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BYLAWS
OF
INTERNATIONAL ASSOCIATION OF STRUCTURAL INTEGRATORS®

ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the International Association of Structural Integrators (“IASI”) is located in Missoula County, State of Montana. IASI may have such other offices as the Board of Directors may from time to time determine.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of IASI’s principal office may be changed without amendment of these Bylaws. The Board of Directors may change the principal office from one location to another address by filing the change on the annual corporate report with the Secretary of State, and such changes of address shall not require an amendment of these Bylaws. The address of the registered agent may be changed from time to time by the Board, without requiring amendment of these Bylaws.

ARTICLE II - PURPOSES

SECTION 1. GENERAL PURPOSES

The purposes of IASI shall be the promotion and advancement of Structural Integration, including, but not limited to, promoting the highest levels of professionalism and ethics in the delivery of services; developing and disseminating information and education to members and the public; and addressing problems and opportunities that face the Structural Integration profession.

SECTION 2. POWERS AND DUTIES

IASI shall develop and implement programs to serve the needs of its members and the profession, and advance its purposes. IASI shall do and perform such things that it may deem necessary, advisable, suitable and proper for the conduct of business of IASI and for carrying out its purposes.

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ARTICLE III - MEMBERS

SECTION 1. CATEGORIES AND QUALIFICATIONS FOR MEMBERSHIP

There will be five (5) categories of membership in IASI, and members shall have voting rights as indicated. The Board of Directors may, at its option, create additional categories of membership.

- a. *Certified Professional Member.* Any individual who has met basic education requirements, passed the certification exam, maintains continuing education requirements, and pays yearly dues may be admitted to Certified Professional membership. Certified Professional Members shall have voting privileges in IASI, may serve on the Board, committees or task forces, and shall elect the Board of Directors.
- b. *Professional Member.* Any individual, who has met basic education requirements, maintains continuing education requirements and pays yearly dues may be admitted to Professional membership. Professional Members shall have voting privileges in IASI, may serve on the Board, committees or task forces, and shall elect the Board of Directors.
- c. *Candidate Member.* Any individual who is a student training to become a professional Structural Integrator and pays yearly dues may be admitted to candidate membership. Candidate Members shall not have voting privileges in IASI, but may serve on committees or task forces.
- d. *Honorary Member.* All Past Presidents of IASI shall be awarded honorary membership without further action of the Board of Directors. The Board of Directors may name additional individuals to honorary membership in recognition of outstanding service. Honorary Members may serve on committees or task forces, but shall not be eligible to hold elective office in IASI, shall not have voting privileges, and shall not pay yearly dues. An honorary member who is qualified as a professional member may return to that category by meeting those requirements.
- e. *Supporting Member.* Any individual who supports the mission of IASI and pays yearly dues may be admitted to supporting membership. Supporting members shall not have voting privileges in IASI, but may serve on committees or task forces.

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SECTION 2. ADDITIONAL MEMBERSHIP ELIGIBILITY REQUIREMENTS

Individuals who have been convicted of a felony, including any felony conviction resulting from entering a guilty plea, being found guilty by jury or judge, or by entering a plea of no contest and subsequently being found guilty shall disclose such conviction and shall be subject to approval of the membership committee before being considered for membership in IASI. Failure to disclose such felony conviction shall be grounds for removal from IASI membership. Any individual who has lost professional privileges, membership, certification or license in health and allied fields (“Allied Health Professions”) as a result of a standards and/or ethics violation will be ineligible for membership in IASI.

SECTION 3. APPLICATION PROCEDURE

Any individual eligible for membership under these Bylaws may apply for membership in the appropriate category by submitting a written application to IASI headquarters on such forms as may be prescribed by the Board of Directors, agreeing to be bound by these Bylaws and such other terms and conditions as the Board of Directors may, from time to time, adopt. Each application for membership shall be accompanied by remittance covering dues as fixed by the Board of Directors.

SECTION 4. SUSPENSION FOR FAILURE TO PAY DUES AND/OR TO MAINTAIN CONTINUING EDUCATION REQUIREMENTS

Any member who shall be in default for three (3) months or more in the payment of dues, fees or assessments from the due date and/or who shall fail to maintain current continuing education requirements shall be suspended from membership unless the Board of Directors, by a majority vote of all the members of the Board present and voting at a regular or special meeting, directs other action.

SECTION 5. REINSTATEMENT OF MEMBERSHIP

A member suspended from IASI for non-payment of dues, fees or assessments and/or for lapse in continuing education requirements may be reinstated to membership without break in years of service upon payment of all amounts in arrears and/or upon submitting proof that continuing education requirements have been satisfied.

SECTION 6. VOLUNTARY RESIGNATION

Any member may, at any time, resign from membership in IASI by delivering to IASI headquarters a written resignation, and paying in full to IASI all previously accrued and unpaid financial obligations, including any dues, fees, assessments or other charges.

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SECTION 7. TERMINATION OF MEMBERSHIP

The Board of Directors may, by affirmative vote of two-thirds (2/3) of all the members of the Board, censure, suspend or terminate a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. All rights, privileges and interest of IASI membership shall cease upon termination of membership. Such termination shall not relieve the member of its obligations for dues, fees, assessments or other charges accrued and unpaid. The Board may, by a majority vote of the members present and voting at a regular or special meeting, terminate the membership of any member who becomes ineligible for membership.

ARTICLE IV - MEETINGS

SECTION 1. ANNUAL MEETING

The Annual Meeting of IASI and its Directors shall be held annually, at the call of the President, unless otherwise determined by the Directors, and with notice as provided herein.

SECTION 2. REGULAR MEETINGS

Quarterly meetings shall be held at such times and locations as determined by the Board of Directors. With the exception of the Board meeting held in conjunction with the Annual Meeting, meetings may be held by conference call or video conference at the discretion of the President.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two (2) Directors, or, if different, by the persons specifically authorized under the laws of the State of Montana to call special meetings of the Board. Such meetings shall be held at the principal office of IASI or, if different, at the place designated by the person(s) calling the special meeting.

SECTION 4. NOTICE OF MEETINGS

Written notice shall include the date, time and place of the meeting of members and must be mailed, faxed, and/or sent electronically to the members at least fourteen (14) days and no more than sixty (60) days before the date of such meeting, unless otherwise provided by law or by these Bylaws. A meeting agenda will be provided with the written notice.

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SECTION 5. WAIVER OF NOTICE

Whenever notice of a meeting is required to be given to any Director of IASI under provisions of the Articles of Incorporation, these Bylaws, or the law, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

SECTION 6. QUORUM FOR MEETINGS

A quorum shall consist of two-thirds (2/3) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of the law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 7. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present and voting is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provision of law require a greater percentage or different voting rules for approval of a matter by the Board. Directors may not vote by proxy on any matter submitted to the Board of Directors.

SECTION 8. WRITTEN CONSENTS

With the exception of actions delineated below in this Section, action may be taken by the Board without a meeting if the action is taken by all of the members of the Board. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes filed with the corporate records reflecting the action taken. Action that may not be taken in writing by the Board without an official meeting include action on motions to elect or remove Board members; hire or fire the chief executive; approve the annual budget; approve mergers; or dissolve the corporation.

SECTION 9. PARTICIPATION BY CONFERENCE TELEPHONE

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication equipment or technology allowed by law, such as conference telephone, by which all Directors participating may simultaneously hear and communicate with each other during the meeting, but only to the extent

216 allowed by the Board of Directors. Such participation in the meeting shall constitute attendance
217 in person at the meeting.

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219 **SECTION 10. CONDUCT OF MEETINGS**

220

221 Meetings of the Board of Directors shall be presided over by the President of IASI, or in his or
222 her absence, by the Vice President of IASI or, in the absence of each of these persons, by a Chair
223 chosen by a majority of the Directors present at the meeting. The Secretary of IASI shall act as
224 secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer
225 shall appoint another person to act as Secretary of the meeting.

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ARTICLE V – DIRECTORS

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230 **SECTION 1. NUMBER**

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232 IASI shall have at least five (5) and no more than twelve (12) Directors and collectively they
233 shall be known as the Board of Directors. The Board of Directors may be enlarged to include
234 additional Directors as approved by the existing Board of Directors.

235

236 **SECTION 2. QUALIFICATIONS**

237

238 Directors shall be of the age of majority in the State of Montana. They shall have an interest,
239 skills and/or expertise in furthering the purposes for which IASI is organized. All Directors shall
240 be members of IASI with the exception of two (2) public Directors who, at the discretion of the
241 Board, shall be selected from outside IASI for their expertise.

242

243 **SECTION 3. POWERS**

244

245 The Board of Directors shall constitute the governing body of IASI. It shall be vested with full
246 power and authority to carry out the purpose for which IASI is organized. It shall be the duty of
247 the Directors to:

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- 249 a. Perform any and all duties imposed on them collectively or individually
250 by law, by the Articles of Incorporation of IASI, or by these Bylaws;
- 251 b. Appoint, employ and discharge, and, except as otherwise provided in these
252 Bylaws, prescribe the duties, supervise the performance of and fix the
253 compensation, if any, of the chief staff executive of IASI;
- 254 c. Elect and, except as otherwise provided in these Bylaws, prescribe the
255 duties and fix the compensation, if any, of all officers of IASI;
- 256 d. Establish any and all policies, procedures, and operating guidelines to
257 further the interest of IASI, including but not limited to, membership

258 criteria; dues; removal of members; and requirements relating to
259 continuing education;

- 260 e. Meet at such times and places as required by these Bylaws;
- 261 f. Register their addresses with the Secretary of IASI — notices of meetings
262 mailed or electronically transmitted to them at such addresses shall be
263 valid notices thereof.

264 **SECTION 4. NOMINATION, ELECTION AND TERMS OF OFFICE**

265 Elections shall occur in a time and in a manner determined by the Board in accordance with rules
266 or guidelines of IASI.

267 In accordance with the nominating process determined by the Board of Directors, the Certified
268 Professional and Professional Membership shall vote for Directors in writing, using an official
269 ballot supplied by IASI. Those sealed ballots will be delivered to an independent third party.
270 The independent third party will tabulate the ballots, certify the results, and report them in
271 writing or in person to the Board and Members of IASI within thirty (30) days.

272 Directors shall be elected by the Certified Professional and Professional Members annually on
273 August 30, to serve an initial term of three (3) years, or a subsequent term of two (2) years.
274 Approximately one-third (1/3) of the Directors shall be elected annually. Terms shall begin
275 immediately following election confirmation and shall end when Directors' successors have been
276 elected.

277 Unless otherwise provided by the Board, each Director may serve for two (2) consecutive two
278 (2) year terms, with the possibility, at the Board's discretion, of an additional one-year extension.

279 The Board shall nominate and elect by majority vote two (2) Directors from outside IASI, for a
280 term of two (2) years, which may be extended at the discretion of the Board. Approval of such
281 two (2) Directors does not require approval of the Certified Professional and Professional
282 Members of IASI.

283 **SECTION 5. VACANCIES**

284 In the event of the resignation, continued absence or inability of any Director to complete his/her
285 term, the position for the unexpired term may be filled by a majority vote of the remaining
286 Directors. A Director appointed to fill a vacancy shall serve the unexpired term of the
287 predecessor, and shall thereafter be eligible for election for a full term.

288 **SECTION 6. RESIGNATION**

299 Any Director may resign effective upon giving written notice to the President, the Secretary, or
300 the Board of Directors, unless the notice specifies a later time for the effectiveness of such
301 resignation.

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303 **SECTION 7. REMOVAL FROM BOARD OF DIRECTORS**

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305 A Director may be removed from the Board with or without cause by a vote of not less than two-
306 thirds (2/3) of the Certified Professional and Professional Membership at any regular or special
307 meeting called for that purpose, provided thirty (30) days written notice of the meeting is
308 delivered to all members sixty (60) days in advance stating that the purpose of the meeting is to
309 vote on removal of the named director(s). Said Director(s) must be given reasonable notice and
310 an opportunity to respond to all charges.

311

312 **SECTION 8. COMPENSATION**

313

314 No compensation, loan or other payment shall be paid to any Board members, except as
315 authorized by the Board as reasonable compensation for services rendered and/or as
316 reimbursement, upon request and upon submission of itemized invoices, for reasonable expenses
317 in connection with their attendance at regular and special meetings of the Board.

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ARTICLE V - OFFICERS

320

321 **SECTION 1. DESIGNATION OF OFFICERS**

322

323 The Officers of IASI shall be President, Vice President, Secretary, and Treasurer. IASI may also
324 have a Chair of the Board, one or more Assistant Vice Presidents, Assistant Secretaries,
325 Assistant Treasurers, and other such officers with such titles as may be determined from time to
326 time by the Board of Directors. A person may hold no more than two (2) positions
327 simultaneously as Officer of IASI.

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329 **SECTION 2. QUALIFICATIONS OF OFFICERS**

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331 Any Director may serve as Officer of IASI, unless otherwise provided in these Bylaws.

332

333 **SECTION 3. ELECTION AND TERM OF OFFICE OF OFFICERS**

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335 Officers shall be elected to two (2) year terms by the Board of Directors, at the Annual Meeting
336 of IASI, and each officer shall hold office until he or she resigns or is removed or is otherwise
337 disqualified to serve, or until his or her successor shall be elected and qualified, whichever
338 occurs first. No officer shall serve more than two (2) consecutive two (2) year terms in the same
339 office.

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342 **SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS**

343
344 Any Officer may be removed, either with or without cause, by the Board of Directors, at any
345 time. Any Officer may resign at any time by giving written notice to the Board of Directors or to
346 the President or Secretary of IASI. Any such resignation shall take effect at the date of receipt of
347 such notice or at any later date specified therein. The above provisions of this Section shall be
348 superseded by any conflicting terms of a contract which has been approved or ratified by the
349 Board of Directors relating to the employment of any Officer of IASI.

350
351 **SECTION 5. VACANCIES IN OFFICER POSITIONS**

352
353 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any
354 Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other
355 than that of President, such vacancy may be filled temporarily by appointment by the President
356 until such time as the Board shall fill the vacancy. Vacancies occurring in the offices or officers
357 appointed at the discretion of the Board may or may not be filled as the Board shall determine.

358
359 **SECTION 6. DUTIES OF PRESIDENT**

360
361 The President shall be the chief executive officer of IASI and shall, subject to the control of the
362 Board of Directors, oversee the Executive Director and the Board. S/he appoints all committee
363 chairs, and shall perform all duties incident to his/her office and such other duties and may be
364 required by law, by the Articles of Incorporation, or by these Bylaws, or which may be
365 prescribed from time to time by the Board of Directors. Unless another person is specifically
366 appointed by the President, s/he shall preside at all meetings of the Board of Directors and at all
367 meetings of the members. Except as otherwise expressly provided by law, by the Articles of
368 Incorporation, or by these Bylaws, s/he shall, in the name of IASI, execute such deeds, leases,
369 mortgages, bonds, contracts, checks, or other instruments which may from time to time be
370 authorized by the Board of Directors.

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372 **SECTION 7. DUTIES OF VICE PRESIDENT**

373
374 In the absence of the President, or in the event of his or her inability or refusal to act, the Vice
375 President shall perform all the duties of the President, and when so acting shall have all the
376 powers of, and be subject to all the restrictions on, the President.

377
378 **SECTION 8. DUTIES OF SECRETARY**

379
380 The duties of the Secretary may be delegated to the Executive Director, in which case the office
381 of Secretary shall not be filled by election. The Secretary shall keep the minutes of the meetings
382 of the members, the Board of Directors, and the committees in one or more books provided for
383 that purpose; see that all notices are given in accordance with the provisions of these Bylaws or
384 as required by law; be custodian of the corporate records of IASI; keep a register of the post-

385 office and electronic addresses of each member; and in general perform all duties incident to the
386 office of Secretary and such other duties as assigned by the President or the Board of Directors
387 from time to time.

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389 **SECTION 9. DUTIES OF TREASURER**

390

391 The Treasurer shall remain fully advised as to the financial condition of IASI and shall regularly
392 report to the Board of Directors on the financial conditions of IASI and the adequacy of the
393 accounting records of IASI. The Treasurer shall have such other duties as assigned by the
394 President or the Board of Directors from time to time.

395

396 **SECTION 10. COMPENSATION OF OFFICERS**

397

398 The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of
399 Directors. In all cases, any salaries received by officers of IASI shall be reasonable and given in
400 return for services actually rendered to or for IASI.

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402 **ARTICLE VI – BOARD COMMITTEES**

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405 **SECTION 1. EXECUTIVE COMMITTEE**

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407 An Executive Committee comprising the President, Vice President, Secretary and Treasurer shall
408 serve as an Executive Committee of the Board of Directors of IASI. The President shall serve as
409 Chair of the Executive Committee. The Executive Committee shall serve as a Nominating
410 Committee for the Board of Directors and is empowered to act on behalf of the Board of
411 Directors, in between Board meetings, with the exception that the Executive Committee may not
412 take action to:

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- 414 • amend IASI's bylaws;
- 415 • elect or remove board members;
- 416 • approve or amend the annual budget;
- 417 • add or eliminate programs;
- 418 • approve mergers; or
- 419 • dissolve the corporation.

420

421 All minutes of Executive Committee meetings shall be provided to the full Board within two (2)
422 weeks of Committee meetings.

423

424 **SECTION 2. ADDITIONAL STANDING BOARD COMMITTEES**

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426 The Board of Directors may designate existing committees as Standing Committees, and may
427 vote to create additional Standing Committees to facilitate the operation and administration of
428 IASI. Such Committees shall:

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- be created by vote of the Board;
- have Committee chairs appointed by the President;
- have written descriptions of their functions and responsibilities;
- meet as required, either via teleconference or in person;
- adhere to written agendas during meetings and
- maintain written minutes.

Committee members shall be given reasonable written or electronic notice of Committee meetings. With the exception of the Executive Committee, all Board members will have the opportunity to volunteer to serve on a particular committee or committees, but the President will appoint Committee chairs and members. With the exception of service on the Executive Committee, service on Committees shall be open to all members of IASI, voting and nonvoting.

SECTION 3. OTHER BOARD COMMITTEES AND TASK FORCES

The Board of Directors and/or the President may from time to time create and appoint members to short-term and/or ad hoc Committees or Task Forces to facilitate the work of IASI. Service on such Committees and Task Forces Committee shall be open to all members of IASI, voting and nonvoting.

ARTICLE VII – DUES, FEES AND ASSESSMENTS

SECTION 1. DUES, FEES AND ASSESSMENTS

Dues, fees and assessments shall be determined from time to time by the Board of Directors.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

IASI shall indemnify and hold harmless to the extent permitted by law any person or entity who is or was acting in his/her official capacity as an Officer, Director, committee member, agent, and employee of IASI acting on behalf or at the request of IASI. Such indemnification shall include, but not be limited to court costs, attorney's fees, cost of settlements, or other incidental costs which the Executive Committee, in its sole discretion, shall determine are appropriate.

468 **SECTION 2. INSURANCE**

469
470 IASI shall purchase and maintain insurance for such indemnification of Officers, Directors,
471 committee members, employees or agents of IASI against any liability asserted against such
472 person and incurred in any such capacity, or arising out of such person's status as such,
473 regardless of whether IASI would have the power to indemnify against such liability under the
474 provisions of this Article VIII.

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476 **ARTICLE IX – GENERAL PROVISIONS**

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479 **SECTION 1. CONTRACTS**

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481 The Board of Directors may authorize any officer or agent of IASI to enter into any contract or
482 execute and deliver any instrument in the name of and on behalf of IASI and such authority may
483 be general or confined to specific instances.

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485 **SECTION 2. DEPOSITS, CHECKS, DRAFTS, ETC.**

486
487 All funds of IASI shall be deposited, from time to time, to the credit of IASI, in such banks, trust
488 companies or other depositories as the Board of Directors may select. All checks, drafts or other
489 orders for the payment of money, notes or other evidences of indebtedness issued in the name of
490 IASI shall be signed by such officers or agents of IASI and in such manner as shall, from time to
491 time, be determined by resolution of the Board of Directors. In the absence of such
492 determination by the Board of Directors, the Executive Director of IASI shall sign such
493 instruments.

494
495 **SECTION 3. FISCAL YEAR**

496
497 The fiscal year of IASI shall be as determined from time to time by the Board of Directors.

498
499 **Section 4. AUDIT**

500
501 The accounts of IASI shall be audited on a regular basis by an independent Certified Public
502 Accountant approved by the Board of Directors.

503
504 **SECTION 5. BOOKS AND RECORDS**

505
506 IASI shall keep correct and complete books and records of account; minutes of the proceedings
507 of its members, Board of Directors, Executive Committee and Other Committees; and a record
508 giving the names and addresses, both post office and electronic, of all members at the registered
509 or principal office of IASI.

511 **SECTION 6. PROOF OF DELIVERY OF NOTICE**

512
513 Any notice required to be given by law, the Articles of Incorporation or these Bylaws, shall be
514 deemed to be delivered according to the following rules: upon personal delivery; if by mail, when
515 deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid;
516 if by facsimile, when the facsimile is sent via the facsimile number shown for the member/Director
517 in the records of IASI; if electronically, when transmitted to such address shown for the
518 member/Director in the records of IASI; and if by overnight mail, when deposited with the shipping
519 company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to
520 sender's account.

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522 **SECTION 7. WAIVER OF NOTICE**

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524 A written waiver of any notice required to be given by law, the Articles of Incorporation or these
525 Bylaws, signed by the person(s) entitled to such notice whether before or after the time stated, shall
526 be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a
527 waiver of notice of the meeting, except where a person attends a meeting for the express purpose of
528 objecting to the holding of the meeting because proper notice was not given.

529
530 **SECTION 8. COMPLIANCE WITH I.R.C. SECTION 501(c)(6)**

531
532 IASI shall operate and conduct its activities in accordance with those permitted a nonprofit
533 association under Internal Revenue Code Section 501(c)(6).

534
535 **SECTION 9. USE OF FUNDS AND DISSOLUTION**

536
537 IASI shall use its funds only to accomplish the objectives and purposes specified in its Articles
538 of Incorporation, and no part of its funds shall inure or be distributed to the members of IASI.
539 Upon dissolution of IASI, any funds remaining after payment of outstanding liabilities and
540 expenses shall be distributed to a qualified nonprofit tax exempt organization to be determined
541 by IASI Board of Directors.

542
543 **SECTION 10. BONDING**

544
545 The Board of Directors may require any officer, director, employee, or agent of IASI, to furnish at
546 the expense of IASI, a fidelity bond, in such a sum as the Board shall prescribe.

547
548 **SECTION 11. PROCEDURE**

549
550 All meetings of IASI shall be governed by parliamentary law as set forth in the most recent
551 edition of Robert's Rules of Order when not inconsistent with law or these Bylaws or any special
552 rules of order IASI Board of Directors may adopt.

554 **SECTION 12. WRITING**

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556 Actions required to be “written” or “in writing,” or to have written consent or written approval of
557 members, directors, or committee members shall include any communication transmitted or
558 received by electronic means or by any other technology permitted by law and not prohibited in
559 the Articles of Incorporation or by policy or procedure of the Board of Directors. A requirement
560 for a signature shall be satisfied by any means recognized by law, *e.g.*, electronic signature,
561 unless prohibited by policy or procedure of the Board of Directors.

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563 **ARTICLE X - AMENDMENT OF BYLAWS**

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565

566 **SECTION 1. AMENDMENT**

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568 Except as may otherwise be specified under provisions of law, these Bylaws, or any article or
569 section of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a
570 2/3 vote of the Board of Directors. Proposed amendments to these Bylaws must be submitted in
571 writing to the Board of Directors and to all members of IASI least sixty (60) days in advance of
572 the meeting at which they are to be acted upon.

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574 Voting and nonvoting members of IASI will be notified in writing of any alteration, amendment
575 or repeal of these Bylaws, or the adoption of new Bylaws, within sixty (60) days of the Board’s
576 action.

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579 **ADOPTION OF BYLAWS**

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581 Dated: _____

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583 President: _____

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