



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).

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. Water resources engineers develop and apply scientific and engineering principles to plan, design, construct, manage, operate, and maintain infrastructure and programs.

The Board of Trustees of the Academy (hereinafter referred to as 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 for the benefit of the public by:

- a. Identifying and certifying engineers with specialized knowledge in water resources.
- 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. 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: Board Certification

Section 5.1: Certification

Every engineer to whom the Board of Trustees of the Academy grants a valid Certificate of Special Knowledge in any specialty field of water resources engineering is board certified in water resources engineering and shall be designated a Diplomate of the Academy. Every person to whom the Board of Trustees of the Academy grants a valid Honorary Certificate of Special Knowledge in any specialty field of water resources engineering is board certified in water resources engineering and shall be designated an Honorary Diplomate 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 (per Section 5.5), holds a

current professional engineering license, adheres to the Academy Code of Ethics, and complies with the requirements for continuing professional development (per Section 5.11).

- b. Retired Diplomate. A professional engineer who had been an active Diplomate in good standing for a minimum of two years, adheres to the Academy Code of Ethics, and has retired from active practice. A Retired Diplomate is defined as an engineer who no longer requires their professional engineering license as part of their professional activities, or an engineer that maintains their professional engineering license but no longer practices as a fulltime professional engineer.
- c. Honorary Diplomate. An individual who does not otherwise meet the certification requirements, but who meets one or more of the following criteria: attained a level of prominent recognition in one or more of the specialty fields of water resources engineering, made a noteworthy achievement or sustained noteworthy contributions to the advancement of the water resources engineering profession, or rendered outstanding service over a sustained period of time to the water resources engineering profession.

Section 5.3: Rights of Diplomate Classes

A Diplomate in good standing is a Diplomate who continues to meet all requirements of a Diplomate and is current in the payment of applicable fees.

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

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 5.4: 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 5.5: Requirements for Certification

The Board of Trustees, upon the affirmative vote of a simple majority of its voting Trustees, at a duly constituted meeting of the Board of Trustees may certify an applicant, provided the applicant meets the qualifications for certification. 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, provided that said valid license or certificate of registration or charter from a foreign country meets standards set by the Board of Trustees.
4. The applicant shall have been awarded a baccalaureate degree in engineering or other related field from a college of engineering program accredited by ABET. This requirement may be waived, provided that the applicant has mastered the requisite Water Resources Engineering Body of Knowledge at the expert level in a manner and form acceptable to the Board of Trustees.
5. The applicant shall have been awarded either a master of science, master of engineering, or doctoral degree in engineering or other relevant field, from one or more educational institutions of recognized standing. This requirement may be waived, provided 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.
6. The applicant must have a minimum of 10 years of professional experience in water resources engineering of which a minimum of eight years is of progressively responsible professional experience after receipt of their first professional engineering license.

No more than a total of two years of professional experience may be granted for earning a second baccalaureate, a master's, or a doctorate degree in engineering or other field related to the applicant's professional practice from a college or university with a recognized ABET accredited program or having met the standards established by the Board of Trustees. The applicant shall provide a description of how the additional degree relates to the applicant's professional practice.

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 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.

7. The applicant has mastered the requisite Body of Knowledge at the expert level in a manner and form acceptable to the Board of Trustees.
8. 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 the applicant's 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. No more than one recommendation can come from the applicant's current place of employment nor a subordinate.

A certified individual does not become a Diplomate of the Academy until that individual has been approved by the Board of Trustees and has been notified in writing by the Academy Secretary.

Section 5.6: Certification by Examination

The Board of Trustees may certify water resources engineers by examination to validate that an applicant meets all the general requirements specified in Section 5.2. 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 the requirements specified in Section 5.2, has mastered the requisite Body of Knowledge at the expert level in a manner and form acceptable to the Board of Trustees, and has at least fifteen years of progressively increasing professional engineering post-licensure experience. 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 Admissions Committee. The oral examination shall include:

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.
3. Any other questions and answers to determine achievement of all requirements for Board certification.

Section 5.7: Certification by Eminence

The Board of Trustees may waive an oral examination and the post-baccalaureate education requirement if a candidate demonstrates eminence in water resources engineering. To be eligible, the eminence candidate shall have a minimum of twenty-five years of professional experience in water resources engineering, meet all other requirements for Board certification, and be recommended to the Board by the Eminence Committee that the candidate demonstrates mastery of the requisite Water Resources Engineering Body of Knowledge. Upon affirmative vote of a two-thirds majority of the voting Trustees and at a duly constituted meeting of the Board of Trustees, a Certificate of Special Knowledge may be granted.

Section 5.8: Honorary Certification

This certification is by nomination from the Eminence Committee only. A candidate for Honorary certification shall not be required to pass an examination, and shall not be required to pay certification fees. Upon affirmative vote of a two-thirds majority of the voting Trustees 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 criteria defined in Section 5.2c. The certificate shall show Honorary Diplomate status for such an individual.

Section 5.9: 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 that the Admissions Committee 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. The Admissions Committee may request further information from the applicant before making their recommendation.

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 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 5.10: Issuance of Certificates

Upon satisfactorily meeting all of the requirements for certification, the Board of Trustees shall issue a 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 5.11: Recertification

All Diplomates shall be required to recertify annually by paying a recertification fee as determined by the CEC, to maintain a valid professional engineering license, and to satisfactorily complete the required continuing professional development hours (PDHs). The Diplomate shall provide proof of a valid license and PDHs to the Academy upon request. The failure of a Diplomate to fulfill these recertification requirements for the respective recertification period for which the fee and proof are due shall result in the automatic suspension of the individual's certification and Diplomate status in the Academy.

As part of the annual recertification process, each practicing Diplomate is required to earn a minimum of 20 PDHs in water resources engineering, including two PDHs in ethics every year. All PDHs shall conform to the National Council of Examiners for Engineering and Surveying (NCEES) guidelines for continuing professional development.

Up to 25% of the PDHs (5 of 20 PDH) may be obtained via self-study. All PDHs must be in engineering or professional subjects that are pertinent to the Diplomate's practice. A Diplomate may obtain two PDHs for serving on an oral examination panel for an Academy

examination, up to a maximum of four PDHs per year. The Academy shall issue appropriate certificates to all examination panelists, if requested.

A Diplomate may carry over up to twenty PDHs each year. A PDH is a contact hour of instruction or presentation. A continuing education unit (CEU) is a unit of credit customarily used for formal continuing education courses. One CEU consisting of ten contact hours of instruction and presentation equals 10 PDHs in a qualifying continuing education course as defined by criteria of the International Association for Continuing Education and Training.

Article VI: Fees

The CEC shall establish all fees, which will be publicly accessible.

Article VII: Discipline

Section 7.1: Revocation of Certificates

A Certificate of Special Knowledge or an Honorary Certificate of Special Knowledge may be revoked by a two-thirds majority of the 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 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.
5. After due consideration and review of the complaint and the response, if any, the Executive Committee, with the approval of the Board, 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.
6. 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 Board of Trustees.
7. 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 the American Society of Civil Engineers (ASCE) shall preside at the meeting of the Board of Trustees, but have no vote.

Section 7.2: Failure to Pay Recertification Fees

The failure of a Diplomate to pay the annual recertification fee or to provide satisfactory proof of current possession of a professional engineering license, and of the required continuing professional development by their respective recertification period, for which the fee and proof are due shall result in the automatic suspension of the individual's certification and Diplomate status in the Academy. A former Diplomate, whose certification was suspended due to nonpayment of recertification fees, may be reinstated by the Secretary, providing they submit payment for the current and past periods, and provide satisfactory evidence of continuing professional development and licensure.

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.
- 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 Board of Trustees shall be comprised of nine voting trustees and two non-voting trustees, as follows:

- President (voting).
- President-Elect (voting).
- Immediate Past President (voting).
- Five Trustees (voting).
- Public Trustee (voting).
- Secretary (Staff) (non-voting).
- President of EWRI (Ex-Officio and non-voting).

With exception of the Public Member, all voting members of the Board of Trustees shall be Diplomates in good standing of the Academy. The Secretary and Ex-Officio members of the Board of Trustees shall not be required to be Diplomates. The Secretary shall be an employee of ASCE 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

All voting Trustees shall serve a term of three years and may be reappointed to a second term of three years by the Board of Trustees. Terms begin at the end of the Annual Meeting (see Section 8.6) of the Board of Trustees.

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 be a Trustee and serve a term of one year. The Treasurer may be reappointed up to 3 years total or up to 6 years total if reappointed to a Trustee seat.

No individual on the Board of Trustees shall serve more than six years consecutively. If a former Trustee wishes to serve additional terms on the Board of Trustees, they must wait one year after leaving the Board before seeking a nomination for additional terms.

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. No member of the Nominations and Elections Committee may be nominated by that committee.

The Secretary shall send out a Call for Nominations for the Board of Trustees no later than the first day of May. Such nominations shall be received in the form of a nominating letter to the committee. The deadline for nominations shall be the last day of May. The Secretary will then forward the candidate materials to the Nominations and Elections Committee on the first day of June. The Nominations and Elections Committee shall select at least two nominees for each open Trustee position and submit the nominees to the Board of Trustees for its approval not later than the first day of July.

The nominations, including appropriate biographical and professional information for each nominee and a signed letter indicating acceptance of the nomination and willingness to serve by the nominees shall be submitted to the Secretary by the fifteenth of July. The Secretary shall open the election on or before the first day of August and close it by the twenty-first of August, wherein the Academy shall elect the nominee(s) by secret ballot. The successful nominee(s) will be notified by the Secretary and invited to attend the annual meeting of the Board of Trustees.

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

The President-Elect shall be nominated by the Nominations and Elections Committee and confirmed by a majority vote of the Board of Trustees.

The Public Trustee shall be nominated by the Nominations and Elections Committee and confirmed by a majority vote of the Board of Trustees.

By public announcement, such as Academy publications and websites, EWRI publications, and ASCE 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 (ASCE staff), the Officers shall be Diplomates in good standing of the Academy.

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

- Preside at all meetings of the Board of Trustees and the Executive Committee.
- 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.
- Serve on the Admissions Committee and its liaison to the Board.

- 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:

- Review Academy financial reports, including budgets, prepared by ASCE staff and present such reports at Board meetings.
- Monitor the status of the AAWRE budget with the ASCE staff so that the Executive Committee and Board of Trustees remain informed of relevant Academy fiscal matters.
- Serve as advisor to the Board of Trustees for all Academy fiscal matters.
- 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.
- 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.
- Notify applicants who have been newly admitted into the Academy.
- Notify Diplomates when fees are due and those Diplomates who are in arrears.
- 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, which shall occur within 45 days following the end of each fiscal year. 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. An agenda for the meeting will be provided a minimum of one-week prior to the meeting.

A minimum of two-thirds of 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 in attendance 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. 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 begins on 1 October and ends on 30 September.

Section 9.2: Fiscal Responsibility

The Board of Trustees, in coordination with CEC, shall monitor the funds and assets of the Academy and shall make recommendations to CEC and ASCE regarding fiscal matters as they affect the pursuit of the objectives of the Academy. All funds and assets held by or for the Academy are vested in CEC and shall be handled in accordance with its fiscal policies. No Academy Officer, Trustee, Diplomat, or representative thereof shall have any authority to contract debts for, pledge the credit of, or financially bind in any way AAWRE or CEC.

Section 9.3: Academy Budget

ASCE provides proposed budget information to the Board of Trustees. The Board of Trustees shall evaluate the proposed budget and make recommendations to CEC and ASCE regarding an Academy budget consistent with Academy goals and activities.

Section 9.4: Records and Reporting

The Secretary shall keep the financial books and accounts of the Academy. 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 60 days of the close of the fiscal year.

Section 9.5: Audit

The Secretary shall cooperate with CEC in the preparation of any external financial audit and review of the books and records of the Academy and shall provide the results of such audits and reviews to the Board of Trustees.

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.

Section 10.1: Admissions Committee

The Admissions Committee shall consist of the President-Elect, who will act as liaison to the Board of Trustees and at least two other Diplomates in good standing. 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 each 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 and Honorary Committee

The Eminence and Honorary Committee shall consist of a voting 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. Nominate candidates for certification through eminence and provide supporting documentation for each candidate to the Board of Trustees for its consideration.
3. Nominate deserving candidates for certification as an Honorary Diplomat with sufficient documentation to support a 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 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 and evaluate information furnished by all parties when a complaint is made against a Diplomat under the process described in Section 7.1.

Section 10.5: 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 former Trustees who are Diplomates in good standing appointed by the President. The President shall appoint the two additional members no later than the first day of February each year, in which there will be an election. The committee shall guide the nominations and elections of the Academy in accordance with 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 consistent 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 Diplomat 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 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 at a duly constituted meeting 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 to the Board of Trustees for consideration and elevation by a simple majority vote 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 and shall assume office immediately upon confirmation. If a Trustee fails to complete a term, the Nominations and Elections Committee shall submit a nomination to the Board of Trustees for consideration and elevation by a simple majority vote of the Board of Trustees and shall assume office immediately upon such election.

In the event that a vacancy occurs that is not provided for in this Section, 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 two-thirds majority vote of the voting trustees of the Board of Trustees; provided, however, that the precise text of the proposed amendment or amendments is

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.

Rules may be used to clarify certain aspects of the Bylaws and shall be created at a duly constituted meeting of the Board of Trustees by a two-thirds majority vote of the voting trustees of the Board of Trustees.