
45 only. Individuals granted membership under this category may
46 serve on Section, Association, and Board designated workgroups
47 and/or committees.

48 (2.) Local TB Program Category

49 Any TB programs that do not receive direct cooperative agreement
50 funding shall be eligible to join as **Local Institutional Member**
51 **Programs**. Individuals granted membership under a local level
52 Institutional Membership may not serve as an Officer or member of the
53 Board. Members in this category shall be eligible to serve in other
54 representative categories as established by the Association and
55 approved by the Board.

56 (a.) The **local-level TB controller for a Program**, or his/her designee,
57 granted membership in the Association under this category *shall be*
58 *considered a voting member* of the Association except as qualified
59 in Article III, Section 2.

60 (b.) The Board shall determine on an annual basis and prior to the
61 membership renewal period the maximum number of individuals per
62 Local Institutional Member program who can be granted institutional
63 membership privileges under this category.

64 (c.) Any individuals granted membership under the Local Institutional
65 Member Program category, with the exception of the designated
66 Representative Institutional Member, are non-voting members and
67 may not hold an elected position within the Association with the
68 exception of Officer or other positions within the Sections. All
69 individuals granted membership in the Association under this
70 category shall have voting privileges within their respective Sections
71 only. Individuals granted membership under this category may
72 serve on Section, Association, and Board designated workgroups
73 and/or committees.

74

75 **B. Individual Members:** Includes any individual professional, student,
76 honorary, and retired Association member not otherwise included as an
77 Institutional Member.

78

79 (1.) Individual TB controllers, and his/her designee, from programs at the
80 state, big city, and territorial level which receive federal cooperative
81 funding that do not elect to become Institutional Member Programs may
82 elect individual professional membership and as such are considered an
83 Individual Member Representative for that jurisdiction and may serve as
84 an Officer, member of the Board or in any other representative category
85 established by the Association. Like the Institutional Member
86 Representative, these individuals shall represent the state, big city, or
87 territorial level programs' best interest, even though serving as an
88 Individual Member Representative.

89 (a.) Individuals granted membership in the Association under this
90 category shall be considered *voting members* of the Association
91 except as qualified in Article III, Section 2.

92 (2.) All other categories of Individual memberships are non-voting members;
93 these persons ~~and~~ may not hold an elected position within the

94 Association with the exception of Officer or other positions within the
95 Sections.

96 (a.) All individuals granted membership in the Association under this
97 category shall have voting privileges within the Sections only.
98 Individuals granted membership under this category may serve on
99 Section, Association, and Board designated workgroups and/or
100 committees

101 **Section 2. Special Voting Circumstances**

102 A. There may be times when the Association is required to take special actions
103 that directly impact the continued existence of the organization as presently
104 defined. Such activities would include merging or legally affiliating with
105 another organization or dissolving the Association in its present form. In
106 these special circumstances, each state, big city, or territory that has been
107 federally designated as responsible for tuberculosis control and prevention
108 shall be entitled to *one vote*. In such situations, the person casting the
109 official state, big city, or territory vote shall be the TB controller or his/her
110 designee, for the defined jurisdiction.

111 **Section 3. Dues**

112 A. Institutional and Individual Dues

113
114 The dues for each category of membership in the Association shall be
115 established annually by the Board of Directors to allow invoicing before the
116 first day of the first month of each calendar year. Dues must be paid by the
117 due date indicated for membership to remain current.

118 B. Non-Payment of Dues

119
120 Institutional and Individual members failing to pay dues shall forfeit
121 privileges of membership.

122

123 **ARTICLE IV. Association Governance**

124 **Section 1.** The governing body of the Association shall be known as the **Board of**
125 **Directors**, hereinafter referred to as the "Board." The Board in total is
126 comprised of the President, President-elect, Past President, Secretary,
127 Treasurer, the current Section Presidents of approved sections, and Board
128 members elected specifically as representatives of programs based on ~~level~~
129 ~~of~~ jurisdictional morbidity.

130 **Section 2.** To fulfill duties and responsibilities, the Board shall govern according to the
131 Association Bylaws as approved by the membership as follows:

132 A. Have authority to act for and in the name of the Association and shall report
133 such actions to members of the Association.

134 B. Propose, review and recommend amendments to the Bylaws for submission
135 to the members of the Association and shall enforce the Bylaws that are in
136 effect.

137 C. Assure that all monies of the Association are used solely for furthering the
138 mission of the Association.

-
- 139 D. Keep written records of all Board proceedings and provide a summary
140 report to the members of the Association no later than forty-five (45) days
141 after each Board meeting.
- 142 E. Establish criteria and a process for the establishment of sections of the
143 Association, dissolution of an existing section, and provide a forum for
144 coordination among sections.
- 145 F. Delegate responsibilities consistent with, and not specifically designated in,
146 the Bylaws to standing and Ad-Hoc committees in order to carry out the
147 mission and objectives of the Association.
- 148 G. Allow findings or actions of the Board to be subject to reconsideration by the
149 Association membership on a motion submitted in writing by an Institutional
150 or Individual Representative Member at the next Board meeting; or as
151 indicated by the Representative Institutional or Individual Member at the
152 next annual membership meeting.
- 153 H. Have the authority to employ, set the salary and any associated benefits, or
154 terminate an Executive Director of the Association.
- 155 I. Confirm appointments to fill vacancies on the Board and seat new section
156 leaders.

157

158 **ARTICLE V. Officers and Board of Directors**

159 **Section 1. Qualifications**

- 160 A. The Board shall determine the qualifications for membership in the
161 Association, its officers and Board members.
- 162 B. Officers and Board members must be Institutional or Individual
163 Representative Members of the Association, with the exception of Section
164 Presidents.

165 **Section 2. Duties of the Officers**

166 **A. President**

- 167 (1.) The President shall preside over the annual meeting of the Association
168 and all meetings of the Board. In the absence of the President, the
169 President-elect or, in order, the Secretary shall preside.
- 170 (2.) The President shall supervise the affairs of the Association and may
171 delegate responsibility for administration and management of the
172 Association's operations to an Executive Director employed by and
173 directly responsible to the Board.
- 174 (3.) The President shall call meetings of the Board.

175 **B. President-elect**

- 176 (1.) The President-elect shall assume the duties of President in the
177 President's absence at the annual meeting of the Association and all
178 meetings of the Board. The President-elect shall work with special
179 committees as designated by the Board.

180 **C. Secretary**

- 181 (1.) The Secretary, or at the Secretary's request the Executive Director,
182 shall issue all notices of meetings, ensure that resolutions and

183 proceedings of meetings are recorded and distributed to the Association
184 members no later than forty-five (45) days after any meeting, and shall
185 perform all duties pertaining to the office of Secretary.

186 **D. Treasurer**

187 (1.) The Treasurer, or at the Treasurer's direction the Executive Director,
188 shall disburse Association funds to carry out the routine operating
189 business and budgeted affairs of the Association. Expenditures that are
190 outside of the approved annual budget shall be disbursed upon the
191 explicit direction of the Board.

192 (2.) The Treasurer, or at the Treasurer's request the Executive Director,
193 shall ensure that a record is appropriately kept of all monies payable to
194 the Association; shall ensure that a current register is kept of all
195 members of the Association; and shall ensure performance of all duties
196 pertaining to the office of the Treasurer.

197 (3.) The Treasurer, or at the Treasurer's request the Executive Director,
198 shall prepare and disperse payments by the Association. The Treasurer
199 must provide written approval (electronic or hard copy.) for any payment
200 greater than the threshold amount established annually by the Board.

201 (4.) The Treasurer may delegate selected functions of the office of the
202 Treasurer to the Executive Director with the exception of payments
203 made to the Executive Director. The Treasurer shall review and
204 authorize all remuneration or reimbursement to the Executive Director
205 prior to dispersal of any payment.

206 (5.) The Treasurer, or at the Treasurer's request the Executive Director,
207 shall ensure that all accounts shall be audited by an accredited, outside
208 firm at least once each year.

209 **Section 3. Composition of the Board of Directors**

210 A. Six (6) of the elected members of the Board shall represent the interests of
211 the states/territories to which they are assigned, and shall participate in the
212 governance of the Association in accordance with Article IV. Each of the six
213 (6) Board members shall represent one of three (3) incidence level groups,
214 high, medium or low, based on immediate 3 prior year average incidence as
215 published by CDC. Each incidence level shall have an approximate equal
216 representation.

217 **B. Periodic Realignment**

218 Once every three (3) years, the Board will review the designated incidence
219 levels and realign as necessary using morbidity data provided by the
220 Centers for Disease Control and Prevention, hereinafter referred to as
221 "CDC." Prior to the required realignment, the Board will determine the
222 appropriate method for determining the incidence level for the upcoming
223 three-year period. The Board Members shall serve the incidence level
224 jurisdictions to which elected until the completion of their terms regardless of
225 changes in incidence occurring during the three-year realignment cycle.

226 **C. At-Large Representative Member**

227 (1.) When the number of Sections within the Association is such that an
228 even number of Board members occurs, the Association shall elect and
229 seat an At-Large Member to the Board to maintain an odd number of
230 voting members on the Board. Until such election is held, the President

231 with approval of the Board may appoint an At-Large Member so that the
232 regular business of the Board may continue with appropriate
233 representation.

234 **Section 4. Terms of Office**

- 235 A. A President-elect shall be elected annually and serve for a total of three (3)
236 years. The President-elect shall serve the first year as President-elect, the
237 second year as President, and the third year as Past President, which shall
238 be an ex-officio and non-voting member of the Board.
- 239 B. The terms of office for the Secretary and Treasurer shall be two (2) years.
240 The Secretary and the Treasurer will be elected in alternate years.
- 241 C. The terms of office for the six (6) members of the Board elected to represent
242 the states/cities/territories shall be two (2) years. The terms of office shall be
243 staggered so that one member from each of the three (3) incidence
244 categories shall be elected each year.
- 245 D. The term of office for an At-Large Member appointed to maintain the
246 mandated odd number of Board members, as required by Article III, Section
247 3, shall be one (1) year. An At-Large seat shall be abolished at the creation
248 of a new Section as needed to maintain an odd number of Board members
249 for voting purposes.

250 **Section 5. Meetings of the Board:**

- 251 A. Association Board members, at a minimum, will meet monthly by
252 conference call and once in-person prior to the annual conference. Board
253 members are expected to be present at 80% of called meetings.
- 254 B. Meeting agendas are set by the Board President, with input from Board
255 membership, as appropriate. Agenda items and other pertinent information
256 are sent to all Board members prior to the scheduled meeting.
- 257 C. A quorum is defined as a simple majority of eligible Board members.

258

259 **ARTICLE VI. Nominations and Elections**

260 **Section 1. Nominations**

- 261 A. A Nomination Committee shall be appointed each year by the President and
262 confirmed by the Board.
- 263 B. At least 50% of the Nomination Committee shall be comprised of members
264 of the Association who are not officers or members of the Board.
- 265 C. The Nomination Committee shall prepare a list of at least two (2) qualified
266 nominees for each open office and Board position in such time to comply
267 with the annual election schedule. Candidates must meet membership
268 qualifications for the position to which they seek election and be current on
269 payment of Association membership dues.
- 270 D. Nominations for any of the open offices or positions may also be submitted
271 in writing by a member of the Association for consideration by the
272 Nomination Committee. Nominations must be received no later than
273 February 15th of any year to allow time for the Nomination Committee to
274 validate the nomination. Qualified nominees shall have indicated a
275 willingness to serve and complete a full term, if elected.

276 E. Official TB morbidity figures published by the CDC shall be used to
277 determine the eligibility of elected Board member nominees for each of the
278 three incidence categories described in Article V., Section 3.

279 **Section 2. Elections**

- 280 A. Election of officers and elected Board members shall be by secret ballot.
- 281 B. The election shall be conducted electronically. Notice of the election and
282 instructions regarding electronic voting procedures shall be electronically
283 sent to eligible voting members of the Association so that the election is
284 concluded no later than April 15th of any year. Procedures for on-line voting
285 shall maintain the secrecy of the ballot and ensure only one (1) vote per
286 eligible Member. The ballot shall consist of a list of candidates for each of
287 the offices and Board positions to be filled. If electronic voting is not feasible,
288 a paper ballot shall be prepared and mailed to voting members so that the
289 election is concluded no later than April 15th of any year.
- 290 C. Election for any office on the Board shall be by a majority of votes cast. A tie
291 vote for a seat representing an incidence category shall be decided by a
292 coin toss by the President.
- 293 D. When Board composition is such that an elected At-Large member of the
294 Board is required, the candidate with the highest vote count among the non-
295 elected incidence category candidates shall be elected as the At-Large
296 member.
- 297 E. Three (3) Tellers shall be appointed by the President to certify the electronic
298 results or count the ballots. Tellers must be voting Members of the
299 Association and shall not include any current Officer, member of the Board
300 or current candidate for an elected office or position.
- 301 F. Each year, the Chair of the Nominating Committee shall notify all candidates
302 of the results of their candidacy within five (5) business days of the
303 certification of the election.
- 304 G. Election results shall be publicly announced within two (2) weeks of notifying
305 the candidates.
306

307 **Section 3. Succession and Vacancies**
308

- 309 A. The order of succession to a President unable or unwilling to perform his/her
310 duties shall be the President-elect, the Secretary, and the Treasurer until the
311 next election of the Association. If succession is invoked, the new President
312 shall appoint, with confirmation by the Board, a member to fill any resulting
313 vacancy for the unexpired term.
- 314 B. The President, with confirmation by the Board, shall appoint an Institutional
315 or Individual Representative Member to fill a vacancy occurring to complete
316 the term of the elected officers of President-elect, Secretary or Treasurer.
- 317 C. A vacancy occurring in a seat held by a Board member elected to represent
318 an incidence level group shall be filled by an Institutional or Individual
319 Member of the Association from the same incidence level group as the
320 vacated member, appointed by the President with confirmation by the
321 Board. The newly appointed member shall serve for the remainder of the
322 unexpired term.

-
- 323 D. All Board members appointed to fill vacant leadership positions within the
324 Association shall be current with Association membership dues.
- 325 E. Sections shall follow the same order of succession and process for filling
326 vacancies for the offices of Section President, President-elect and
327 Secretary. All section vacancies to fill unexpired terms will be appointed by
328 the Section President with approval by the Board.

329

330 **ARTICLE VII. Executive Director**

331 **Section 1.** The Executive Director shall efficiently and effectively carry out all duties as
332 described in the Position Description, and other responsibilities delegated or
333 required by the Association's officers.

334 **Section 2.** In addition to the Association's business, the Association's Executive
335 Director shall assure the routine administrative business of any Sections
336 established and approved by the Board is performed.

337 **Section 3.** The Executive Director shall manage the staff and business affairs of the
338 Association's administrative office under the overall direction of the Board.

339

340 **ARTICLE VIII. Association Sections**

341 The Association may approve the creation of a subsidiary group hereafter
342 referred to as a "Section." Sections are comprised of Association members
343 with a special interest in a specific segment of tuberculosis control and
344 prevention who form to further the interests and needs of section members.
345 Sections organize and operate according to the bylaws of the Association,
346 with the establishment of individual section workplans, procedures and other
347 operating documents as necessary to further the mission and work of the
348 respective Section membership.

349 **Section 1. Organization**

350 A. A section is defined as a sustained group of at least twenty (20) members of
351 the Association without regard to membership classification.

352 B. A section may form on petition signed by no less than fifty (50) members of
353 the Association who support the concept of the section. At least twenty-five
354 (25) of those signing the petition must commit to participate in the activities
355 of the section.

356 C. The petition must be submitted to the Board and shall include:

357 (1.) A statement of purpose specifying the ongoing, common interest of the
358 members of the proposed section.

359 (2.) An explanation of how approval of the proposed section will advance the
360 mission and objectives of the Association.

361 (3.) An outline of the proposed section's objectives, organizational structure,
362 and operational procedures.

363 D. The Board shall review the petition and vote on the establishment of a
364 section. Such vote must occur within sixty (60) days of receipt of a validated
365 petition. The Board may use a portion of this 60-day period to collect
366 comments on the proposed section by mailing an announcement to the

367 Association membership. Approval to establish a section shall require
368 approval by no less than two-thirds of the Board.

369 E. Upon initial establishment of a new section, the Association President shall
370 appoint a section President to facilitate the development of the section, in
371 advance of the election for the other section Officers.

372 **Section 2. Section Officers**

373 A. Each Section shall establish leadership to include at minimum a President,
374 President-elect, and Secretary who shall be elected by the section members
375 from among its membership.

376 B. The terms of office shall be at minimum one (1) year, or for a longer period
377 upon consideration and approval by the Board.

378 C. Additional section offices may be established upon consideration and
379 approval of the Board.

380 D. Election of Officers shall occur on the same timeframe as those for the
381 Association's leadership positions.

382 E. Vacancies to any section leadership position will be appointed following the
383 same guidelines as those for the Association's officer vacancies.

384 **Section 3. Relationship with the Association Board**

385 The Section President of each section shall be seated on the Board upon
386 his/her election and *have voting rights* during the term as Section President.
387 The Section President shall represent section interests as a member of the
388 Board and shall keep section members apprised of special matters under
389 consideration by the Board.

390 **Section 4. Section Business Address**

391 The office and mailing address of all approved sections shall be the office of
392 the Association's Executive Director.

393 **Section 5. Section Membership and Dues**

394 A. Section membership is open to all persons who have an interest in the
395 common purpose of the section and is a privilege open to all Association
396 members.

397 B. Sections shall not levy additional dues for section membership.

398 C. Association members at the time of joining or renewing their membership
399 shall indicate section membership preference on the membership renewal
400 application.

401 D. All section members have the right to vote, hold office, and serve on
402 standing or special committees of their sections with the exception of those
403 who are designated by an Institutional Member as its Representative or
404 those Individual Member TB Controllers, or their designees, from
405 jurisdictions without an Institutional Membership. These Institutional
406 Member Representatives and Individual Member TB Controllers and
407 designees may serve on standing or special committees of the sections and
408 vote in section elections; however, they cannot hold section offices due to
409 potential conflicting interests with Association representation
410 responsibilities.

411 **Section 6. Section Structure and Workplan**

-
- 412 A. Each section shall determine the composition of the sections executive
413 committees, frequency of executive committee meetings and need to
414 establish standing/special committees, and/or workgroups.
- 415 B. Each section shall prepare, and submit to the Board for approval, an annual
416 workplan, according to the schedule designated by the Board. .
- 417 C. Section structure shall be submitted to the Board initially for approval upon
418 creation of a new section and then as needed when changes are made.

419 **Section 7. Dissolution of a Section**

- 420 A. An existing section may petition the Board to dissolve, thereby forfeiting its
421 seat on the Board.
- 422 B. The Board, on its own initiative or by petition of no less than fifty (50)
423 Association Members, may move to dissolve a section for actions judged to
424 be incompatible with achievement of the Association's Mission.
- 425 C. Dissolution shall require a two-thirds vote of the Board, which may include
426 the vote of the President of the section proposed for dissolution.

427

428 **ARTICLE IX. Committees**

429 **Section 1. Standing Committees**

430

431 There shall be standing committees authorized by the Board. The President
432 shall appoint the Chairperson and members of all committees, with
433 confirmation by the Board.

434 Standing Committees shall provide reports, as shall be required by the
435 President or Board. Reports may be presented orally to the Board or
436 membership as a whole, or written to the Secretary, or at the Secretary's
437 request to the Executive Director, who will distribute them to members of the
438 Board.

- 439 A. Bylaws Committee. The Bylaws Committee shall be responsible for
440 reviewing the Bylaws annually and proposing amendments as necessary for
441 the effective and efficient function of the Association. The Bylaws
442 Committee shall also receive proposals for amendments from Association
443 members for study and necessary revision.
- 444 B. Executive Committee. The elected officers of the Association comprise the
445 Executive Committee of the Board. The Executive Committee shall have all
446 the powers and authority of the Board *in toto* in the intervals between
447 meetings of the full Board, except for the power to award the Articles of
448 Incorporation and Bylaws. Any actions undertaken by the Executive
449 Committee can be overruled by a two-thirds majority vote of the full Board.
- 450 C. Finance Committee. The Treasurer is chair of the Finance Committee
451 which includes at least three other Board members. The Finance
452 Committee is responsible for developing and reviewing fiscal procedures, a
453 fundraising plan, and an annual budget developed with staff and other
454 Board members. The Board must review the budget and all expenditures
455 must be within the budget. Any major changes to the budget must be
456 approved by the Board or the Executive Committee. The fiscal year for the
457 Association shall be the Federal fiscal year (October 1 to September 30).
458 Annual reports must be submitted to the Board showing income,

459 expenditures, and pending income. The financial records of the Association
460 are public information and shall be made available to the membership and
461 the public. The financial records of the Association are subject to annual
462 audit by an outside independent organization.

463 D. **Membership Committee.** The Membership Committee will work with the
464 section Presidents to recruit potential new members of the Association and
465 its sections. The Membership Committee will also be responsible for
466 recruitment materials and defining the membership application process.
467 Each year at least one membership campaign will be undertaken to recruit
468 new Association members.

469 **Section 2. Special Committees**

470 A. From time to time, the President and/or the Board shall authorize one or
471 more special ad hoc committees as deemed necessary to carry out the work
472 of the Association.

473 B. The President shall appoint the Chairperson and members of all special
474 committees, with confirmation by the Board.

475 C. Special Committees shall provide reports required by the President or
476 Board. Reports may be presented orally to the Board or membership as a
477 whole, or written to the Secretary, or at the Secretary's request to the
478 Executive Director, who will distribute them to members of the Board.
479 Special Committees shall submit written reports, as shall be required by the
480 Executive Committee, to the Secretary, or at the Secretary's request to the
481 Executive Director, who will distribute them to members of the Executive
482 Committee.

483

484 **ARTICLE X. Membership Meetings**

485 **Section 1. Time and Place**

486 The Association and Sections shall hold periodic membership meetings at a
487 time and place determined by the Board. These meetings may be in
488 person, by videoconference, or by teleconference.

489

490 **Section 2. Meeting Quorum**

491 A membership quorum shall be required for any designated business
492 meeting of the full membership. A quorum for a designated business
493 meeting of the Association shall be twenty-five (25) percent of designated
494 representative or individual controller, or his/her designee, members of the
495 States, Territories, and Big Cities. (i.e. voting members)

496

497 **ARTICLE XI. Consultancies**

498 **Section 1. Consultant Appointment and Term**

499 A. The President shall appoint, with confirmation by the Board, consultants with
500 relevant expertise to serve the interest of the Association on specific TB-
501 related issues as identified by resolution of the Board and amended by
502 subsequent resolutions as necessary. Consultant duties, length of term,
503 remuneration, and reporting responsibilities will be determined by the
504 President, with confirmation by the Board. For selected issues, co-
505 consultants may be appointed.

506 B. Consultants required by a Section shall be reviewed by the Association
507 President with confirmation by the Board.

508 **Section 2. Representing the Association**

509 A. The consultant shall adhere to the work plan for the project as defined by
510 the President and Board, including attendance at meetings as a
511 representative of the Association and submission of periodic reports on the
512 status of the project.

513 B. In no case shall the consultant publish reports or written findings of any
514 project undertaken on the behalf of the Association without the permission
515 of Officers and Board.

516 C. From time to time the organization is represented by constituents/affiliates
517 other than in a consulting capacity to the organization, such as speaking on
518 behalf of the organization to advisory boards, legislative committees and
519 others or serving on federal committees and workgroups as a representative
520 of the Association. Such representation must be discussed with the
521 Executive Committee of the Board prior to the activity, with provision made
522 for reporting back to the Executive Committee and full Board on the activity
523 approved. Association members and affiliates involved in such activities for
524 other purposes may not also speak or engage in activities or make any
525 commitments on behalf of the Association without Executive Board
526 approval.

527

528 **ARTICLE XII. Fiscal Rules**

529 **Section 1. Fiscal Year**

530 The Association's fiscal year shall begin October 1st and end September
531 30th of each year.

532 **Section 2. Annual Audit**

533 The financial records of the Association shall be audited at the end of each
534 fiscal year, with a report given to the Board and a summary made available
535 to all Association members by the next annual meeting.

536 **Section 3. Pecuniary Gain**

537 This Association does not afford pecuniary gain, incidentally or otherwise, to
538 its members.

539 **Section 4. Compensation**

540 A. No part of the net earnings of the Association shall inure to the benefit of, or
541 be distributed to its members, officers, Board members, or other private
542 persons, except that the Association shall be authorized and empowered to
543 pay reasonable compensation for services rendered, and make payments
544 and distributions in the furtherance of the purposes as stated above.

545 B. No member shall receive any compensation for his/her services as an
546 officer or member of the Board other than reimbursement for authorized
547 expenses incurred on behalf of the Association.

548 **Section 5. Limits on Lobbying**

-
- 549 A. No substantial part of the activities of the Association shall be directed
550 towards lobbying activities, propoganda, or otherwise attempting to
551 influence legislation.
- 552 B. The Association shall not participate in, or intervene in (including the
553 publishing or distribution of statements), any political campaign on behalf of
554 or in opposition to any political candidate for public office.
- 555 C. Notwithstanding any other provision of these Articles, the Association shall
556 not carry on any other activities not permitted to be carried on:
- 557 (1.) By an association exempt from federal income tax under section
558 501(c)(3) of the Internal Revenue Service Code, or corresponding
559 section of any future federal tax code.
- 560 (2.) By an association, contributions to which are deductible under section
561 170(c) (2) of the Internal Revenue Service Code, or corresponding
562 section of any future federal tax code.
- 563

564 **ARTICLE XIII. Publications and Properties**

565 **Section 1. Publications**

566 Any publications of the Association shall be issued under the direction of the
567 Board.

568 **Section 2. Association Property**

569 The Board shall act as Trustee of the properties of the Association.

570

571 **ARTICLE XIV. Parliamentary Authority**

572 Rules of parliamentary procedure, according to the latest edition of Robert's Rules of
573 Order, shall govern meetings of the Association its Sections unless suspended by a
574 majority vote of the representative members attending.

575

576 **ARTICLE XV. Amendments**

577 **Section 1. Process of Amendment**

578 A. Representative Members may submit proposed amendments to the Bylaws.
579 These will be referred to a Bylaws Committee for study and necessary
580 revisions.

581 B. Proposed changes will be submitted by the Bylaws Committee to the Board.
582 If the Board concurs with the proposed amendment, the amendment will be
583 presented for a vote of approval by the voting membership.

584 **Section 2. Voting**

585 A. Proposed amendments to the Bylaws approved by the Board will be
586 scheduled for a vote at the annual meeting with a least twenty-one (21) days
587 written notice to members. Otherwise, the vote will occur by electronic ballot
588 to Representative Voting Members.

589 B. Passage of an amendment to the Bylaws shall be by two-thirds vote by
590 Representative Voting members casting a ballot. If voting occurs

591 electronically, ballots must be received by the time specified in the ballot
592 materials.

593

594 **ARTICLE XVI. Liability and Indemnification**

595 **Section 1. Limitation of Liability**

596 A. No officer or Board member, including Section officers shall be personally
597 liable for Association actions, notwithstanding any provision of law imposing
598 such liability; provided, however, that this provision shall not eliminate the
599 liability of an officer, Section officer, or Board member to the extent that
600 such liability is imposed by applicable law:

601 (1.) For any breach of the officer's, Section officer's, or Board member's
602 duty of loyalty to the Association or its members.

603 (2.) For acts or omissions not in good faith which involve intentional
604 misconduct or a knowing violation of law.

605 (3.) For any transaction from which there is improper personal benefit.

606 B. This provision shall not eliminate the liability of an officer or Board member,
607 or Section officer for any act or omission occurring prior to the date upon
608 which this provision becomes effective.

609 C. No amendment to or repeal of this provision shall apply to or have any effect
610 on the liability or alleged liability of any officer, Section officer, or Board
611 member for or with respect to any acts or omissions of such officer or Board
612 member occurring prior to such amendment or repeal.

613 **Section 2. Indemnification**

614 The Association may, at the sole discretion of the Board, indemnify in whole
615 or in part any person (and his/her heirs, executors, administrators, or other
616 legal representatives) who is, or shall have been an officer, Section officer,
617 or Board member of the Association, or any person who is serving or shall
618 have served at the request of the Association against all liabilities and
619 expenses (including judgments, fines, penalties, and attorney's fees and all
620 amounts paid, other than to the Association, in compromise or settlement)
621 reasonably incurred by any such officer, Section officer, Board member, or
622 person who may be a party defendant or with which he/she may be
623 threatened or otherwise involved, directly or indirectly, by reason of his
624 being or having been an officer, Section officer, or Board member of the
625 Association or other such corporation, except in relations to matters as to
626 which any such officer, adjudged, other than by consent, in such action, suit,
627 or proceeding to have been liable for bad faith or misconduct in their
628 performance of his/her duty as such officer, Board member, Section officer,
629 or person serving the Association.

630 **ARTICLE XVII. Dissolution of the Association**

631 **Section 1. Legal Dissolution**

632 In the event of dissolution of the Association, such dissolution shall be in
633 accordance with Section 501(c)(3) of the Internal Revenue Service Code
634 and the Georgia Secretary of State Securities and Charities Division.

635 **Section 2. Liquidation of Assets and Payment of Obligations**

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- A. Upon dissolution or liquidation of the Association, no member shall share in or receive any funds or other assets then remaining in the possession of the Association.
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- B. All liabilities and obligations shall be paid and any remaining funds and other assets shall be transferred to any group that supports the mission of tuberculosis elimination, pursuant to a plan of distribution as provided by law under section 501(c)(3) of the Internal Revenue Service Code.
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- C. The Board will decide at the time of dissolution to whom the distribution will be made.