



Bylaws
American Academy of Water Resources Engineers
of
Civil Engineering Certification, Inc.

Article I: Name

The name of the academy shall be the American Academy of Water Resources Engineers (hereinafter referred to as the Academy) of the Civil Engineering Certification, Inc. (hereinafter referred to as the CEC), a separately incorporated and wholly-owned subsidiary of the American Society of Civil Engineers (ASCE) (hereinafter referred to as the Academy).

Article II: Definition of Water Resources Engineering

Water resources engineering is the professional discipline for the stewardship and sustainable use of the world's water and related resources that develops and applies scientific and engineering principles to plan, design, construct, manage, operate, and maintain infrastructure and programs.

The Board of Trustees, in the name of and on behalf of the Academy, may in its sole discretion identify and define suitable specialty areas of expertise within the professional discipline of water resources engineering. Such identification and definition of the specialty areas must be approved by a majority vote of the Board of Trustees.

Article III: Objectives of the Academy

The objectives of the Academy shall be to improve the practice, elevate the standards, and advance the profession of water resources engineering by:

- a. Identifying and certifying engineers with specialized knowledge in water resources for the benefit of the public.

- b. Recognizing the ethical practice of water resources engineering at the expert level.
- c. Enhancing the practice of water resources engineering.
- d. Supporting and promoting positions on water resources issues important to the public health, safety, and welfare.
- e. Encouraging life-long learning and continued professional development.

Article IV: General Organization

The Academy is organized under the auspices of CEC. As such, the Academy is responsible directly to the Directors of CEC. All policies and activities of the Academy shall be consistent with and subject to:

- a. The Certificate of Incorporation, Constitution, Bylaws, and Rules of Policy and Procedure of the CEC.
- b. All applicable federal, state, and local laws, regulations, and legal requirements.
- c. All requirements to maintain the status of CEC as a not-for-profit organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended and the laws of the Commonwealth of Virginia.
- d. All requirements imposed by the relevant jurisdiction for the maintenance by the CEC 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.
- e. All other policies and procedures as are authorized under these documents.

Article V: Certification and Voting Rights

Section 5.1: Certification

Every engineer to whom the Academy grants a valid Certificate of Special Knowledge in any specialty field of water resources engineering shall be designated a “Diplomate” and a Diplomate of the Academy. Every person to whom the Academy grants a valid Honorary Certificate of Special Knowledge in water resources engineering shall be designated an “Honorary Diplomate” and an Honorary Diplomate of the Academy.

All Diplomates shall hold and enjoy equal rights and privileges, except as may be otherwise set forth by the Bylaws. However, only Diplomates in good standing shall be eligible to vote in elections of the Academy.

Section 5.2: Diplomate Classes

The following Diplomate classes are established:

- a. Diplomate. A professional engineer who actively practices water resources engineering, satisfies all requirements for certification, holds a current professional engineering license, adheres to the Academy Code of Ethics, and complies with the requirements for continuing professional development.
- b. Diplomate (Retired). A Diplomate who has been a Diplomate in good standing for a minimum of two years, adheres to the Academy Code of Ethics, and has retired from the active full-time practice of water resources engineering.
- c. Honorary Diplomate. Any person who has been designated an Honorary Diplomate of the Academy pursuant to Section 7.5 of the Bylaws.

Section 5.3: Rights of Diplomate Classes

All Diplomates in good standing shall have all of the rights and privileges of Diplomates, receive copies of all Academy publications normally distributed without charge, and have the right to vote in Academy elections.

Section 5.4: Expulsion

Any Diplomate may be expelled from the Academy for conduct in violation of the Academy Bylaws, Academy Code of Ethics, CEC Certificate of Incorporation, CEC Bylaws, or CEC Rules of Policy and Procedure, or for conduct which, in the opinion of the Academy Board of Trustees, is improper or prejudicial to the best interests of the Academy. A decision to expel shall be preceded by a fair hearing at an official meeting of the Academy Board of Trustees. To the extent allowed by law, such meeting of the Board of Trustees shall be held in Executive Session, if so requested by the Diplomate.

Disciplinary proceedings and separation from Diplomate status in the Academy shall conform to the procedures outlined in the rules of the Academy. Decisions of the Academy Board of Trustees shall not be subject to appeal, except in those cases where the Academy Board of Trustees recommends expulsion from the Academy. In such cases an appeal may be made to the CEC Board, whose decision shall be final.

Article VI: Fees

The Academy Board of Trustees shall establish all fees.

Article VII: Certification

Section 7.1: Application Procedure for a Certificate of Special Knowledge

Applications for Certificates of Special Knowledge shall be made on forms provided by the Secretary and shall be wholly completed and fully documented as required therein.

Section 7.2: Requirements for Certification

The Board of Trustees, upon the affirmative vote of a two-thirds majority (seven) of its voting Trustees at a duly constituted meeting of the Board of Trustees or by letter ballot, may certify an applicant, provided the applicant meets the qualifications for certification as specified and determined by the Board of Trustees. Provided further, all certification approvals by letter ballot shall be reviewed and approved by the Board of Trustees at its next meeting. The requirements for certification are:

1. The applicant shall be of good moral character and of high ethical standing in the profession.
2. The applicant shall be actively engaged in the professional practice of water resources engineering.
3. The applicant shall possess a valid license to practice professional engineering issued by a State, Territory, Possession, or District of the United States or an equivalent license or certificate issued by a foreign country, providing that said valid license or certificate of registration/charter from a foreign country shall be evaluated by the Board of Trustees on a case-by-case basis to assure that the license or certificate meets the standards set by the Board of Trustees.
4. The applicant shall have been awarded a baccalaureate degree in engineering from a college of engineering program accredited by the Accreditation Board for Engineering and Technology, Inc., or its equivalent, and have successfully completed approximately 30 semester credits of acceptable graduate-level, or upper-level undergraduate courses in water resources engineering acceptable to the Board of Trustees.
5. In lieu of a baccalaureate degree and approximately 30 semester credits, the applicant shall have been awarded either a master of science, master of engineering, or doctoral degree in water resources engineering from one or more educational institutions of recognized standing, or its equivalent.
6. The applicant shall possess a minimum of ten years of professional experience in water resources engineering work. Such work experience shall be in one or more of the specialty areas established by the Board of Trustees. Further, such work shall include active participation in responsible planning, design,

analysis, operation, management, regulation, research, or teaching. In the case of teaching, the work experience shall be at an educational institution of recognized standing, or its equivalent.

7. The applicant has agreed in writing to adhere to the Academy Code of Ethics.

The applicant shall submit a complete application, together with all fees and supporting documentation as required, including written recommendations endorsing the application from no less than three of his or her peers who possess a valid license to practice professional engineering issued by a State, Territory, Possession, or District of the United States or equivalent license issued by a foreign country.

A certified individual, with the exception of an Honorary Diplomate, does not become a Diplomate and a Diplomate of the Academy until that individual has paid all required fees, has been approved by the Academy Board of Trustees, and has been notified in writing by the Academy Secretary, all as prescribed by the Board of Trustees.

Section 7.3: Certification by Examination

In addition to meeting all of the general requirements specified in Section 7.2, the applicant shall pass an oral examination in a manner satisfactory to the Board of Trustees. The requirement for an oral examination may be waived by the Admissions Committee only when the written application clearly demonstrates that the applicant meets all of the requirements specified in Section 7.2 and has mastered the requisite Water Resources Engineering (WRE) Body of Knowledge at the expert level in a manner and form acceptable to the Board of Trustees. Oral examinations shall be held in such places and in such manner as indicated by the number and location of applicants and as determined by the Secretary. The oral examination shall consist of two phases:

1. An oral presentation demonstrating that the applicant has mastered the requisite body of knowledge at the expert level in a manner and form acceptable to the Board of Trustees.
2. An oral defense of the presentation in the form of questions and answers.

Section 7.4: Certification by Eminence

Under this article, the Board of Trustees may certify water resources engineers by eminence. The eminent engineer shall meet all of the requirements of a Diplomate and have a minimum of twenty-five years of professional experience in water resources engineering acceptable to the Board of Trustees and be recommended in accordance with procedures and criteria established by the Board of Trustees. No examination shall be required for an eminent engineer.

Section 7.5: Honorary Certification

Upon affirmative vote of a two-thirds majority of the voting Trustees (seven) and at a duly constituted meeting of the Board of Trustees, an Honorary Certificate of Special Knowledge may be granted to an outstanding individual who meets one or more of the following criteria:

1. Has attained a position of eminence in the water resources engineering profession.
2. Has made a singular noteworthy achievement or sustained noteworthy contributions to the advancement of water resources engineering profession.
3. Has rendered outstanding service over a sustained period of time to the work of the Academy.

The certificate shall show Honorary Diplomate status for such an individual.

Section 7.6: Denial of Certification

When certification is not recommended to the Board of Trustees because the applicant does not meet one or more of the requirements set forth in the Bylaws, the applicant will be informed in writing by the Secretary and shall be provided with an explanation of why certification was not recommended. The applicant may request the Admissions Committee to review and further consider the requirements not satisfied. The applicant's request shall include specific reasons for reconsideration, together with any new supporting documentation that the applicant considers pertinent. Following review and consideration of the applicant's appeal, the Admissions Committee shall submit a recommendation to the Board of Trustees, who shall make the final determination of the appeal. The Admissions Committee may request further information from the applicant before making their recommendation. The Secretary shall inform the applicant in writing of the Board of Trustees' decision on the appeal. Where the ruling is unfavorable to the applicant, reasons for the ruling will be given. The ruling of the Board of Trustees on the appeal shall be final.

Section 7.7: Issuance of Certificates

Upon satisfactorily meeting all of the applicable requirements for certification, the Board of Trustees shall issue a suitable Certificate of Special Knowledge to the successful applicant. The certificate shall be signed by the appropriate Officers of the Academy and have the seal of the Academy affixed thereto. The certificate shall remain the property of the Academy; however, the person to whom it is issued is entitled to its possession unless and until it is revoked. The effective date of the certificate shall be the date when the applicant was certified and shall be noted on the certificate when issued.

Section 7.8: Certification Renewal

All Diplomates shall be required to renew their certification annually by paying a renewal fee as determined by the Board of Trustees. In addition, all Diplomates, except those in Honorary or Retired status, shall be required annually to complete a minimum of thirty professional development hours (PDH) in water resources engineering, including two professional development hours in ethics or their equivalent. Each Diplomat shall provide satisfactory proof for the minimum professional development hours on forms provided by the Academy. Each Diplomat shall also provide satisfactory proof of current professional engineering license status.

The failure of a Diplomat to pay the annual renewal fee or to provide satisfactory proof of current possession of a professional engineering license, and of the required continuing professional development by their respective renewal period, for which the fee and proof are due shall result in the automatic suspension of the individual's certification, Diplomat status, and Diplomat status in the Academy. A former Diplomat, whose certification was suspended due to nonpayment of annual fees, may be reinstated by the Secretary upon recommendation of the Admissions Committee providing all of the following conditions are satisfied:

1. All missed fees are paid in full.
2. Satisfactory proof of all required continuing professional development is provided.
3. Satisfactory proof of current professional engineering license status is provided.
4. A reapplication fee as determined by the Board of Trustees is paid.

Section 7.9: Revocation of Certificates

A Diplomat, other than an Honorary Diplomat or Diplomat (Retired), who fails to maintain a valid license to practice professional engineering as required, shall not be entitled to Diplomat status.

A Certificate of Special Knowledge or an Honorary Certificate of Special Knowledge may be revoked by a two-thirds majority (seven) of the Officers and Trustees at a duly constituted meeting of the Board of Trustees for cause. The basis for such cause shall be the receipt of sufficient evidence of fraud or dishonesty, misrepresentation or concealment of facts on the application, revocation of a valid license to practice professional engineering, conviction of a crime involving moral turpitude, or for any other reason considered good and sufficient by the Board of Trustees. The following procedures shall govern Board of Trustees actions for the revocation of certification:

1. A written complaint is filed with the Board of Trustees.

2. The Secretary shall acknowledge receipt of the complaint in writing.
3. The Secretary shall review the complaint and request any further information that may be required.
4. The Secretary, with the knowledge and advice of the Board of Trustees, shall do one or more of the following:
 - a) Dismiss the complaint in writing.
 - b) Refer the complaint to the appropriate State licensing board and advise the complainant.
 - c) Refer the complaint to the Executive Committee.
5. The Secretary shall contact the subject of the complaint in writing with a complete description of the complaint and a request for a response. If no response is received within thirty days, then a second notice shall be issued in writing. If no response is received within fifteen days, then a final notice shall be issued by certified or registered mail. Following receipt of the response or after fifteen days from the date of the final notice, the entire matter shall be referred to the Executive Committee for consideration.
6. After due consideration and review of the complaint and the response, if any, the Executive Committee shall take one or more of the following actions, as appropriate:
 - a. Dismiss the complaint.
 - b. Defer the decision with a request for more information.
 - c. Refer the matter to a State licensing board.
 - d. Suspend or Revoke the Certificate of Special Knowledge.
7. The Secretary shall inform all parties in writing of the decision of the Executive Committee and of the right of the parties to appeal the decision to the Academy Board of Trustees.
8. The Board of Trustees shall consider all appeals of the decision of the Executive Committee in a timely manner and take appropriate action. The rulings of the Board of Trustees in all appeal matters shall be final. For all appeals, the President of the Environmental & Water Resources Institute (EWRI) of American Society of Civil Engineers (ASCE) shall preside at the meeting of the Board of Trustees, but have no vote.

Article VIII: Board of Trustees

Section 8.1: Powers and Duties of the Board of Trustees

The Board of Trustees shall manage the affairs of the Academy in accordance with the laws under which the Academy is organized. The Board of Trustees shall have fiduciary, legal, and strategic responsibilities to:

- Focus on continuous strategic planning,
- Determine desired outcomes,
- Develop and approve appropriate policies, rules and operating procedures,
- Guide operations,
- Ensure that the Academy works toward meeting its objectives, and
- Monitor and manage the financial transactions of the Academy.

Section 8.2: Composition of the Board of Trustees

The affairs, activities, and business of the Academy shall be under the direction of the Board of Trustees. The Academy Board of Trustees shall be comprised of ten voting Diplomates and two non-voting members, as follows:

- President (voting)
- President-Elect (voting)
- Immediate Past President (voting)
- Treasurer (voting)
- Six Trustees (voting)
- Secretary (Staff) (non-voting)
- President of EWRI (Ex-Officio and non-voting)

All voting members of the Board of Trustees shall be Diplomates and Diplomates in good standing of the Academy. The non-voting members of the Board of Trustees shall not be required to be Diplomates. The Secretary shall be an employee of the Academy and as such shall be hired or terminated by the ASCE Executive Director following consultation with the Board of Trustees.

Section 8.3: Terms of Office

The President-Elect shall serve a term of one year. After which, that individual shall serve as President for a term of one year. After which, that individual shall serve as Immediate Past-President for a term of one year. The Treasurer shall serve a term of one year. Trustees shall serve staggered terms of three years.

Section 8.4: Nominations and Elections

Nominations and elections of the Academy shall be guided by a Nominations and Elections Committee which shall have the responsibility for developing nominations and directing the election process. The chair of the Nominations and Elections Committee shall be the Immediate Past President of the Academy. The President shall appoint two additional members of the Nominations and Election Committee no later than the first day of January each year, in which there will be an election.

All three members of the Nominations and Elections Committee must be Diplomates and Diplomates in good standing of the Academy. The two additional members appointed by the President may not be sitting members of the Board of Trustees. No member of the Nominations and Elections Committee may be nominated by that committee.

The Nominations and Elections Committee shall select at least one nominee for the office of President-Elect and at least one nominee for each of two Trustees no later than the first day of March. The committee shall solicit and receive nominations from the general Diplomates of the Academy. Such nominations shall be received in the form of a nominating letter to the committee. The committee also may submit nominations for its consideration.

The nominations, including appropriate biographical and professional information for the nominee or nominees and a signed letter indicating acceptance of the nomination and willingness to serve by the nominee or nominees shall be submitted to the Secretary for distribution to the voting Diplomates of the Academy. On or before the first day of September, the Academy shall elect the candidates from among the nominees by secret ballot.

The Treasurer shall be nominated by the President and confirmed by a majority vote of the Board of Trustees.

By public announcement, such as in Academy publications, EWRI publications, and Academy publications, the Secretary shall announce the election results to the Academy Diplomates prior to the first day of October.

Section 8.5: Officers of the Academy

The Officers of the Academy shall be the President, President-Elect, Immediate Past-President, Treasurer, and Secretary. Except for the Secretary, the Officers shall be Diplomates and Diplomates in good standing of the Academy.

The **President** shall have general supervision over all of the affairs and operations of the Academy and shall:

- Preside at all meetings of the Board of Trustees and the Executive Committee, except as otherwise provided by Section 7.9 of the Bylaws.
- Represent the Academy in all official matters.
- Sign, execute, and acknowledge, in the name of the Academy, agreements and other instruments as authorized by the Board of Trustees.
- Appoint Diplomates to those committees deemed necessary for the effective operation of the Academy, subject to approval by the Board of Trustees.
- Perform other duties incident to the office or that may be assigned by the Board of Trustees.

The **President-Elect** shall:

- Preside at all meetings of the Board of Trustees in the absence of the President.
- Represent the Academy in all official matters as designated by the President.
- Assist the President in performing the duties of that office.
- Nominate the Treasurer for a one-year term that coincides with his or her own term as President.
- Perform other duties as assigned by the President or the Board of Trustees.

The **Immediate Past-President** shall:

- Serve as Chair of the Nominations and Elections Committee.
- Serve as Chair of the Bylaws Committee.
- Perform other duties as assigned by the President or the Board of Trustees.

The **Treasurer** shall:

- Supervise the funds, securities, and budgets of the Academy.
- To the extent warranted, and subject to Board of Trustees policies and the advice of the Executive Committee, advise the Secretary on the investment of the Academy's funds.

- Act as advisor to the Secretary for all Academy fiscal matters.
- Be bonded, at the expense of the Academy, in an amount determined by the Board of Trustees.
- Perform other duties as assigned by the President or the Board of Trustees.

The **Secretary** shall:

- Serve as the Academy Secretary. In that capacity, the Secretary shall be responsible for all correspondence of the Board of Trustees. The Secretary shall give proper notice of, attend, and keep minutes of all meetings of the Board of Trustees, unless specifically excused therefrom by the Board of Trustees. The Secretary shall maintain custody of the official minutes and other documents of the Academy.
- Serve as Assistant Treasurer. In that capacity, the Secretary shall monitor the management of the financial affairs of the Academy, prepare an annual financial report to the Treasurer within ninety days of the close of the fiscal year, and maintain adequate records of the Academy income and expenditures.
- Notifies applicants who have been newly admitted into the Academy.
- Maintain and publish annually a roster of the Diplomates in good standing as of January 31st each year. The form and format of the roster shall be approved by the Board of Trustees.
- Perform other duties as assigned by the President or the Board of Trustees.

Section 8.6: Annual Meetings of the Board of Trustees

The Board of Trustees shall meet at least annually to conduct any business that may properly come before it. The President shall set the date, time, place and agenda of the annual meeting. All members of the Board of Trustees shall be given at least sixty days notice of the annual meeting. Additional scheduled meetings of the Board of Trustees may be held each year, at times and locations designated by the President, with a minimum of thirty days notice to all trustees. Notice shall include an agenda.

A minimum of seven voting trustees shall constitute a quorum for the transaction of all business at any meeting of the Board of Trustees. An act of a simple majority of the voting trustees shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, then the President shall adjourn the meeting

immediately after designating another time and place no sooner than thirty days later. Proxy voting in any form shall not be permitted.

Article IX: Finance

Section 9.1: Fiscal Year

The fiscal year of the Academy shall be the same as CEC, which is currently from the first day of October to the last day of September.

Section 9.2: Assets

All assets held by or for the Academy are vested in CEC and shall be handled in accordance with its fiscal policies.

Section 9.3: Fiscal Responsibility

The Academy Board of Trustees, with due responsibility to CEC, shall oversee the funds and assets of the Academy and shall direct their management by the Secretary. No Academy Officer, Trustee, Diplomate, or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way to financially bind CEC.

Section 9.4: Academy Budget

A budget for the Academy shall be prepared annually by the Finance Committee. The annual budget shall be approved by the Board of Trustees in accordance with established guidelines.

Section 9.5: Records

The Secretary, acting in the capacity of Assistant Treasurer, shall keep the financial books and accounts of the Academy.

Section 9.6: Reporting

At the close of each fiscal year, the Secretary shall provide a preliminary statement of the affairs of the Academy, including a balance sheet and fiscal statement of operations for the preceding year. The report shall be submitted to the Board of Trustees within ninety days of the close of the fiscal year.

Section 9.7: Audit

The Secretary shall procure annually an external financial audit and review of the books and records of the Academy. Such audit may be performed in conjunction with the annual audit of CEC.

Article X: Committees

The Board of Trustees may by resolution and at its discretion define, establish, and discharge organizational elements such as councils or committees as necessary or desirable to conduct the affairs of the Academy. Unless otherwise provided by the Bylaws, committee members are nominated by the President with confirmation by the Board of Trustees to a term of three years and shall be eligible for reappointment to one additional term. Unless otherwise provided by the Bylaws, committee chairs are nominated by the President, with the confirmation of the Board of Trustees, to a term of three years and shall not be eligible for re-appointment as chair.

All appointees serve at the pleasure of the Board of Trustees. The President, at any time and with the confirmation of the Board of Trustees, may replace a committee member for inadequate performance. The organization and operation of the committees shall conform to the policies and procedures established by the committees and approved by the Board of Trustees. All committee members and chairs shall be Diplomates and Diplomates in good standing of the Academy.

Section 10.1: Admissions Committee

The Admissions Committee shall consist of a chair and at least two other voting Diplomates. The President-Elect shall serve as a voting member and as liaison to the Board of Trustees. The committee shall:

1. Review all applications and determine the eligibility of each applicant for certification.
2. Determine whether an examination may be waived.
3. Conduct and evaluate the results of the examinations of each applicant.
4. Make recommendations to the Board of Trustees to issue or not issue Certificate(s) of Special Knowledge to each applicant.

Section 10.2: Bylaws Committee

The Bylaws Committee shall consist of the Immediate Past-President, who shall preside as chair and act as liaison to the Board of Trustees, and the chairs of all of the standing committees of the Academy. The committee shall:

1. Report annually to the Board of Trustees on any revisions to the Bylaws that may be needed to improve the work of the Academy.
2. Secure the interpretation of the law, regulations, and Bylaws as requested by the Board of Trustees.

Section 10.3: Eminence Committee

The Eminence Committee shall consist of a Trustee, who shall preside as chair and act as liaison to the Board of Trustees, the chair of the Admissions Committee, the President-Elect, and two other voting trustees. The committee shall:

1. Conduct an outreach program to identify and recruit candidate water resources engineers who may qualify for certification through eminence.
2. At least once each year, nominate candidates for certification through eminence and provide supporting documentation for each candidate to the Board of Trustees for its consideration.
3. At least once each year, nominate deserving candidates for certification as an Honorary Diplomat. Nominations shall be accompanied by sufficient documentation to support an affirmative vote of the Board of Trustees.

Section 10.4: Executive Committee

The Executive Committee shall consist of the Officers of the Academy. The President shall preside as chair and act as liaison to the Board of Trustees. The Secretary shall be a non-voting member of the committee. The committee shall:

1. Exercise the powers of the Board of Trustees, between meetings of the Board of Trustees, in matters which, in the judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board of Trustees. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Trustees and shall be reported to the Board.
2. Gather, evaluate, and pass judgment on information furnished by all parties when a complaint is made against a Diplomat. Render a decision on the action to be taken regarding a complaint.

Section 10.5: Finance Committee

The Finance Committee shall consist of the Treasurer, who shall preside as chair and act as liaison to the Board of Trustees, the President-Elect, one Trustee appointed by the President, and the Secretary. The Secretary shall be Ex-Officio and a non-voting member. The committee shall:

1. Prepare an annual budget for the Academy.
2. Annually, recommend to the Board of Trustees the amounts for all fees.
3. Exercise general supervision over the financial affairs of the Academy.

4. Annually, report to the Board of Trustees on the financial status and activities of the Academy, including recommendations for the adoption or revision of any investment policies.

Section 10.6: Nominations and Elections Committee

The Nominations and Elections Committee shall consist of the Immediate Past-President, who shall preside as chair and act as liaison to the Board of Trustees, and two voting trustees appointed by the President. The committee shall guide the nominations and elections of the Academy in accordance with Section 8.4 of the Bylaws.

Article XI: Administration

Section 11.1: Parliamentary Authority

All meetings of the Academy shall be conducted in accordance with Robert's Rules of Order, Newly Revised in all cases in which the rules are applicable and not inconsistent with applicable laws, rules, or procedures. The Secretary shall serve as Parliamentarian at all meetings of the Academy.

Section 11.2: Conflicts of Interest

A conflict of interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interests of the Academy or in which the interests of an individual or another organization has the potential to be placed ahead of the interests of the Academy. Any interested party, Officer, Trustee, or Diplomate must disclose the existence of any actual or potential conflict of interest with all material facts to the Academy. Action to address the conflict of interest shall be taken by the interested party, the Academy, or both.

Section 11.3: Indemnification

The Academy shall indemnify its Officers, Trustees, and employees against claims for liability arising from the individual's duly authorized duties for or on behalf of the Academy, and further provided that the performance by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which the individual may be entitled lawfully, nor shall anything herein contained restrict the right of the Academy to indemnify or reimburse such individual in any proper case to the extent permitted by law even though not specifically herein provided. The Academy, its Officers, Trustees, and employees, shall be protected fully in taking any action or making any payment under this Article or in refusing to do so.

Section 11.4: Resignations

Any Officer or Trustee may resign at any time by giving written notice to either the President or to the Secretary. Any such resignation shall become effective immediately

upon the date of such notice, or at any later date specified therein. Specific Board of Trustees acceptance of such resignations shall not be necessary.

Section 11.5: Removal

Any Officer, Trustee, or committee member may be removed from office either for or without cause by a three-quarters majority vote (seven) of the Board of Trustees, whenever in the considered opinion of the Board of Trustees such removal is in the best interest of the Academy. In all cases, the decision of the Board of Trustees shall be final.

Section 11.6: Vacancies

If the Immediate Past-President fails to complete a term, then the President shall perform the duties of the Immediate Past-President for the remainder of the term. If the President fails to complete a term, the President-Elect shall perform the duties of the President for the remainder of the term. If the President-Elect fails to complete a term, the Nominations and Elections Committee shall submit a nomination for consideration and elevation by a simple majority vote (four) of the Board of Trustees. The new President-Elect shall assume office immediately upon such election. If the Treasurer fails to complete a term, the President with the confirmation of the Board of Trustees shall appoint a Treasurer. The new Treasurer shall assume office immediately upon such appointment and approval. If a Trustee fails to complete a term, the Nominations and Elections Committee shall submit a nomination for consideration and elevation by a simple majority vote (four) of the Board of Trustees. The new Trustee shall assume office immediately upon such election.

In the event that a vacancy occurs that is not provided for by this Section, then the vacancy shall be filled as the Board of Trustees provides.

Article XII: Amendments to the Bylaws

The Academy Bylaws may be amended at a duly constituted meeting of the Board of Trustees by a vote of a two-thirds majority vote (seven) of the voting trustees of the Board of Trustees; provided, however, that the precise text of the proposed amendment or amendments are included in the notice of the meeting at which the voting takes place. No change to the Bylaws becomes effective until the change is approved by CEC.