletter of The Society or e-mail listserv.

The candidate who receives the greatest number of votes shall be declared elected. If there is a tie for first place, members of the Executive Committee shall resolve the tie in a second written vote.

Upon being notified of election, the person elected shall immediately terminate candidacy in any other current election in The Branch. The person elected shall also vacate any other Branch office held at the time of election, resignation from such offices to be effective not later than the date of assuming office as President-Elect.

The Executive Committee shall fill a vacancy in the office of President-Elect by written, email or verbal vote as soon as practical from among the nominees in the most recent President-Elect elections and the Executive Committee. The person selected shall serve for the remainder of the term as President-Elect and succeed to the offices of President and Past President.

Section 3. President. The President presides at business meetings and Executive Committee meetings. The President shall perform the duties prescribed in the Constitution and Bylaws and by the parliamentary authority adopted by The Branch. In the case of vacancy or the inability of the President to serve, the Secretary shall convene the Executive Committee immediately for the purpose of choosing a successor by written, email or verbal vote from among the President-Elect or recent Past Presidents. Until a successor is chosen, the Secretary shall perform the duties of the President.

Section 4. Past President. The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies of The Branch. A vacancy in the office of Past President shall be filled from the roster of former Presidents of The Branch by the Executive Committee.

Section 5. Secretary. The Secretary shall have custody of all property and records of The Branch, including the banner, the L.O. Howard and Presidential plaques, and other related properties. The Secretary shall announce and arrange all meetings of the Executive Committee, keep the minutes of all meetings of the Executive Committee and of The Branch, and prepare a summary of the minutes of the Annual Business Meeting for publication in the Newsletter of The

Society. The Secretary shall prepare and transmit all mailings to the members concerning meeting announcements, programs, ballots and related materials, work in a timely manner with the appropriate Committee(s) to ensure that all awards are prepared for presentation to recipients, and perform such other duties as are prescribed in the Constitution and Bylaws, by the parliamentary authority adopted by The Branch, and as may be delegated by the Executive Committee.

The Secretary shall serve for a term of three years, commencing with the close of the Annual Business Meeting following election. A person may be elected to not more than two consecutive terms as Secretary. However, if deemed appropriate, the Executive Committee may approve by a quorum vote that the Secretary may serve a third consecutive term.

Nomination and election of the Secretary shall be conducted in the same manner as specified for the President-Elect in Article II, Section 2. Upon being notified of election, the candidate elected shall immediately terminate candidacy for any other office in The Branch. The Secretary-elect shall also vacate any other Branch office held at the time of election as Secretary, resignation from such offices to be effective not later than the date of commencement of the term as Secretary.

The Executive Committee shall fill a vacancy in the office of Secretary by written, email or verbal vote as soon as practical from among the nominees in the most recent Secretary elections and the Executive Committee. The person selected shall serve for the remainder of the three year term.

Section 6. **Treasurer.** The Treasurer shall serve as business manager for The Branch. The Treasurer shall: receive all monies due to, and pay all debts incurred by, The Branch; annually prepare for the Executive Committee a statement of the income and expenditures of the preceding fiscal year; prepare a budget for the next fiscal year; make available all records for audit as required; and perform such other duties as are prescribed in the Constitution and Bylaws, by the parliamentary authority adopted by The Branch, and as may be delegated by the Executive Committee.

Nomination and election of the Treasurer shall be conducted in the same manner as specified for the President-Elect in Article II, Section 2. A vacancy in the office shall be filled in the same manner and with the same requirements as specified for the Secretary in Article II, Section 5. The Treasurer shall serve for a term of three years, commencing with the completion of the audit

of the fiscal year concluding immediately prior to the Annual Meeting first following his/her election. A person may be elected to not more than two consecutive terms as Treasurer. However, if deemed appropriate, the Executive Committee may approve by a quorum vote that the Treasurer may serve a third consecutive term.

Section 7. Representative on the Governing Board. The Representative on the Governing Board shall serve as liaison between The Branch and The Society, and shall represent The Branch in the conduct of the business of The Society. The Committee on Nominations shall provide, at the request of The Society, name(s) of candidate(s) for an election to be conducted by The Society. A vacancy shall be filled in the same manner as specified for the Secretary in Article II, Section 5.

The Representative shall serve for a term of three years, commencing with the close of the Annual Business Meeting following election. A person may be elected to not more than two consecutive terms as Representative. The Representative may be appointed to fill an unexpired term immediately prior to an elected term of office and shall continue to serve until a successor is elected. Ordinarily, the Representative shall be one well-versed in the affairs of The Branch and will attend meetings of the Governing Board; in the case of his/her inability to attend, the President of the Branch shall attend or designate an alternative Representative.

Section 8. Member-at-Large on the Executive Committee. The Member-at-Large on the Executive Committee shall serve for a period of three (3) years, commencing at the close of the Annual Meeting first following election.

Nomination and election of the Member-at-Large on the Executive Committee shall be conducted in the same manner as specified for the President-Elect in Article II, Section 2. A vacancy in the office shall be filled in the same manner and with the same requirements as specified for the Secretary in Article II, Section 5.

Section 9. Early Career Professional (ECP) Representative on Executive Committee. This member-at-large position will be limited to Eastern Branch members within 5 years from having received their terminal degree with a Student Transition or Early Professional Member membership with the parent Society. The purpose of the ECP Representative is to represent the perspectives and needs of early career professionals in the Eastern Branch, as well as act as a liaison for communicating information between the Executive Committee and the EB ECP Committee (Article IV, Section 10). The ECP Representative shall also automatically serve on the EB ECP Committee, and support the goals of that committee following Article IV, Section 10. The ECP Representative shall serve for a period of two (2) years, commencing at the close of the Annual Branch Meeting first

following election.

Nomination and election of the ECP Representative on the Executive Committee shall be conducted in the same manner as specified for the President-Elect in Article II, Section 2. If the ECP Representative relocates outside of the branch during their term and cannot attend the Annual Meeting, then a replacement shall be designated in the same manner and with the same requirements as specified for the Secretary in Article II, Section 5.

Section 10. **Archivist-Historian.** An Archivist-Historian shall be appointed by the President, shall serve for five (5) years, may be reappointed, and shall cooperate closely with The Society in assuring long term safekeeping of documents and artifacts of The Branch.

Section 11. The terms of office of the Representative on the Governing Board, the Secretary, the Treasurer, and the Member-at-Large on the Executive Committee shall be so arranged that they all do not terminate in the same year, and specifically that the terms of the Secretary and the Treasurer, do not terminate in the same year.

Section 11. No member may occupy more than one office at any one time except for temporary appointments by the Executive Committee, or as specified elsewhere in the Bylaws.

ARTICLE III DUES AND FEES

Section 1. **Dues.** There shall be no dues for membership in The Branch.

Section 2. **Registration Fees.** Registration fees for the Annual Meeting of The Branch, the Annual Business Meeting, and special meetings of The Branch shall be set by the Executive Committee on the recommendation of the Treasurer.

Section 3. Additional fees may be charged, at the discretion of the Executive Committee, for continuing education or other special organized sessions held in association with a meeting of The Branch, and for materials published in any medium under the auspices of The Branch.

Section 4. **Reserve Fund.** The financial resources of The Branch shall be distributed between two funds, a General Fund and a Reserve Fund. All receipts shall be placed in the General Fund, from which

all disbursements shall be made. Routine disbursements from the General Fund shall be made only as specified in an annual budget approved by the Executive Committee. Unusual disbursements from the General Fund, and all expenditures or transfers from the Reserve Fund, may be made only following approval by the Executive Committee upon the recommendation of the Treasurer. No financial obligations against The Branch may be contracted by any officer or member except as specified in the budget or as provided for by special action of the Executive Committee upon recommendation of the Treasurer.

Section 5. **Management.** The funds of The Branch may become commingled for investment and banking purposes, provided each fund is accounted for separately and used only as prescribed.

ARTICLE IV COMMITTEES, AND REPRESENTATIVES OF THE BRANCH TO THE SOCIETY

Section 1. **Standing Committees.** The Standing Committees of The Branch shall be: Membership; Finance; Insect Detection, Evaluation and Prediction (IDEP); Rules; Program; Student Affairs; Early Career Professionals (ECPs); Public Information; Nominations; Meeting Site Selection; Awards; and Screening for Awards of The Society.

Section 2. **Terms of Office and Rotation.** Unless otherwise indicated, members of Standing Committees shall serve until the end of the term of the Chair responsible for their appointment. When a new committee is established, the Executive Committee shall designate the Chair.

Section 3. **Vacancies.** Unless otherwise indicated positions on Standing Committees shall be appointed by the respective committee chair. The number of members on a committee will also be at the discretion of the committee chair with the goal that committees be staffed with a minimum of two members.

The President shall appoint committee chairs to 3-year terms for those committees in which the Chair is vacant.

The President shall have the authority to appoint one additional voting member, encouraging graduate students, to each committee, to serve until the end of the term of the President responsible for the appointment.

Section 4. **Establishment, Termination and Operation of Standing Committees.** Provisions of Article VI notwithstanding, any proposed amendment to this Article for the purpose of establishing or terminating a Standing Committee shall require a two-thirds vote of the Executive Committee, followed

by approval by the members of The Branch by mail ballot or electronic ballot. Ballots for this purpose shall be distributed at the time when ballots for President-Elect of The Branch are being distributed. The ballot shall state the purpose of the proposed Standing Committee or a statement of the reason for terminating an existing Standing Committee. All ballots returned before the specified deadline (which shall be not less than 30 calendar days after the date when the ballots are mailed out) shall be counted by a Presidential Committee. New Standing Committees shall commence operation at the close of the Annual Business Meeting first following their approval by The Branch.

Each Standing Committee shall develop objectives and operational procedures, which shall be reviewed, revised where appropriate, and approved by the Executive Committee.

Standing Committees report to and make recommendations to the Executive Committee. After action by the Executive Committee, or the members of The Branch as appropriate, Standing Committees may be requested to assist in implementing decisions.

Section 5. Committee on Membership. The purpose of this Committee shall be to recruit new members of The Society. An effort shall be made to assure representation from throughout the geographical area of The Branch. The Chair shall serve as the representative of The Branch on the Committee on Membership of The Society.

Section 6. Committee on Finance. The purpose of this Committee shall be to ensure the fiscal responsibility and soundness of The Branch. The Committee shall consist of three (3) members. The Committee shall review the results of the annual audit of the financial records of The Branch, recommend to the Executive Committee a budget for the following year based on the proposed budget prepared by the Treasurer, and provide other assistance and consultation on fiscal matters to the Treasurer and to the Executive Committee. The Chair of the Committee shall serve, *ex-officio*, on the Auditing Committee, which shall be appointed annually by the President.

Section 7. Committee on Rules. The purpose of this Committee shall be to maintain currency and consistency in the governing documents of The Branch. The Committee shall review the Constitution, Bylaws, and policy documents on a periodic basis, and it shall recommend to the Executive Committee appropriate changes in wording of those documents. At the request of the Executive Committee, the Committee shall prepare wording for new or changed provisions to effect modifications in various governing documents.

Section 8. Program Committee. The purpose of this Committee shall be to provide for efficient and effective opportunities to meet the goals of the Annual Meeting, and to arrange the program

of the Annual Meeting. The Program Committee shall consist of three (3) members, a Vice-Chair, a Chair, and a Past Chair. The Vice-Chair shall be appointed by the President-Elect of The Branch, and shall move through the offices of the Committee in concert with the movement of the President-Elect through his/her offices. Additional members as needed will be appointed by the Chair for service during his/her term.

Section 9. Committee on Student Affairs. The purpose of this Committee shall be to stimulate student interest in The Branch, to select recipients of awards designated for Student Members, and to advise the Executive Committee on matters of interest to Student Members. The Committee on Student Affairs shall consist of members who shall be Students at the time of election. An effort shall be made to assure representation from institutions throughout the geographical area of The Branch where academic programs in Entomology are offered. The Committee, with the approval of the Program Committee, may organize a program to serve student interests at the Annual Meeting. The Committee shall elect its own Chair and Vice-Chair, and shall nominate candidates for membership on the Committee on Student Affairs of The Society.

Section 10. Committee on Public Information. The purpose of this Committee shall be to facilitate and enhance the public information and public relations activities of The Branch, and to publicize Branch activities such as the Annual Meeting and Awards to Members. At least one member shall be a Board Certified Entomologist.

Section 11. Committee on Nominations. The purpose of this Committee shall be to prepare a list of candidates for each elective office in The Branch for which the terms are expiring. Every effort should be made to secure two (2) candidates for each office. The Committee shall secure the acquiescence of each candidate before the name is presented for consideration of the Members.

Section 12. Committee on Meeting Site Selection. The purpose of this Committee shall be to provide to the Executive Committee recommendations for appropriate sites for Annual Meetings of The Branch. The Committee on Meeting Site Selection shall consist of the Treasurer, who will serve as Chair, the Secretary, and one Member, appointed by the President, who shall serve for one year. The Chair shall be responsible for negotiations between The Branch and management of the site selected for the Annual Meeting, in concert with the National Office of The Society.

Section 13. Committee on Awards. The purpose of this Committee shall be to select recipients for the L. O. Howard Distinguished Achievement Award and the Herbert T. Streu Meritorious Service Award, and to arrange for presentation of these awards at the Annual Meeting of The Branch. The Committee on Awards shall consist of the five (5) most recent and available Past Presidents of The Branch, with the

immediate Past President serving as Chair.

Section 14. **Committee on Screening for Awards of The Society.** The purpose of this Committee shall be to facilitate recognition of outstanding achievement in entomology. It shall solicit from the members of The Branch nominations for each of the awards made by The Society, choose from among the nominations received, and submit to The Society the names and supporting documentation for a nominee for each award. The Committee shall report to the membership, at each Annual Meeting, the names of those nominees.

Section 15. **The Insect Detection, Evaluation and Prediction (IDEP) Committee.** The purpose of this Committee shall be to educate The Branch on new and invasive insects that may pose a threat to commodities in the eastern United States. The IDEP Committee shall consist of representation from throughout the geographical area of The Branch.

Section 16. **Early Career Professionals Committee.** The purpose of this committee shall be to help engage and retain early career professionals (ECPs, as defined in Article II, Section 9) in the Branch by developing value-added programming at the Annual Meeting with the approval of the Program Committee, and to select recipients of awards designated for early career professionals. The Branch ECP Committee shall consist of four members: 1) Chair, 2) Vice-Chair, 3) ECP Representative to the Executive Committee, and 4) the Eastern Branch Representative to the ESA ECP Committee. Candidates for the Vice-Chair and ECP Representative to the ESA ECP Committee positions will be solicited through the Branch Newsletter and reviewed by the current EB ECP Committee members. Qualified candidates will then be presented to the Executive Committee for appointment. Nomination and election of the ECP Representative on the Executive Committee shall be conducted in the same manner as specified for the President-Elect in Article II, Section 2. The Vice-Chair shall serve a term of one (1) year, then serve a subsequent term of one (1) year as Chair of the Branch ECP Committee, commencing at the close of the Annual Meeting first following appointment. The ECP Representative to the Executive Committee (Article II, Section 9) shall serve on the ECP Committee for the duration of their appointed term, and aid the Chair and Vice-Chair in organizing programs tailored to early career professionals at the Annual Meeting. The Eastern Branch Representative to the ESA ECP Committee will serve in an advisory role, and act as a liaison between The Branch and the ESA ECP Committee.

If the Vice-Chair or ECP Representative to the Executive Committee relocates outside of the branch during their term and cannot attend the Annual Meeting, then a replacement shall be appointed by the Executive Committee by written, email, or verbal vote as soon as practical

from among the nominees in the most recent elections. In the case of the Chair relocating outside of the branch during their term and being unable to attend the Annual Meeting, then the Vice-Chair will assume the responsibilities of Chair and a replacement Vice-Chair shall be designated in the same manner as above. The replacements will then serve their regularly scheduled term plus the interval from when they were unexpectedly appointed to the beginning of their scheduled term. The EB Rep to the ESA ECP Committee is exempted from this clause, because that committee is not under branch jurisdiction.

Section. 17. Annually, the President shall consider appointment to Presidential Committees, among others, on Auditing, Local Arrangements, Registration and Hospitality, Employment Information, and Resolutions.

ARTICLE V

BUSINESS MEETINGS, BUSINESS PROCEDURE, AND PARLIAMENTARY AUTHORITY

Section 1. **Business Meetings.** Business meetings shall be conducted by the President in accordance with the current edition of Robert's Rules of Order Newly Revised in all cases to which the rules are applicable and in which they are not inconsistent with this Constitution and Bylaws, and any special rules of order The Branch may adopt. The President may appoint a parliamentarian who shall serve for the duration of the meeting for which the appointment is made.

Section 2. **Quorum.** Forty (40) members shall constitute a quorum. A majority of votes cast shall be considered as deciding in all matters, unless otherwise specified in the Constitution or Bylaws.

Section 3. **Ballots.** Matters of major importance shall be decided by mail or electronic ballot of the membership of The Branch on the initiative of the Executive Committee, or upon written petition to the Executive Committee by at least 40 members, or as directed by a majority of the members voting at a business meeting of The Branch. The due date for return of mail or electronic ballots shall not be less than 30 calendar days after the date of sending to the members. A minimum of 50 valid ballots are required for a matter to be determined by ballot. All ballots received by the due date shall be tabulated by a Presidential Committee not later than 10 calendar days after the due date for ballot return, and the Committee shall promptly inform the President, in writing, of the results.

Section 4. **Proxy.** No vote of a member shall be cast by proxy.

ARTICLE VI AMENDMENTS TO BYLAWS

Section 1. Except as provided elsewhere in the Bylaws, amendments to the Bylaws shall be accomplished in accordance with the rules and procedures set forth in this Article.

Section 2. **Initiation.** Amendments to the Bylaws may be initiated by the Executive Committee, or by written petition to the Executive Committee by at least 20 members, or by a majority of the members voting at a business meeting of The Branch.

Section 3. **Review.** The Committee on Rules, at the request of the Executive Committee, will review each proposed amendment to the Bylaws and assist the Executive Committee in developing the Committee's recommendation on the amendment and in preparing a notice of the proposed amendment for the members. The Executive Committee shall not modify a proposed amendment except to clarify language or to assure that the intent of the amendment shall be accomplished.

Section 4. **Notice.** Notice of a proposed amendment shall be sent to the members in writing at least 30 calendar days before the amendment is to be voted upon at a business meeting of The Branch, or at least 30 calendar days before the due date for return of a mail or electronic ballot on the amendment. The notice shall include the current text of each Bylaws section that is proposed to be amended, the text of the proposed amendment, a statement regarding the impact of the proposed changes including potential advantages and disadvantages, including the recommendation of the Executive Committee, and a statement of the date, time, place, and method of voting on the proposed amendment.

Section 5. **Voting, Majority Requirement, and Effective Date.** Each proposed amendment shall be voted upon either at a business meeting of The Branch, or by a mail or electronic ballot, pursuant to Article V, Section 3. A minimum of 30 calendar days shall be allowed for return of ballots by the members. A two-thirds majority of the members voting shall be required for approval.

Not later than 10 calendar days after the due date for return of ballots, the votes shall be tabulated and the President shall be informed of the results in writing. The members shall be notified of the results of the ballot through the Newsletter of The Society or e-mail listserv. A proposed amendment, if adopted, shall become effective as of the date the ballots are counted, unless a later date is specified on the ballot.