

Constitution of the American Meteorological Society

(with amendments to 25 September 2024, reformat 02 January 2026)

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Article I. Name

This Society shall be called the American Meteorological Society.

Article II. Mission

The mission of this Society is to advance the atmospheric and related sciences, technologies, applications, and services for the benefit of society.

The Society shall be a nonprofit organization, and none of its net income or net worth shall inure to the benefit of its members. Its membership and activities shall be international in scope.

Article III. Membership

1. The AMS membership shall be composed of individuals, corporations, and institutions interested in the advancement of the mission of the Society.
2. The membership of the Society shall consist of
 - Honorary Members
 - Fellows
 - Members
 - Associate Members
 - Corporation and Institutional Members
 - Student Members

Only Honorary Members, Fellows, and Members are eligible to vote, to hold office, and to be members of the Council, with such further limitations as may be imposed by this Constitution and Bylaws.

3. The Council shall elect members to the grades of membership for which they are deemed qualified within the requirements specified in this Article. The Council may delegate the election to grades other than Honorary Member or Fellow to such constituent body or elected or appointed officer as

it may deem appropriate.

4. Any person having demonstrable professional or scholarly expertise in the atmospheric or related sciences, technologies, applications, or services shall be eligible for election to Member of the Society, whether or not this expertise is a source of livelihood.
5. Honorary Members shall be persons of acknowledged preeminence in the atmospheric or related oceanic or hydrologic sciences, either through their own contributions to the sciences or their application or through furtherance of the advance of those sciences in some other way. They shall be exempt from all dues and assessments.
6. Those eligible for election to Fellow shall have made outstanding contributions to the atmospheric or related oceanic or hydrologic sciences or their application during a substantial period of years.
7. Corporations and other organizations desirous of supporting the atmospheric or related oceanic or hydrologic sciences or their application are eligible for election to Corporate and Institutional Member.
8. Those eligible for election to Student Member shall be graduate or undergraduate students enrolled at least half-time at an accredited institution of higher learning. Those graduate students who meet the criteria for Member under Article III, Paragraph 4, shall be elected Members of the Society.
9. Those eligible as candidates for election to Associate Member shall be persons interested in the advancement and mission of the Society who do not qualify or choose to apply under another category of membership.

Article IV. Dues

The dues of all members shall be set by the Council from time to time and shall become effective and payable on such notice to the members as the Bylaws may provide.

Article V. Elected Officers

1. The elected officers of the Society shall be:
 - a. A President, who shall be the immediate past President-Elect;
 - b. A President-Elect.
2. The term of office of the President and President-Elect shall be approximately one year pursuant to the terms of Article VI, paragraph 7.
3. If the office of President becomes vacant, the President-Elect shall assume the authorities and responsibilities of the President for the remainder of the unexpired term.
4. If the office of President-Elect becomes vacant, the office shall remain vacant until the next general election, at which time both a President and President-Elect shall be elected.
5. These officers, in addition to the duties specifically assigned to them by the Constitution and Bylaws, shall discharge any other duties incident to their respective offices.

Article VI. Nomination and Election of Officers and Councilors

1. The Council shall arrange for the nomination of candidates for each elected office and Council position to be filled.

Nominations also may be made by petition signed by at least 50 members who were eligible to vote on the preceding 1 May, provided the petition is received by the Secretary together with the written consent of the nominee not later than 1 July.
2. The election of elected Officers and Councilors by members eligible to vote shall be by ballot.
3. At least 120 days prior to the Annual Meeting, the Secretary shall ensure a ballot containing the names of the nominees for elected office and Councilor is sent to each member eligible to vote.
4. The Secretary shall ensure that only ballots received at least 60 days prior to the date of the next Annual Meeting will be counted.

Each member eligible to vote shall be entitled to one vote for President-Elect and one vote for each Council vacancy to be filled by election by the membership. The candidate receiving the highest number of votes cast for President-Elect and the appropriate number of candidates for Councilor in each group, if the ballot is so structured, receiving the highest number of votes cast shall be declared elected.

In the event of any tie vote between two or more candidates for any office, including that of President-Elect, the retiring Council shall choose between said candidates by ballot.

For the purpose of this Paragraph 4, the election of the President-Elect by the Councilors comprising the retiring Council may be taken by electronic ballot at the option of the Secretary.

5. In the event of a vacancy on the Council, which vacancy would extend beyond the next business meeting, the vacancy shall be filled by that person receiving the next highest number of votes, after those elected for a full term, in the election immediately following the vacancy.
6. Any elected Officer or Councilor may be removed from office for due cause by a vote of at least two-thirds of those Council members who are eligible to vote.
7. The term of office of the newly elected Officers and Councilors shall commence at the adjournment of the business portion of the following Annual Meeting and shall end when their successors take office.
8. The Council may adopt additional rules governing elections not inconsistent with the Constitution and Bylaws.
9. Any action required or permitted to be taken by the members by ballot may be taken by mail ballot or electronic ballot at the option of the Secretary.
10. The term "electronic ballot," as used in this Constitution, shall include a link, sent by email, to a ballot located online.
11. The terms "mail" and "mailed," as used in this Constitution, shall include email or postal mail, as the case may be.

Article VII. Council

1. The corporate powers of the Society shall be vested in the Council subject to the Constitution and Bylaws of the Society. The Council shall be the principal governing body of the Society. It consists of the elected officers, the last two Past-Presidents, and 15 other voting members of the Society, each elected for a three-year term, with one-third retiring each year. Councilors are eligible for reelection but not to consecutive terms. The Executive Director, Secretary, Treasurer, and any other appointed officers that Council may designate shall be members of the Council ex officio and without the power to vote.
2. Five Councilors shall be elected each year for a term of three years. Four of said Councilors shall be elected by members eligible to vote in accordance with the procedure set forth in Article VI of the Constitution. One of said Councilors shall be elected by the Council of the Society by the majority roll call vote of the membership of the Council eligible to vote at quorate meeting or by ballot by an affirmative vote of not less than two-thirds of the entire Council entitled to vote. In the case of a ballot vote, the Secretary shall ensure each member of the Council is sent a ballot, and that all ballots counted shall have been received not later than thirty (30) days after the notice of ballot was sent to the Councilor. For the purpose of this Paragraph 2, the election of a Councilor by the Councilors of the Society may, at the option of the Secretary, be conducted by electronic ballot.
3. The Council shall appoint, upon the recommendation of the Executive Committee, an Executive Director. The Council shall further appoint, upon the recommendation of the Executive Committee and Executive Director, a Secretary and a Treasurer. Appointment in each case shall require an affirmative vote of a majority of those Council members eligible to vote. The appointment of the Executive Director, Secretary, and Treasurer may, at the option of the

President, be conducted by electronic ballot or mail ballot. The Executive Director may be removed from office only by at least a two-thirds vote of those Council members eligible to vote. The Secretary or Treasurer may be removed by a vote of a majority of those Council members eligible to vote.

4. The Council may appoint other such officers as may be appropriate and remove such officers by a vote of a majority of those Council members eligible to vote.
5. The Council may make any interim appointment to vacancies not otherwise provided for in the Constitution or Bylaws.
6. If the Council, at its first meeting after a meeting of the members of the Society, determines that any resolution adopted by the members affects the fundamental rights of the membership, then such resolution shall be submitted immediately by ballot to all members eligible to vote, and the Secretary shall ensure all members eligible to vote are sent a ballot. Approval shall require the affirmative vote of a majority of those voting. The Secretary shall ensure all ballots counted shall have been received within 30 days of the date the notice of ballot was sent to the members.
7. Meetings of the Council shall be held at any place within or outside Massachusetts that has been designated, from time to time, by the President.
8. Councilors may participate in a meeting through use of virtual conference or similar communications technology so long as all Councilors participating in such meeting can hear each other at the same time. All such Councilors shall be deemed present at such a meeting.
9. Any action required or permitted to be taken by the Council may be taken without a meeting if all of the Councilors shall individually or collectively consent in writing, including electronic forms of writing, to that action. Such actions taken via written consent shall have the same effect as a unanimous vote of the Councilors at a meeting, and shall be filed with the minutes of the proceedings of the Council.

Article VIII. Constituent and Affiliated Bodies

1. Executive Committee
 - a. There shall be an Executive Committee that shall consist of
 - i. The President, who shall be the Chair;
 - ii. The President-Elect, who shall be the Vice-Chair;
 - iii. The two most immediate Past-Presidents;
 - iv. Two members of the Council, other than those named in the preceding paragraphs i, ii, and iii, who shall be elected by the Council, one each year for a term of two years; and
 - v. The Executive Director, Secretary, and Treasurer, each ex officio and without the power to vote.
 - b. A majority of voting members of the Executive Committee, at least one of whom shall be the President or President-Elect, shall constitute a quorum. The affirmative vote of a majority, but not fewer than three members of the Executive Committee, shall be required for the resolution of any question.
 - c. The Executive Committee shall function as the executive arm of the Council within the policies established by the Council. The Committee shall meet as often as it deems necessary, and it is empowered to interpret and execute Council policies when the Council is not in session.
2. Other Constituent Bodies
 - a. Other constituent bodies, such as Commissions, Boards, and Committees of the Society are provided for in the Organizational Procedures.
 - b. The names, purposes, membership, terms of office of members, and terms of reference to all constituent bodies provided for by the Organizational Procedures or established by the Council shall be published. This publication shall be updated at least annually by the issue of

amendments or by such other means as may be determined by the Council.

3. **Affiliated Bodies**

Local chapters or other affiliated bodies of the Society may be organized with the consent of the Council, and the Council shall promulgate rules governing their activities. These rules shall be set forth in the Organizational Procedures. The Council may withdraw its consent for good cause.

Article IX. Appointed Officers

1. The appointed officers shall be the Executive Director, the Secretary, the Treasurer, and any other such officers as the Council determines appropriate. The appointment of the Executive Director, Secretary, and Treasurer may, at the option of the President, be conducted by electronic ballot or mail ballot.
2. The Executive Director:
 - a. Shall be appointed by the Council upon the recommendation of the Executive Committee, by an affirmative vote of a majority of those Council members eligible to vote;
 - b. Shall serve as Chief Executive Officer and be responsible for the administration of the Society's headquarters and all activities in accordance with the Constitution and Bylaws; and
 - c. May be removed from office only by at least a two-thirds vote of those Council members eligible to vote.
3. The Secretary:
 - a. Shall be appointed by the Council upon recommendation of the Executive Committee and the Executive Director, by an affirmative vote of a majority of those Council members eligible to vote;
 - b. Shall have such powers and duties as are provided in the Constitution and Bylaws and be administratively responsible to the Executive Director; and
 - c. May be removed by a vote of a majority of those Council members eligible to vote.
4. The Treasurer:
 - a. Shall be appointed by the Council upon recommendation of the Executive Committee and the Executive Director, by an affirmative vote of a majority of those Council members eligible to vote;
 - b. Shall have such powers and duties as are provided in the Constitution and Bylaws and be administratively responsible to the Executive Director; and
 - c. May be removed by a vote of a majority of those Council members eligible to vote.
5. Other appointed officers shall be appointed by the Council upon the recommendation of the Executive Committee and the Executive Director.

Article X. Meetings

1. There shall be an Annual Meeting, between 2 January and 31 March, of the members of the Society at a time and place designated by the Council, which shall include a scheduled business meeting. The Secretary shall ensure notice of the time and place of the Annual Meeting and scheduled business meeting is given to the membership not less than 60 days before the start date of the Annual Meeting. Other meetings of members may be held at a time and place designated by the Council, and the Secretary shall ensure notice of the time and place of the meeting is given to the membership not less than 30 days before the start date of the meeting.
2. The rules contained in Robert's Rules of Order Newly Revised shall govern all business meetings of the Society unless inconsistent with the Constitution, Bylaws, or any other standing rules of the Society.
3. A quorum for the transaction of business at an Annual Meeting shall be at least 50 members present who are eligible to vote. The affirmative vote of a majority of the members present who are eligible

to vote shall be required for the resolution of any question.

4. The Council may make other rules for meetings not inconsistent with the Constitution or Bylaws. Business not set forth in the notice of the meeting shall not be transacted if five members eligible to vote object.
5. The fiscal year of the Society shall conform to the calendar year.

Article XI. Publications

The Society shall publish an official organ and such additional journals, papers, books, and the like as may be authorized by the Council.

Article XII. Codes of Ethics and Professional Conduct

To enhance the benefits of the meteorological and related professions to humanity and to uphold the dignity and honor of the profession, the Society shall adopt and maintain policies and procedures for codes of ethics and professional conduct for members, all inclusive, as well as others interacting with the Society. Only individuals and organizations who intend to abide by these codes should seek admission or continued membership in the Society or participate in Society meetings or activities; therefore, these codes will appear on the membership application form and will be published at least annually in the official organ of the Society.

Article XIII. Amendments to the Constitution

1. No part of the Constitution shall be amended or annulled except by ballot in the following manner:
A proposed amendment shall be approved by the Council or submitted to the Secretary in a petition signed by at least 50 members who were eligible to vote on the preceding 1 May. The proposed amendment with the supporting reasons shall, at the option of the Secretary, be published in the official organ of the Society or posted on the official web site of the Society or both, in each instance at least 90 days before ballots with respect to the proposed amendment are sent to the members.
2. A proposed amendment accompanied by a ballot shall be mailed by the Secretary to each member eligible to vote at least 60 days prior to the date the ballots are to be counted. To be counted, the ballot must be received by the Secretary not later than 30 days after the ballot was sent to the member.
3. The adoption of a proposed amendment shall require the affirmative votes of at least two-thirds of all members voting.

Bylaws

(With Amendments to 12 December 2025)

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Article I. Council

1. The President shall be Chair of the Council, and the President-Elect shall be Vice-Chair.
2. The Council shall meet in conjunction with the Annual Meeting. The President may convoke the Council in special meeting at such time as they may deem advisable for promoting the affairs of the Society. A special meeting of the Council shall be called by the President whenever requested in writing by five or more members of the Council. Notices of all special meetings shall state the purpose or purposes for which such meetings are called. At least two business days' written notice of the place and date of any special meeting shall be given by the Secretary to each member of the Council.
3. A member of the Council must be present to be entitled to vote. An affirmative vote of a majority of the Councilors present, but not fewer than eight, shall be required for the resolution of any question, unless the matter is one that by express provision of the Constitution or Bylaws requires a greater proportion, in which event such express provision shall control. Eleven Council members eligible to vote shall constitute a quorum.
4. Meetings of the Council shall be held at any place within or outside Massachusetts that has been designated, from time to time, by the President.
 - a. Councilors may participate in a meeting through use of conference telephone or similar communications equipment so long as all Councilors participating in such a meeting can hear each other at the same time. All such Councilors shall be deemed present at such a meeting.
 - b. Any action required or permitted to be taken by the Council may be taken without a meeting if all the Councilors shall individually or collectively consent in writing to that action. Such written consent (s) shall have the same effect as a unanimous vote of the Councilors at a meeting and shall be filed with the minutes of the proceedings of the Council.
 - c. Where voting by Councilors is permitted in these Bylaws or the Constitution by ballot, rather than at a meeting of the Council, all Councilors receiving a ballot shall be deemed present and entitled to vote. The term "ballot," as used in these Bylaws, shall include mail ballot and electronic ballot (email).
 - d. Any action required or permitted to be taken by the members by ballot may be taken by mail ballot or email ballot at the option of the Secretary. The term "email ballot," as used in these Bylaws, shall include a ballot sent by email via an online ballot.
 - e. The term "mail" and "mailed," as used in these Bylaws, shall include email, transmission by email, and transmitting by email, as the case may be.
5. The Council shall arrange for the nomination of candidates for each elective office and Council position to be filled. A report of a recommended slate shall be submitted by 1 May of each year to the Secretary for transmittal to the Executive Committee for its approval. The Secretary shall then give the report, not later than

15 July, to all members eligible to vote.

6. The Council is in general charge of the affairs of the Society, responsible for ensuring that reasonable actions are taken to accomplish the objectives of the Society set forth in the Constitution and Bylaws.
7. The Council is responsible for defining the scope of the Society's activities needed to advance the Society's objective. The "atmospheric and related sciences, technologies, applications, and services" are to be interpreted broadly. Such an interpretation shall include not just meteorology and the other natural sciences covering the components of the Earth-sun system, such as oceanography, hydrology, and space weather, but also the disciplines that further the technology and applications based on or supporting those sciences, as well as economics and other social sciences, and other disciplines that support policy, applications, and services related to the Earth system.
8. The Council's powers and authorizations include, but are not limited to, the following:
 - a. Exercising all corporate powers of the Society subject to the Constitution and Bylaws.
 - b. Electing members to appropriate grades.
 - c. Appointing other officers as specified in the Constitution and Bylaws, as may be required.
 - d. Removing any elective officer or Councilor for cause by at least two-thirds of the voting membership of the Council.
 - e. Electing of one Councilor each year for a three-year term and adopting additional rules governing elections.
 - f. Proposing of amendments to the Constitution and designating of time for vote thereon.
 - g. Appointing of replacements to fill vacant offices, except that if the office of President-Elect becomes vacant, it shall remain vacant until the next general election.
 - h. Setting dues, fees, and assessments for the various categories of members, after adequate advance notice to members.
 - i. Establishing classes of contributions to give proper recognition to those making donations to the Society.
 - j. Designating the time and place of the Annual Meeting, authorizing and setting the time and place for other meetings of the Society, and establishing additional rules for meetings.
 - k. Authorizing the formation of Chapters and other divisions of the Society.
 - l. Delegating selected responsibilities of the Council to the Executive Committee.
 - m. Establishing other constituent and affiliated bodies (Commissions, Boards, Committees, and Local Chapters) as appropriate, and deciding on the membership and terms of reference of those bodies.
 - n. Arranging for the nomination of candidates for each Office and Council position to be filled by the membership. The office of President-elect shall follow a regular annual rotation between candidates from the academic, private, and government sectors of the Society. Determination of which sector a particular candidate represents shall be made by the Nominations Committee. Petitions for President-elect shall only be accepted from individuals whose primary career aligns with the current sector rotation.
 - o. Appointing and removing the Executive Director, the Secretary, and the Treasurer.
 - p. Authorizing publication and directing distribution of journals in addition to the official organ of the Society.
 - q. Arranging for the distribution of ballots to all members eligible to vote when it determines that a resolution adopted at a meeting of members affects fundamental rights of the membership.
 - r. Resolving tie votes between two or more candidates for office.
 - s. Planning the overall activities of the Society.

- t. Reviewing and approving the action and reports of subordinate bodies, as required.
- u. Approving certain appointments to subordinate bodies, as specified herein.
- v. Approving all matters of major policy arising from the scientific, fiscal, or organizational activities of the Society, including approval of the annual budget.
- w. Approving the awarding of certain honors and distinctions.
- x. Approving and disseminating statements on scientific matters and on matters pertaining to public policy.
- y. Establishing and updating a Code of Conduct by at least two-thirds of the voting membership of the Council.
- z. Amending these Bylaws in accordance with Article VIII.

Article II. Official Organ

AMS Headlines shall be the official organ of the Society.

Article III. Dues

1. Dues shall be assessed annually.
2. Changes in dues shall become effective upon 30 days' notice to the membership.
3. In order to give proper recognition to members or others making donations to the Society, the Council may establish appropriate classes of contribution relative to the cumulative amount given by an individual or institution.
4. Any person who is a member of 25 or more years' standing will, by reaching the age of 70, be relieved of paying dues, if they so requests, without curtailing his or her rights as a member.
5. Only members who have paid current dues or are exempt pursuant to Article III, Paragraph 4, of these Bylaws or Article III, Paragraph 5, of the Constitution, are in good standing and entitled to the rights and privileges of membership.
6. Council reviews dues structure every five years.

Article IV. Corporate Authority

No member, constituent or affiliated body, or other group, except the Council, Executive Committee, and the Executive Director, shall have the authority without the express vote of the Council, Executive Committee, or authority of the Executive Director to pledge the credit of the Society, to enter into contractual arrangements in the name of the Society, or to make and/or disseminate public policy statements in the name of the Society, or which may give the appearance of being on behalf of the Society.

No member shall use or display the official seal or other trademark of the American Meteorological Society unless duly authorized by the Society.

Article V. Executive Committee

1. Between Council meetings, the Executive Committee meets as often as it deems necessary and is responsible for ensuring that reasonable actions are taken to accomplish the purposes of the Society subject only to the policy decisions—scientific, fiscal, and organizational—made by the Council.
2. The affirmative vote of a majority, but not fewer than three members of the Executive Committee, shall be required for the resolution of any question.
3. The President shall report to the Council at each meeting on the activities of the Executive Committee in these matters.

4. The Executive Committee may meet by means of web conferencing or similar technology provided that all such persons so participating in such meetings can communicate with each other at the same time.
5. The powers and duties of the Executive Committee include, but are not limited to, responsibility for the following:
 - a. Handling the finances of the organization within the limits set by the Council on the approval of the annual budget.
 - b. Overseeing the Executive Director.
 - c. Scheduling meetings of the Society.
 - d. Making recommendations to the Council regarding the awarding of honors and distinctions.
 - e. Directing fund-raising activities subsequent to approval in principle by the Council.
 - f. Approving and settling upon the slate of nominees for elective officers and councilors.
 - g. Preparing of rules and regulations concerning Chapters of the Society.
 - h. Implementing of decisions of the Council as directed.
 - i. Recommending to the Council names of individuals for election as Honorary Members.
 - j. Establishing continuing committees to provide advice and recommendation in the discharge of its duties. These committees, with their composition and duties, are specified in the Organizational Procedures.
 - k. Establishing ad hoc committees from time to time for the consideration of special problems of a noncontinuing nature within the province of the Executive Committee.
 - l. Establishing, from time to time, an Appeals Committee, which shall comprise three members to be appointed by the President with the concurrence of the relevant Commissioner and the Executive Director. Its purpose shall be to hear appeals on denial of certifications, membership status, and other matters as determined by the Executive Committee.

Other matters may be specifically delegated by the Council to the Executive Committee from time to time.

Article VI. Executive Director

1. The Executive Director shall serve as Chief Executive Officer and be responsible for the administration of the Society's headquarters and all activities in accordance with the Constitution and Bylaws.
2. The Executive Director shall be responsible to the Executive Committee for the continuing management of the Society in all respects, except as specifically reserved by the Executive Committee or Council.
3. The Executive Director is appointed by the majority vote of the members of the Council who are eligible to vote, holds office at the pleasure of the Council, and can be removed by a vote of at least two-thirds of the membership of the Council who are eligible to vote.

The duties and responsibilities of the Executive Director shall include, but not be limited to, the following:

- a. Develop and train a talented team of employees, within the limits imposed by the budget, who can lead critical departments and manage strategic business functions.
- b. Foster an environment of belonging, inclusion, motivation, and purpose, which can be applied to improve staff productivity and satisfaction, help set individual and organizational goals, and structure jobs so that they offer optimal levels of challenge, control, variety, and collaboration.
- c. Collaborate with Council to identify, create, and manage programs that achieve our strategic goals, advance the AMS mission, and align with the AMS vision.

- d. Oversee Society operations and finances and ensure employees and business practices comply with Society policies, fiduciary responsibilities, and regulatory and legal requirements.
- e. Develop and strengthen an organizational culture aligned with the Society's mission and values, and promote transparency, communication, and collaboration throughout the Society.
- f. Facilitate the work of the Council, the Executive Committee, and the constituent bodies of the Society.
- g. Develop partnerships with government, private sector, non-profit, academic, and other relevant parties to advance the Society's goals and build community.
- h. Identify and manage potential opportunities and risks within the organization and its environment to enhance member benefits and protect business interests.
- i. Play a strategic role in overseeing and coordinating fundraising and investment efforts.
- j. Under suitable bond, disburse the funds of the Society in accordance with policies determined by the Council.
- k. Represent the Society in ways that advance the Society's mission and vision, strengthen the brand, and communicate the Society's message.
- l. Maintain the Society's headquarters building and other tangible assets in good condition such that they can be used for their intended purposes.
- m. Enter into scientific or related contractual obligations on behalf of the Society when approved by the Council or the Executive Committee.
- n. Keep informed of the activities of the constituent bodies of the Society and serve as an ex officio non-voting member of all Commissions, Boards, and Committees established by the Council.

Article VII. Secretary

- 1. The Secretary shall have such powers and duties as are provided in the Constitution and Bylaws.
- 2. The Secretary shall be responsible to the Council and shall be administratively responsible to the Executive Director and can be removed by a majority vote of the voting membership of the Council.
- 3. The Secretary shall
 - a. Serve as Parliamentarian for meetings of the Council and Executive Committee and ensure all rules and bylaws of the organization are adhered to;
 - b. Keep a written record of all business meetings of the Society, Council, and the Executive Committee;
 - c. In coordination with the Executive Director, ensure that the newly elected Council members are provided with a review of the administration and conduct of Council meetings, and are informed of the responsibilities of Council members, including preparation and participation in meetings;
 - d. As provided in these Bylaws and any amendments thereof, ensure notice is given of all meetings of the Society and Council;
 - e. Ensure that the written consent of all candidates for elective office is secured before reporting the recommended slate to the Members eligible to vote;
 - f. Ensure the safety and accuracy of all Council records; and
 - g. Maintain, update, and obtain Council approval of the Society's *Organizational Procedures*.

Article VIII. Treasurer

- 1. The Treasurer shall have such powers and duties as are provided in the Constitution and Bylaws.

2. The Treasurer shall be responsible to the Council and shall be administratively responsible to the Executive Director and can be removed by a majority vote of the voting membership of the Council.
3. The Treasurer shall
 - a. Serve on the Finance Committee and the Investments Committee;
 - b. Work with the Finance Committee to enable the Council's review of and action related to the Council's financial responsibilities, including appropriate financial controls and limits of authority;
 - c. Support the Chief Financial Officer (CFO) and Executive Director (ED) to ensure that appropriate financial reports are made available to the Council on a timely basis and make a statement of the accounts of the Society at each Annual Business meeting;
 - d. Support the CFO in ensuring the organization is a good steward of charitable donations and maintains its tax-exempt status;
 - e. Review the annual audit and support the CFO in presenting the audit to the Council; and
 - f. Ensure the ED's expense reports are reviewed.
4. With the approval of the Executive Committee, the Treasurer may delegate to such person or persons as they think best, power to sign for the Society checks of any amount not in excess of such amount to be determined by the Executive Committee from time to time. In the absence of or in the event of the unavailability of the Treasurer, or during a vacancy in that office, the duties may be performed by an interim appointee.

Article IX. Amendments to the Bylaws

No part of the Bylaws shall be amended except in the following manner: a proposed amendment shall be submitted to each member of the Council for his or her notice and comment at least thirty (30) days before the Council meeting at which a vote on the proposed amendment is to be taken. After notice is given, the proposed amendment must be approved by a vote of Council of at least two-thirds of the Council members eligible to vote.

Article X. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.