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Association for Information Science and Technology

**CONSTITUTION
&
BYLAWS**

Amended by the Membership—June 26, 2020

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CONSTITUTION

(as amended July, 2019)

Article I — Name

The name of this corporation shall be the Association for Information Science and Technology (hereinafter called "the Association").

Article II — Purposes

The purposes of this Association shall be

- A. To create, organize, disseminate and apply knowledge concerning information and its transfer, with membership drawn from all fields in which information is important either as an object of study or as a means to an end;
- B. To provide members with a variety of channels of communication and education within and outside of the profession, including meetings, programs and publications, to assist them in their professional development and advancement.
- C. To carry on such other activities as shall be consistent with the organization's 501(c)(3) non-profit purposes and as conferred upon non-profit corporations by the State of Maryland;
- D. In furtherance of the stated charitable purposes of the organization it is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to apply the income and principal of any funds received by it to the advancement of the non-profit goals of the organization as set forth herein.

BYLAWS

Article III — Members

3.1. Eligibility

3.1.1. Membership in the Association is open to any individual or organization with interest in information science and technology. Such individual or organization may apply for membership in the Association and shall become a member upon payment of association dues.

3.1.2. Members must agree to abide by the Professional Guidelines of the Association, adhere to the Association's Bylaws and pay all dues and assessments as they come due.

3.1.3. Membership in the Association may be terminated by majority vote of the voting members of the Board of Directors for 1) failure to adhere to the Professional Guidelines and/or Bylaws of the Association; 2) conduct which is contrary to the purposes, mission or best interests of the Association; 3) failure to pay dues or assessments of the Association.

3.2. Dues

3.2.1. The annual dues for members of the Association shall be determined by the Board of Directors. A member whose dues are in arrears shall be automatically removed from membership after being duly notified.

3.2.2. In accordance with the policies of the Association adopted from time to time, dues may be waived or reduced for members who experience a catastrophic event as determined by the Board of Directors.

3.3. Rights Reserved to Members

The following rights are reserved to the members of the Association:

3.3.1. Election of voting members of the Board of Directors pursuant to Section 4.5

3.3.2. Removal of voting members of the Board of Directors, pursuant to Section 4.8

3.3.3. Vote on proposed amendments to these Constitution and Bylaws pursuant to Section XI.

3.4. Meetings of Membership

3.4.1. *Business Meetings.* The voting members of the Association, when assembled for the purpose of transacting Association business, shall constitute a Business Meeting of the Association. The Board of Directors shall provide for an Annual Business Meeting to be held each year.

3.4.2. *Notice of Business Meetings.* The Executive Director shall send notice of the time, place, program, and agenda of each Annual and Special Business Meeting to each member at least 30 days prior to such meetings. Notice may be given by electronic mail, in writing by USPS, facsimile, personally or by telephone.

3.4.3. *Special Business Meetings.* Special Business Meetings of the Association may be held at such times and places as the Board of Directors may determine. The President shall call a Special Business Meeting upon the written request of a two-thirds majority of the Board of Directors.

3.4.4. *Quorum.* At any Annual or Special Business Meeting of the Association the presence of ten (10) percent of the eligible voting members present at the meeting shall constitute a quorum. For all other bodies of the Association, a majority or ten (10) members, whichever is a smaller number, shall constitute a quorum.

Article IV — Board of Directors

4.1. Power and Authority

4.1.1. The Association shall be governed by the Board of Directors.

4.1.2. The Board of Directors is the single governing body of the Association and shall actively promote the objectives of the Association, operating in accordance with and administering and implementing the programs and policies established by these Bylaws and by the Board of Directors. Members of the Board of Directors are elected to serve by and are accountable to the members of the Association.

4.2. Composition

The Board of Directors shall consist of eleven members as follows:

- A. President, who shall serve as Chair of the Board of Directors and coordinate the functions of the Board of Directors, and who shall automatically become Immediate Past President at the end of his or her term as President.
- B. President-Elect, who shall serve as Chair of the Board of Directors in the absence of the President and who shall automatically become President at the end of his or her term as President-Elect,
- C. Immediate Past President
- D. Treasurer

- E. Six Directors-at-Large, one of which will have specific responsibility to serve as the Chapter Assembly Liaison and one of which will have specific responsibility to serve as the SIG Cabinet Liaison.
- F. Executive Director of the Association, who shall serve as a non-voting member

The President, President-Elect, Immediate Past President, and Treasurer shall perform such duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time-to-time delegate.

4.3. Officer Roles and Responsibilities

4.3.1 *President*. The President shall be the chief elected officer of the Association and shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall serve as an *ex-officio* member of all committees without the right to vote and shall perform such other duties and functions as are necessarily incidental to the office or as may be prescribed by the Board of Directors.

4.3.2 *President-Elect*. The President Elect shall assume the duties of the President at the latter's request, and, in the President's absence, the President Elect shall perform such other duties as may be delegated by the President and the Executive Committee.

4.3.3 *Immediate Past President*. The Immediate Past President chairs the Nominations Committee and provides advice and leadership to the Board of Directors and Executive Committee regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the President and the President-Elect on an as-needed basis.

4.3.4 *Treasurer*. The Treasurer shall supervise all dues collections and the accounts of the Association in coordination with the Association's Executive Director; shall ensure that full and accurate accounting records are always maintained; and shall present such reports, including an annual report of the Association's financial condition, as the Board of Directors may direct.

4.4. Nominations

4.4.1 At least 100 days prior to each Annual Business Meeting, the Nominations Committee shall nominate at least two nominees for each elective office to be filled and at least twice as many nominees as there are vacancies for Director-at-Large. The Nominating Committee may present only one candidate for a position if the Committee as a whole deems that two suitable and willing candidates cannot be identified. Any member may propose names to the Nominations Committee for any position for which it prepares a ballot. Write-in candidates for Director-at-Large will be allowed provided they meet the qualifications specified in Section 4.4.3 as well as those outlined in Board-approved job descriptions for that role.

4.4.2 Nominees for President-Elect and Treasurer shall have been dues-paying members in good standing for at least five of the last ten years prior to their nomination and possess those qualifications stipulated in the Board-approved job descriptions for their positions.

4.4.3 Nominees for Director-at-Large shall have been dues-paying members in good standing for at least three years prior to their nomination.

4.5. Elections

4.5.1. Election of each officer and director by members as indicated in Section 3.3.1 shall be by electronic or non-electronic ballot conducted by the Headquarters Office. A plurality vote shall elect, and a tie shall be determined by lot. In each case where a candidate withdraws from an election after the ballots have been prepared, the candidates remaining shall constitute the slate.

4.5.2. All members in good standing may vote for the voting members of the Board of Directors pursuant to Section 4.5.1.

4.5.3. Two of the six Directors-at-Large shall be elected each year.

4.5.4. The Board shall engage a polling officer to oversee the elections process.

4.6. Terms of Office and Term Limits

4.6.1. The President-Elect shall serve one 1-year term, as President-Elect, President, and Immediate Past President, respectively.

4.6.2 The Treasurer shall serve no more than two consecutive 3-year terms.

4.6.3. At-Large Directors shall serve no more than two consecutive 3-year terms.

4.6.4. All terms of office shall begin immediately following adjournment of the Annual Business Meeting.

4.6.5. The President-Elect and President shall advance automatically to President and Immediate Past-President respectively at the end of their one-year term, for a total of 3 years as an officer of the Association.

4.7. Vacancies and Resignations

4.7.1. A vacancy in any position on the Board of Directors shall be filled in accordance with the following procedures:

- A. If the vacancy is in office of President and occurs less than 100 days before the next Annual Business Meeting, the President-Elect shall automatically become President for the remainder of that term and the term for which he or she was elected.
- B. If the vacancy is in office of President and occurs more than 100 days before the next Annual Business Meeting, a new President-Elect shall be elected following the process designated in Section 4.5.
- C. If the vacancy is in the office of President-Elect or Treasurer, the Board of Directors shall appoint a member of the Association to fulfill the duties and obligations of the office. An appointed President-Elect shall not succeed to the office of President. At the next election, a President and a President-Elect shall be elected.
- D. If the vacancy occurs in the office of Immediate Past-President, the last former President willing to serve shall complete the unexpired portion of the term.
- E. If the vacancy occurs in any at-large seat, the Board shall appoint a member to serve the remainder of the term.
- F. Except where otherwise governed by law, a Director may resign from the Board at any time by giving written notice to the Board of Directors or the Executive Director. Such resignation shall take effect at the time specified therein. Where no effective date is specified, the resignation shall take effect upon receipt by the Board or by the Executive Director.

4.8. Removal from Office

4.8.1. Any elected member of the Board of Directors may be removed from office for cause (1) by a vote of two thirds of the current voting members of the Board of Directors, or (2) by a written petition signed by 5% of the members of the Association and approval of the petition by two thirds of the members of the Association voting (voting may occur by electronic or non-electronic ballot), or (3) if no longer a member in good standing of the Association.

4.8.2. For purposes of removal, "cause" shall be defined to include, but not be limited to: 1) failure to pay dues or assessments; 2) conduct on the part of the Director which is deemed contrary to the best interests of the Association or brings the name and reputation of the Association into disrepute; conduct on the part of the Director which constitutes a felony or a misdemeanor involving fraud, dishonesty, misrepresentation or moral turpitude; conduct on the part of the Director which contravenes the Association's Professional Guidelines and/or Bylaws or which is contrary to the non-profit purposes or mission of the Association; 3) failure to attend three (3) consecutive meetings of the Board without prior written and sufficient excuse. Except where such "cause" is the result of a failure to pay dues or assessments or to attend three (3) consecutive meetings without sufficient excuse, the Association shall provide the Director with prior written notice of the charge or allegation and provide him or her with an opportunity to respond in writing and

upon written request by the Director, the opportunity to appear before the Board to present his or her response. The finding of the Board in such matter shall be final.

4.9. Meetings

4.9.1. *Regular Meetings.* The Board of Directors shall meet at least two times each year at such times and places as the President may determine. Except where otherwise required by law or these Bylaws, a majority of the voting members of the Board shall constitute a quorum for the purpose of conducting the Association's business. Meetings may take place in person or by telephone or other video or electronic conference communications.

4.9.2. *Special Meetings of the Board of Directors.* The President shall convene a special meeting of the Board of Directors whenever requested in writing to do so by four members of the Board, or whenever requested in writing by thirty-five or more members of the Association.

4.9.3. *Open Meetings.* Meetings of the full Board shall be announced at least 30 days in advance to the membership and shall be open to members of the Association. Such visiting members shall be without voice or vote. The Board may move in-camera to discuss financial, personnel, and other confidential matters.

4.9.4. *Action without a Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, sent electronically or by mail to the Executive Director, to such action is given by all members of the Board of Directors within 5 business days of a request for consent, and such consent is filed with the minutes of the Board of Directors.

4.9.5. *Voting by Directors.* Each member of the Board of Directors authorized by these Bylaws to vote shall be entitled to cast one (1) vote on matters submitted to the Board for a vote. Proxy voting by members of the Board of Directors is prohibited. The Association's Executive Director is not authorized to vote on matters placed before the Board.

4.9.6. *Compensation.* Directors will not receive compensation for their services on the Board, but may be reimbursed for documented and pre-approved costs and expenses actually incurred and directly related to their service on the Board. Such reimbursement shall be subject to the then applicable Association expense reimbursement policy.

4.9.7. *Presence at a Meeting.* A Director's attendance at a meeting of the Board, whether in person or by telephone or other video or electronic conference communications, shall constitute an acceptance of such meeting, except where such attendance at a meeting by the Director is for the purpose of objecting to the called or convened meeting.

4.9.8. *Conduct of Business:* Except where otherwise prohibited by law, the members of the Association's Board of Directors may participate in any meeting of the Board by means of conference telephone or similar electronic or video conference equipment by which all members participating in the meeting may hear and be heard by each other simultaneously, and participation by such means shall be deemed to constitute presence in person at such meeting for purposes of a quorum or participating in binding action taken by the Board. This provision shall similarly apply to participation in any meeting of an Association committee, Regional Chapter or SIG.

4.10. Committees, Boards, Councils, and Working Groups

4.10.1. The Board of Directors may establish and dissolve those standing committees that are not stipulated in the Bylaws, as well as ad hoc committees, task forces, working groups, and other entities necessary to conduct the Association's business, and designate and change their charges and determine their size, member qualifications, and terms.

4.10.2. *Appointment of Committees.* Appointments to committees shall be made annually by the President-Elect. Committee appointments may be rescinded for cause by the President upon approval of the Board of Directors.

4.10.3. *Interim Committee Appointments.* When a Committee vacancy occurs requiring appointment for less than a full term, the President shall make an interim appointment.

4.10.4. *Standing Committees of the Board of Directors.* There shall be at least three Standing Committees of the Board of Directors: 1) Executive Committee, 2) Budget and Finance Committee, and 3) Nominations Committee. Except as otherwise provided in these Bylaws, the terms of these Committees shall expire at the expiration of the term of the President by whom they are appointed or re-appointed.

4.10.5. *Executive Committee.* The Executive Committee shall consist of the President, who shall be its presiding officer, the President-elect, the Past President, the Treasurer, and one Director-at-Large who shall be appointed by the President for a one-year term. The Board Executive Committee shall oversee the operations of the Executive Director and staff, shall administer such functions and exercise such powers as the Board of Directors may specifically delegate to the Committee, and shall have all the powers of the Board to transact business when the Board is not in session. All transactions of this Committee shall be reported by the Executive Committee to the Board as minutes at its the next regularly scheduled meeting.

4.10.6. *Budget and Finance Committee.* The Budget and Finance Committee shall consist of the Treasurer, who shall be its presiding officer, the President, the President-elect, the Past President, and one Director-at-Large who shall be appointed by the President for a one-year term. The Budget and Finance Committee shall advise the Board of Directors concerning the financial affairs of the Association. It shall draft an annual budget for recommendation to the Board of Directors, in consultation with the Executive Director and other appropriate persons.

4.10.7. *Nominations Committee.* The Nominations Committee shall consist of the Immediate Past-President, who shall be its presiding officer along with four additional members who shall be members of the association appointed by the President and who shall not be members of the Board of Directors. The Regional Chapter Assembly and the Special Interest Group Cabinet shall each recommend one member of the Association to serve as a member of the Nominations Committee. The Nominations Committee shall seek the advice and consent of the Board on the qualifications of the proposed slate of nominees before it is presented to the membership for vote.

4.11. Parliamentarian

Section 4.11.1. The Association shall engage a Parliamentarian who shall be a member versed in parliamentary procedure and shall be appointed by the President.

Section 4.11.2. The Association Parliamentarian shall attend all regular and special meetings of the membership and shall be available for all meetings of the Board of Directors, the Regional Chapter Assembly, and the Special Interest Group Cabinet to provide the presiding officers with procedural counsel. At such times, the Association Parliamentarian shall have no vote, and shall have voice only on procedural questions.

Section 4.11.3. The Association Parliamentarian shall be available for consultation on procedural matters from any Association body, officer, or member.

Article V — Headquarters Office

5.1. Purpose

5.1.1. The Association shall maintain a Headquarters Office that shall constitute a permanent repository for Association records and shall carry out the procedures and policies of the Association under the direction of the Board of Directors. The Office shall periodically transfer all archival materials to the designated repository.

5.2. Executive Director

5.2.1. The Executive Director shall be appointed by the Board of Directors and shall be accountable to the Board. The Executive Director serves as the chief administrative officer of the Association. The Executive Director monitors work assigned to the Headquarters Office staff and provides periodic reports to the Board of Directors. The Executive Director shall supervise and have general charge of all operating functions and activities of the Association and shall be charged with carrying out the policies, programs, orders, and resolutions of the Board of Directors. The Executive Director will be responsible for the employment, discharge and supervision, and determine the compensation of, employees of the Association. The Executive Director shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe, shall keep the Board of Directors, officers, and committees of the Association fully informed as to the business and affairs of the Association and shall consult freely with them concerning its business and affairs.

5.2.2. The Executive Director (or designee) shall serve as an *ex officio* non-voting member, unless otherwise stipulated, of the Board of Directors and all committees, task forces, and other work groups established by the Board of Directors other than the Nominations Committee.

5.2.3. The Executive Director (or designee) shall keep minutes of all Business Meetings and meetings of the Board of Directors and Executive Committee and shall provide a repository for copies of minutes of all other bodies of the Association. Board minutes, audited financial statements, and the Association's annual 990 form shall be shared with the membership in a timely manner.

Article VI — Regional Chapters

6.1. Regional Chapter Establishment and Purpose

6.1.1. The Board may establish Regional Chapters to represent a group of members located within a well-defined geographic area. Regional Chapters must be approved and chartered by the Board of Directors in accordance with Board-established policy. Regional Chapters shall retain their charters at the discretion of the Board of Directors, pursuant to the terms outlined in the Regional Chapter Officers' Manual. Each Regional Chapter shall promote the interests of the Association and the Association's programs in its designated region.

6.2. Regional Chapter Membership

6.2.1. *Memberships in Regional Chapters.* All individual and institutional members of the Association whose mailing addresses are within a Regional Chapter's geographic boundaries as established by the Board of Directors shall automatically be members of that Regional Chapter unless they have requested to become members of another Regional Chapter following procedures stipulated by the Board of Directors.

6.3. Regional Chapter Operations and Procedures

6.3.1. The establishment, organization, leadership and structure of all Regional Chapters shall be in accordance with Board-established policy, as outlined in the Regional Chapter Officers' Manual.

6.4. A Regional Chapter's Role in Policy

6.3.1. Regional Chapters may make recommendations concerning Association policy. However, the Regional Chapters and their members shall not make any public statement or take positions on behalf of the Association without having obtained approval from the Board of Directors in accordance with the established guidelines and procedures.

6.5. Regional Chapter Assembly

6.5.1. The Regional Chapter Assembly shall concern itself with all matters involving the mutual interest and common problems of the Regional Chapters. It shall be advisory to the Board of Directors in these matters through its Board Liaison. The Regional Chapter Assembly shall consist of the Assembly Director, the Deputy Assembly Director, the Immediate Past Assembly Director, and a representative from each Regional Chapter of the Association and one representative for the student chapters. The presiding officer of the Assembly shall be the Assembly Director, whose term shall be for one Administrative Year. The Deputy Assembly Director shall be elected annually prior to the Annual Meeting of the Association and shall hold office as Deputy Director during the following administrative year. The Deputy Director automatically advances to Director in the second administrative year and to Immediate Past Director in the third successive administrative year. Such election shall be by a majority of the members of the Regional Chapter Assembly voting by electronic ballot at least two months before the end of the administrative year. The Assembly Representative for Student Chapters will be elected every two years from among the Student Chapter Advisors. They shall serve a two-year term.

6.5.2. *Regional Chapter Assembly Steering Committee.* There shall be a Regional Chapter Assembly Steering Committee. This Committee shall consist of the Assembly Director, Deputy Assembly Director, the Immediate Past Assembly Director and four members who shall be appointed by the Regional Chapter Assembly Director from either the outgoing or incoming Regional Chapter Assembly members or Regional Chapter officers. Each member shall serve a two-year term with two members appointed in odd-numbered years and two members appointed in even-numbered years. The Committee shall advise on and assist with matters related to the Regional Chapter Assembly at the Regional Chapter Assembly Director's discretion.

Article VII — Special Interest Groups (SIGs)

7.1. Special Interest Group Establishment and Purpose

7.1.1. A Special Interest Group (SIG) consists of a group of members concerned with a particular field of interest in information science and technology. SIGs must be approved and chartered by the Board of Directors in accordance with Board-established policy. SIGs shall retain their charters at the discretion of the Board of Directors, as outlined in the SIG Officers' Manual.

7.1.2. The purpose of each Special Interest Group shall include but not be limited to: 1) advising the Board of Directors or the Association officers on matters pertaining to the Group's special interest or area; 2) organizing technical programs for such interests and areas including programs at conferences of the Association; 3) collecting and disseminating information concerning its special interest; and 4) representing the Association in international, interdisciplinary, and interorganizational activities, either as a Group or through one or more of its officers or members, at the request of the Board of Directors or such pertinent Committee or Committees established by the Board of Directors.

7.2. Special Interest Group Membership

7.2.1. Any member of the Association may become a member of an existing Special Interest Group upon payment of membership dues as established by the Board of Directors. Membership in Special Interest Groups may be extended to non-dues-paying members at the discretion of the Board of Directors.

7.3. Special Interest Group Role in Policy

7.4.1. SIGs may make recommendations concerning Association policy. However, the SIGs and their affiliates shall not make any public statement or take positions on behalf of the Association without having obtained approval from the Board of Directors in accordance with the established guidelines and procedures.

7.4. Special Interest Group Operations and Procedures

The establishment, organization, leadership and structure of all SIGs shall be in accordance with Board-established policy, as outlined in the SIG Officers' Manual.

7.5. Special Interest Group Cabinet

7.5.1. The Special Interest Group Cabinet shall study and advise the Board of Directors through its Board Liaison concerning the mutual interests and the common problems of the several Special Interest Groups. The Special Interest Group Cabinet shall consist of the Cabinet Director, the Deputy Cabinet Director, the Immediate Past Cabinet Director, a representative from each active Special Interest Group of the Association, and the members of the Cabinet Steering Committee. The presiding officer of the Cabinet shall be the Cabinet Director, whose term shall be for one Administrative Year. The Deputy Director shall be elected annually prior to the Annual Meeting of the Association and shall hold office as Deputy Director during the following administrative year. The Deputy Director automatically advances to Director in the second administrative year and to Immediate Past Director in the third successive administrative year. Such election shall be by a majority of the members of the SIG Cabinet voting by electronic ballot at least two months before the end of the administrative year.

7.5.2. *SIG Cabinet Steering Committee.* There shall be a Cabinet Steering Committee elected by the SIG Cabinet. This Committee shall consist of the Special Interest Group Cabinet Director, Deputy Director, Immediate Past Director, and four members who are SIG officers. Each member shall serve a two-year term with two members elected in odd-numbered years and two members elected in even-numbered years. This Committee shall assist the SIG Cabinet Director in conducting Cabinet business.

Article VIII — Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and to the extent they are not inconsistent with these Constitution and Bylaws, the Articles of Incorporation, or with any policies or rules of order the Association may adopt.

Article IX — Indemnification

To the extent permitted by applicable law, the Association shall indemnify all officers; directors; employees, committee, council, and board members; and all other volunteers of the Association for their activities conducted according to the policies and procedures of the association and shall purchase insurance for such indemnification to the extent determined by the Board of Directors.

Article X — Dissolution of the Association

10.1. In the event of dissolution of the Association, its assets shall be applied and distributed as follows:

- A. All just liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.
- B. All other assets shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Board of Directors, to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation and declared by the Internal Revenue Service to be exempt from the payment of federal income tax.
- C. If the Board of Directors is unable to ascertain any domestic or foreign corporation, society, or organization which meets the requirements of the preceding paragraph, then all assets referred to in that paragraph shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Board of Directors, to one or more domestic or foreign corporations, societies or organizations otherwise active in the field of information science and which have been declared by the Internal Revenue Service to be exempt from payment of federal income tax as organized and operated exclusively for charitable, scientific, literary or educational purposes.

Article XI— Amendments

11.1. *Substantive Changes in Bylaws.* These Bylaws may be amended by vote of two-thirds of the voting members of the Association voting on the proposal of change. Such proposal may be by petition of a

minimum of 35 members of the Association, filed with the Executive Director, or by proposal of the Board of Directors. Such proposal shall be voted upon within 100 days of the date of the petition or of the proposal of the Board of Directors. The Executive Director shall prepare and send a copy of the proposed amendment, together with ballot information, to each member, setting forth a date which shall be not more than 30 days from the date on which the ballot was sent, by which date all ballots must be received in order to be counted. Voting may be by electronic or non-electronic ballot. If approved, the amendment shall be effective as of the start of the next administrative year.