

**COASTS, OCEANS, PORTS AND RIVERS INSTITUTE  
OF THE  
AMERICAN SOCIETY OF CIVIL ENGINEERS**

**BYLAWS**

**ARTICLE 1. GENERAL**

**1.0 Name.** The name of this Institute shall be Coasts, Oceans, Ports and Rivers Institute (hereinafter referred to as the “Institute” or “COPRI”) of the American Society of Civil Engineers (hereinafter referred to as the “Society”).

**1.1 Vision.** The Institute will serve as a multidisciplinary and international leader in improving knowledge, education, development, and the practice of civil engineering and other disciplines in the sustainable management of coastal, ocean, port, waterways, riverine, and wetlands resources for the benefit of society.

**1.2 Mission.** The Institute serves its members and society by uniting the disciplines working to sustainably develop, protect and restore coasts, oceans, ports, waterways, rivers and wetlands; integrating key stakeholders into the decision making process; advancing technological state of art and practice; and, influencing public policy.

**ARTICLE 2. MEMBERSHIP**

**2.0 Membership Qualifications.** Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the vision and mission of the Institute.

**2.1 Membership Categories.** The Membership Categories shall be differentiated as Individual Member and Organizational Member.

**2.1.1 Individual Member.** Individual Member applies to a single person joining the Institute and shall be open to individuals who are engaged in the development of policies, programs and projects related to the interests of the Institute. There are five (5) Individual Member classifications within the Institute.

**2.1.1.1 Student Member.** Individuals who are full-time students interested in the coastal, oceans, ports, waterways, rivers, or wetlands resources fields of professional practices.

**2.1.1.2 Member.** Any Society member in good standing interested in advancing the vision and mission of the Institute.

**2.1.1.3 *Institute-only Member.*** Any person who is not a member of the Society and who is interested in advancing the vision and mission of the Institute.

**2.1.1.4 *COPRI Fellow Member.*** The Institute may award COPRI Fellow membership to an Individual Member based on accomplishments, achievements or scholarship, as recognized by the Board of Governors. There shall be no direct admission to the Institute in this grade. Admission shall be only by advancement from the grade of Member.

**2.1.1.5 *COPRI Honorary Member.*** The Institute may award COPRI Honorary membership to an individual who has exhibited exemplary service to the Institute and the profession, as recognized by the Board of Governors.

**2.1.2 *Organizational Member.*** Organizational Member shall apply to associations, government agencies, or corporations engaged in the interest of the Institute. Organizational Member does not imply that all individuals of the Organization are members of the Institute. The benefits for Organizational Member shall be as outlined in the COPRI Operating Procedures.

**2.1.3 *Member Participation.*** Individual Members in good standing may be appointed to and participate on Institute Committees and Task Committees and may vote on all Institute procedural issues and elections put forth to the Institute membership.

**2.1.4 *Non-Member Participation.*** At the discretion of the Board, non-members of the Institute may serve on Institute Committees and Task Committees but may not serve as a Committee or Task Committee chair. Non-members of the Institute may not vote on Institute procedural issues or in elections.

### **ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS**

**3.0 *Code of Ethics.*** All members of the Institute shall be familiar with the Society's Code of Ethics and bound by its provisions.

**3.1 *Separations from Institute Membership.*** Institute membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

**3.1.1 *Nonpayment of Dues.*** Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

**3.1.2 Resignations.** Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Board of Governors (hereinafter the “Board”) for resignations received while under investigation for Code of Ethics violations.

**3.1.3 Expulsion.** Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws, Institute Rules and Regulations or the Society’s Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the sole opinion of the Board, is improper and prejudicial to the best interest of the Society or the Institute. Except for cases under the purview of the Society’s Committee on Professional Conduct, a decision to expel shall be preceded by a fair hearing at a meeting of the Board.

**3.1.3.1 Separation Procedures.** Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society’s Bylaws. Decisions of the Institute Board shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which case an appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society’s Code of Ethics shall be referred to the Society Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society’s Bylaws.

## **ARTICLE 4. FEES AND DUES**

**4.0 Dues Year.** The Institute’s dues year is from January 1 through December 31.

**4.1 Right to Levy Fees and Dues.** The Board of Governors shall establish member dues.

**4.2 Obligation to Pay.** Every Institute member shall be obligated to pay the fees and dues established by the Board of Governors in advance of January 1. An individual or organization joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the Annual Dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the Annual Dues of the higher grade, effective the next Institute membership year.

**4.2.1 Good Standing.** An Institute member whose obligation to pay is current shall be an Institute member in good standing.

**4.3 Statements.** Not later than December 1 each year, the Institute shall distribute to each Institute-only member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.

**4.4 Abatement of Dues.** The Board of Governors, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Institute Annual Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; and may remove any name from the list of those permanently excused from the payment of dues.

**4.5 Refunds.** There shall be no refund of dues remitted.

**4.6 Delinquency.** Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Board of Governors.

## ARTICLE 5. MANAGEMENT

**5.0 Board of Governors.** The affairs, activities, and concerns of the Institute shall be under the direction of a Board of Governors (hereinafter the "Board"). The Board shall manage the affairs for the Institute. The Board has fiduciary, legal and strategic responsibilities, focuses on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations, and ensures that the Institute uses these policies to work toward meeting its vision and mission.

**5.1 Composition.** The Board shall have seven (7) voting members as follows: one (1) selected by each of the disciplines of 1) Coasts, 2) Oceans, 3) Ports, and 4) Rivers and Waterways; two (2) Governors shall be appointed by the Board to serve as Secretary and Treasurer; and one (1) Governor shall be appointed by the Society's Board of Direction.

**5.1.1 Discipline-Selected Governors.** The four (4) discipline-selected Governors shall serve a four (4) year term. The first year the individual shall serve as Governor then advance through the positions of Vice President, President and Past President. After serving a four (4) year term, discipline-selected Governors are ineligible to serve another full term on the Board.

**5.2 Institute Director.** The Institute Director shall be a non-voting attendee of the Board. The Institute Director shall be employed by the Society and is subject to Society employment rules. The Institute Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the Past President of the Board. The Institute Director is appointed, and can be removed,

with or without cause, by the Executive Director of the Society after consultation with the Board.

The Institute Director shall retain independent contractors and other suppliers, subject to direction by the Board. The Institute Director shall comply with the policies and procedures of the Society, which shall be applicable to and binding on the Institute.

### **5.3 Financial Management.**

**5.3.1 Fiscal Year.** The fiscal year of the Institute shall be from October 1 through September 30.

**5.3.2 Annual Budget.** The Institute annual budget shall be approved by the Board and be in accordance with guidelines established by the Society's Board of Direction. The Society's Board of Direction shall review and approve the budget prior to the start of each fiscal year.

**5.3.2.1 Unbudgeted Expenses.** The Institute Board shall be notified of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items.

**5.4 Assets.** All assets held by or for the Institute are vested in the Society and shall be handled according to the Society's fiscal policies.

**5.5 Fiscal Responsibility.** The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

**5.6 Revenues.** The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax-exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contain any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

**5.7 Institute Reserves.** The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

**5.8 Records.** The books and accounts of the Institute shall be kept by the Institute Director.

**5.9 Reporting.** Within ninety (90) days from the close of each fiscal year, the Institute Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

**5.10 Audit.** The Institute Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society's annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

## **ARTICLE 6. OFFICERS AND GOVERNORS**

**6.0 Officers.** The five (5) Officers of the Institute shall be the President, Vice-President, Past-President, Secretary and Treasurer. The Officers of the Institute shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

### **6.0.1 President.**

**6.0.1.1 Qualifications.** The President shall be an Institute member in good standing and shall have served the prior year on the Board as Vice-President.

**6.0.1.2 Term.** The President shall serve a one (1) year term and assume the office on October 1, immediately following the conclusion of a term as Vice-President.

**6.0.1.3 Vacancy.** A vacancy in the office of President shall be filled for the unexpired portion of the term by a Past President available and willing to serve as determined by the Board at the time of the vacancy.

**6.0.1.4 Compensation.** The President does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.1.5 Duties.** The President shall preside at all meetings of the Board and of the members of the Institute. The President may call special meetings of the Board or of the members as may be deemed proper. The President shall be empowered to nominate, subject to approval of the Board, chairpersons and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or the appointed

designee, shall attend regular and special meetings of the Society's Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an Annual Report for the preceding fiscal year within ninety (90) days of the conclusion of the subject fiscal year.

## **6.0.2 Vice-President.**

**6.0.2.1 Qualifications.** The Vice-President shall be an Institute member in good standing.

**6.0.2.2 Term.** The Vice-President shall serve a one (1) year term to commence on October 1.

**6.0.2.3 Vacancy.** A vacancy in the office of Vice-President shall be filled for the unexpired portion of the term by the Board at the time of vacancy.

**6.0.2.4 Compensation.** The Vice-President does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.2.5 Duties.** The Vice-President shall act in place of the President when the President is not available. The Vice-President shall also serve as the vice-chair and attend all meetings of the Board and the membership and perform such other duties as may be assigned from time to time by the President.

## **6.0.3 Past-President.**

**6.0.3.1 Qualifications.** The Past-President shall be an Institute member in good standing and shall have just completed a term as President on the Board.

**6.0.3.2 Term.** The Past-President shall serve a one (1) year term to commence on October 1. A Past-President may be recalled to serve as needed.

**6.0.3.3 Vacancy.** A vacancy in the office of Past-President shall be filled for the unexpired portion of the term by a Past-President who is available and willing to serve.

**6.0.3.4 Compensation.** The Past-President does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.3.5 Duties.** The Past-President shall attend all meetings of the Board and of the members and perform such other duties as may be assigned from time to time by the President.

#### **6.0.4 Secretary.**

**6.0.4.1 Qualifications.** The Secretary shall be an Institute member in good standing for a period of at least one (1) year and shall not have prior service on the Board.

**6.0.4.2 Term.** The Secretary shall serve a four (4) year term to commence on October 1. The Board shall establish the term of service of the Secretary so there is at least one (1) year in which it does not overlap with that of the Treasurer.

**6.0.4.3 Vacancy.** A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by appointment of the Board. A Secretary appointed to fill an unexpired term may be reappointed in the same position to serve a full term.

**6.0.4.4 Compensation.** The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.4.5 Duties.** The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of, and keep minutes of all meetings of the Board, and shall perform other such duties as may from time to time be assigned by the Board.

#### **6.0.5 Treasurer.**

**6.0.5.1 Qualifications.** The Treasurer shall be an Institute member in good standing for a period of at least one (1) year and shall not have prior service on the Board.

**6.0.5.2 Term.** The Treasurer shall serve a four (4) year term to commence on October 1. The Board shall establish the term of service of the Treasurer so there is at least one (1) year in which it does not overlap with that of the Secretary.

**6.0.5.3 Vacancy.** A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by appointment of the Board. A

Treasurer appointed to fill an unexpired term may be reappointed in the same position to serve a full term.

**6.0.5.4 Compensation.** The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.5.5 Duties.** The Treasurer, with the assistance of the Institute Director, shall monitor the general funds of the Institute, shall oversee all transactions of the Institute and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board and the membership.

## **6.1 Discipline-Selected Governor.**

**6.1.1 Qualifications.** The Discipline-Selected Governor shall be an Institute member in good standing for a period of at least one (1) year prior to selection.

**6.1.2 Term.** The Discipline-Selected Governor shall serve a one (1) year term to commence on October 1.

**6.1.3 Vacancy.** A vacancy in the office of the Discipline-Selected Governor shall be filled for the unexpired portion of the term by the Board at the time of vacancy.

**6.1.4 Compensation.** The Discipline-Selected Governor does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.1.5 Duties.** The Discipline-Selected Governor shall attend all meetings of the Board and meetings of the membership and perform such other duties as may be assigned from time to time by the President.

## **6.2 Society Appointed Institute Governor.** There shall be one (1) Society Appointed Governor. The Society Appointed Governor shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

**6.2.1 Qualifications.** The Society Appointed Governor shall be a voting Institute and Society member in good standing for a period of at least one (1) year at the time of appointment.

**6.2.2 Term.** The term of office of the Society Appointed Institute Governor shall be one (1) year. The Society Appointed Institute Governor may be reappointed to successive one (1) year terms but shall not exceed four (4)

years of total service. Society Appointed Institute Governors may become Discipline-Selected Institute Governors upon completion of their term of appointment.

**6.2.3 Vacancy.** When a vacancy occurs in the Society Appointed Institute Governor position by death, resignation or otherwise than by expiration of a Society Appointed Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term by the Board of Direction, upon recommendation of the President or President-elect.

**6.2.4 Compensation.** The Society Appointed Institute Governor does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.2.5 Duties.** The Society Appointed Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. As a member of the Board, the Society Appointed Institute Governor helps monitor and steer the Institute toward its goals. The Society Appointed Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

**6.3 Removal from Office.** The incapacitation of any Institute Officer or Institute Governor, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing, may be grounds for removal from the Board. An Institute Officer or Institute Governor may be removed from office by a two-thirds (2/3) majority vote of the other Board members and concurrence of the Society's Board of Direction. The vacancy shall be filled in accordance with applicable provisions of the Institute Bylaws.

**6.4 Absences from Meetings of the Board of Governors.** In the event of unexcused absence of a Governor from two (2) consecutive meetings of the Board, the Secretary shall call the matter to the attention of the Board for possible removal by two-thirds (2/3) majority vote of the other Board members.

## ARTICLE 7. NOMINATIONS AND ELECTIONS

**7.0 Process.** Each of the four (4) Institute disciplines shall be represented on the Board.

**7.1 Technical Region Director.** The Board may, when called upon to do so, select by a majority vote of those present and voting at least one (1) Candidate to be forwarded to the Technical Region Board of Governors for consideration as an Official Nominee for the office of Technical Region Director on the Society's Board of Direction.

## ARTICLE 8. MEETINGS

### 8.0 *Business Meetings.*

**8.0.1 *Annual Membership Meeting.*** The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

**8.0.1.1 *Quorum.*** A quorum for the Annual Membership Meeting shall be eleven (11) voting members.

**8.0.2 *Other General Business Meetings.*** The Institute may convene additional General Business Meetings.

**8.0.2.1 *Requirements.*** Additional Business Meetings of the Institute may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least fourteen (14) days in advance of the meeting.

**8.0.2.2 *Quorum.*** A quorum for any other General Business Meeting shall be eleven (11) voting members.

**8.0.3 *Special Business Meetings.*** The Institute may call Special Business Meetings.

**8.0.3.1 *Requirements.*** The Board may call Special Business Meetings of the Institute. The Board shall call a Special Business Meeting of the Institute upon written request of not less than ten (10) members. Notice of a Special Business Meeting shall be published in an official Institute publication at least thirty (30) days prior to the date of the Special Business Meeting, or by special notice provided to the members of the Institute not less than twenty (20) days prior to the date of the Special Business Meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

**8.0.3.2 *Quorum.*** A quorum for a Special Business Meeting shall be nine (9) voting members.

### 8.0.4 *Board of Governors Meetings.*

**8.0.4.1 *Requirements.*** No fewer than one (1) meeting of the Board shall be held each year. The place, date, and agenda items of the Board meeting shall be fixed by the President. Notice of a

meeting shall be given to all Board members at least thirty (30) days in advance of the meeting.

**8.0.4.2 Special Meetings.** Special Meetings of the Board may be called by the President at any time or by either the President or Institute Director upon the request of any three (3) Board members. At least fifteen (15) days advance notice of any such Special Meeting shall be given to all Board members. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

**8.0.4.3 Quorum.** A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member.

**8.0.4.4 Board of Governors Executive Sessions.** Meetings of the Board may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the Board and affirmative vote of the Board. All voting members of the Board attend Executive Session as well as any individuals invited by the Board. Minutes reflecting actions taken in Executive Session shall be kept on file by the Society's Managing Director of Engineering Programs.

**8.1 Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the Society or Institute governing documents.

**8.2 Meeting Participation by Alternative Means.** Members of the Board or any Board committee may participate in any meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

**8.3 Action without a Meeting.** Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

## **ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES**

**9.0 Objectives and Purposes of Organizational Entities.** The objectives and purposes of the Institute's committees, academies, technical divisions, affiliated and other Organizational Entities shall be consistent with the four (4) disciplines of the Institute, including Coasts, Oceans, Ports, and Rivers and Waterways.

**9.1 Organizational Entities.** The Board may define, establish and discharge Organizational Entities such as ad hoc and standing committees, student chapters, local chapters, and task committees as necessary or desirable to conduct the affairs of the Institute.

**9.2 Committees.** The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers. Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge.

**9.3 Tangible and Intangible Property.** Committee chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees (including any subcommittees), and all special delegates and representatives unless otherwise directed by the Board, shall be governed by this provision.

## **ARTICLE 10. ADMINISTRATIVE PROVISIONS**

**10.0 Organization.** The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

**10.0.1** The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

**10.0.2** Applicable federal, state, and local antitrust, trade regulation, and other laws, regulations and legal requirements;

**10.0.3** All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended, (hereinafter referred to as the Code) qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;

**10.0.4** All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

**10.0.5** Such other policies and procedures as are authorized under these documents.

**10.1 *Policy Statements.*** The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society's Board of Direction must be clearly identified as the views of the component so engaged and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

**10.2 *Resolutions.*** Resolutions or recommendations may be addressed to the Society's Board of Direction for consideration or approval and promulgation.

**10.3 *Relationships with Other Organizations.*** The Institute may form relationships with other groups and may serve as the United States of America member society to various international organizations, as approved by the Institute. These relationships shall not be in conflict with Society policies.

**10.4 *Conferences and Conventions.*** The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.

**10.5 *Publications.*** Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as publisher of such publications.

All members of the Institute shall be entitled to receive Institute publications at member rates and other Society distributed publications at the rates determined by the Society.

**10.6 *Indemnification.*** The Society shall indemnify the Institute's Officers, Institute Director, members, employees, and agents, in their respective capacities as such, by providing each the same rights of indemnification as are given by the Society to Society Officers, members, employees, and agents.

**10.7 *Dissolution.*** At any duly constituted meeting of the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of the Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting member comments, in the Institute, Society, or third party publication that normally reaches the entire membership of the Institute, or shall have been sent to the membership by other means.

## ARTICLE 11. AMENDMENTS

**11.0 Amendment.** These Bylaws may be amended at a duly constituted meeting of the Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Board.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.