ARTICLE I - NAME

1.10 The name of this corporation is the American Society of Regional Anesthesia and Pain Medicine (hereinafter called the "Society").

ARTICLE II – PURPOSE

2.10 The purpose of the Society is to advance the science and practice of regional anesthesiology and pain medicine to improve patient outcomes through research, education and advocacy.

ARTICLE III - MEMBERSHIP

3.10 Classes of Membership
The Society shall have the following classes of membership: Active, International, Affiliate, Trainee, Young Professional, Military, Honorary, Life and Retired.

3.101 Active Membership
Active members shall be physicians who are actively engaged in the practice of medicine. Only active members shall be eligible to hold office in the Society.

3.102 International Membership
International members shall be physicians who are actively engaged in the practice of medicine and who reside outside of the United States, Canada or Europe.

3.103 Affiliate Membership
Affiliate members are non-physicians with an interest in regional anesthesiology and pain medicine.

3.104 Trainee Membership
Trainee members shall be individuals enrolled in accredited medical or osteopathic schools, Accreditation Council on Graduate Medical Education (ACGME) approved residencies, ACGME approved pain medicine fellowships or regional anesthesiology and acute pain medicine fellowship training programs.

3.105 Young Professional
Young Professional members are physician members enrolled in a pain or regional anesthesiology and acute pain fellowship program who receive all the benefits of membership at a reduced rate covering the period of the fellowship and the first year of practice. The duration of this membership is determined by the duration of the fellowship program plus one year.
3.106 Military Membership
Military members shall be physicians on active duty in any branch of the United States or Canadian military.

3.107 Honorary Membership
Honorary members shall be those distinguished medical practitioners or scientists who have rendered conspicuous service to the medical profession and whom the Society desires to recognize.

3.108 Life Membership
Life members shall be all past Presidents of the Society and all past members of the Board of Directors who have served at least five years on the Board of Directors. Life membership shall also be extended to all recipients of the Distinguished Service Award, the Labat Award and the Bonica Award.

3.109 Retired Membership
Retired members shall be former Active members for ten consecutive years or more who are no longer in the active practice of medicine. To be eligible for Retired Membership, an individual must request "Retired" status, in writing, from the Society.

3.20 Dues

3.201 Annual Dues
The annual dues for all members shall be in such amount as the Board of Directors may determine.

3.202 Exemption from Dues
There shall be no annual dues or assessments required of Honorary or Life Members.

3.203 Special Assessments
Special assessments may be adopted by the Board of Directors and once adopted shall become the obligation of all dues-paying members in such forms and amounts as the Board of Directors shall declare. Unless otherwise stipulated by the Board of Directors, delinquency in regard to payment of a special assessment shall be treated in the same fashion as delinquency in the payment of annual dues.

3.30 Meetings

3.301 Annual Meetings
Two meetings shall be held annually for the membership at places and dates designated by the Board of Directors. One meeting shall emphasize regional anesthesiology and acute pain medicine. The other meeting shall emphasize chronic pain medicine.

ARTICLE IV – OFFICERS
4.10 Officers
The Officers shall be the President, President-Elect, Treasurer and Immediate Past President.

4.20 Terms
The terms of Officers shall commence at the close of the annual spring meeting. The terms of Officers may be served in addition to the term limitation for a Director-at-Large.

4.201 President
The President shall serve for a single two-year term automatically followed by a term as Immediate Past President.

4.202 President-Elect
The President-Elect shall serve for a single two-year term automatically followed by a term as President.

4.203 Treasurer
The Treasurer shall serve for a single two-year term automatically followed by a term as President-Elect.

4.204 Immediate Past-President
The Immediate Past-President shall serve a single two-year term.

4.30 Vacancies
The Board of Directors shall fill the unexpired portion of the term of in any office vacated because of death, resignation, removal, disqualification or any other cause. In the case of a vacancy in the office of Immediate Past President, the Board shall fill the position with a past president of the Society.

4.40 Resignations
Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect on the date of receipt of such notice, or any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.50 Removal
Any Officer may be removed by a resolution adopted by two-thirds of the Directors then in office.

4.60 Election of the Treasurer
4.601 Eligibility
A candidate for the office of Treasurer shall either be a current Director-at-Large or a past member of the Board of Directors who has not served as President.
4.602 Nomination and Election
The Committee on Nominations will submit a list of candidates for the office of Treasurer for election by the Board of Directors at its interim meeting. On such election, each Director shall have one vote and a majority vote of the Directors present shall be necessary to elect the nominee.

4.70 Officers Responsibilities

4.701 President
a. The President shall perform all duties incident to the office.

b. The President shall serve as chair of the Board of Directors and the Executive Committee upon which he/she shall serve as a voting member.

c. The President shall serve as an ex-officio member without vote on all committees.

d. Except as provided in these bylaws, the President shall appoint all committee chairs and members to vacant positions, subject to approval by the Board of Directors.

e. The President shall perform such other duties as from time to time may be assigned by the Board of Directors.

4.702 President-Elect
a. The President-Elect shall, in the temporary absence of the President, perform the duties of the office of President.

b. Except as otherwise provided in these bylaws, the President-Elect shall appoint committee chairs and members to vacant positions, whose term shall begin with the President-Elect’s term as President, subject to approval by the Board of Directors.

c. The President-Elect shall serve as chair of the Bylaws and Administration Committee.

d. The President-Elect shall perform such other duties as from time to time may be assigned by the Board of Directors.

4.703 Treasurer
a. The Treasurer shall perform all duties incident to the office.

b. The Treasurer shall appoint persons who will serve as Annual Meeting Scientific/Educational Planning Committee chairs during the Treasurer’s term as President, subject to approval by the Board of Directors.

c. The Treasurer shall perform any duties required of a Secretary for the Society.
d. The Treasurer shall serve as the Chair of the Finance Committee and Audit Sub-Committee.

a. The Treasurer shall perform such other duties as from time to time may be assigned by the Board of Directors.

4.704 Immediate Past-President
a. The Immediate Past-President shall serve as the Chair of the Nominations Committee.

b. The Immediate Past-President shall serve as the Chair of the Annual Meeting Oversight Committee.

c. The Immediate Past-President shall serve as the Chair of the Judicial Committee.

d. The Immediate Past-President shall perform such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE V - DIRECTORS

5.10 General Powers
The Board of Directors shall manage the business of the Society.

In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Directors shall exercise all powers of the Society and do all lawful acts and things as are authorized or required by statute to be exercised or done by directors.

5.20 Responsibilities
a. The Board of Directors shall focus on the Society's core mission of education and research.

b. The Board of Directors shall constantly reaffirm the Society's unique niche and not allow its focus to become diffused.

c. The Board of Directors shall be charged with the responsibility of presenting regional anesthesia and pain medicine as important clinical subspecialties to physicians, trainees, colleagues, and industry.

5.30 Composition
The Board of Directors shall consist of four (4) Officers and seven (7) Directors-at-Large.

5.40 Terms
a. The terms of Directors-at-Large shall commence at the close of the annual spring meeting.
b. Six (6) Directors-at-Large shall be elected for a two-year term and one (1) Director-at-Large shall be elected for a one-year term.

c. A Director-at-Large may be elected for consecutive terms, including election to an unexpired term, provided that consecutive service as a Director-at-Large does not exceed five (5) years in total.

d. A member, who has previously served on the Board of Directors for the maximum terms as a Director or Officer, shall be eligible for election to the Board of Directors following a lapse of one year in service on the Board of Directors; provided that the second and final period of service cannot exceed two years.

5.50 Vacancies
Any vacancy in the office of Director-at-Large may be filled for the unexpired term by a majority vote of the Directors present at any regular or special meeting of the Board.

5.60 Resignations
Any Director-at-Large may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect on the date of receipt of such notice, or any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.70 Removal
Any Director-at-Large may be removed by a resolution adopted by two-thirds of the Directors then in office.

5.80 Nominations and Elections
5.801 Eligibility
Candidates for nomination to the office of Director-at-Large must be active members of the Society.

5.802 Nominations and Elections
The Committee on Nominations will solicit from the membership and the Board of Directors suggestions for candidates at an appropriate time as established by the Nominating Committee Chair. The Committee may also solicit additional candidates as appropriate.

The Committee on Nominations will submit a list of candidates to serve as Director-at-Large for election by the Board of Directors at its interim meeting. On such election, each Director shall have one vote and a majority vote of the Directors present shall be necessary to elect the nominee. If no candidate receives a majority of votes, then a runoff vote between the candidates with the second and third highest vote counts will be conducted to determine the final two candidates.
5.90 Meetings of the Board

5.901 Place of Meeting
The Board of Directors may hold its meetings at such places as the Board of Directors may from time to time determine.

5.902 Regular Meetings
The Board of Directors shall meet at each spring and fall meeting of the Society. In addition, there may be interim meetings of the Board on dates established by the Board of Directors.

5.903 Special Meetings
The President, or a majority of the Board of Directors, may call special meetings of the Board of Directors as business may require. Members of the Board of Directors may participate in a special meeting by any means permitted by applicable law.

5.904 Notice of Meetings
Unless required by resolution of the Board of Directors, notice of any regular meeting of the Board shall be provided at least 30 days prior to the meeting. Notice of each special meeting shall be delivered to each member by any means permitted by applicable law at least 48-hours prior to the meeting. Notice is deemed delivered immediately upon documented electronic communication or four days after United States mail postmark. Every such notice shall state the time and place of the meeting, but need not state the purposes of the meeting.

5.905 Waivers of Notice of Meetings
Anything in these Bylaws or any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any Director if the Director waives such notice in writing before or after the meeting. A Director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he/she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.906 Quorum and Manner of Acting
A majority of the members of the Board of Directors in good standing and eligible to vote shall be considered a quorum for the transaction of business at both regular and special meetings of the Board of Directors. The act of a majority of the members of the Board of Directors present at any meeting at which a quorum is present shall be an act of the Board of Directors.

5.907 Consent in Writing
Any action required to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so to be taken shall be signed by all the members of the
Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

**ARTICLE VI – COMMITTEES**

**6.10 Terms**

**6.101 Terms of Committee Chairs**
A Board-level chair is limited to a total of two, two-year terms, unless otherwise specified in these Bylaws. Other chairs are limited to a total of two three-year terms, unless otherwise specified in these Bylaws.

**6.102 Terms of Committee Members**
Committee members shall serve for a single two-year term, unless otherwise specified in these Bylaws, provided that the Board of Directors may remove a committee chair or member at any time by majority vote with or without cause. Staggered terms shall be created in the initial appointment of new committees by dividing the initial appointments as nearly equally as the numbers of members permit among two- and one-year terms. Term of office shall commence upon conclusion of the Spring Meeting.

A member, who has previously served on the committee, shall be eligible for appointment to a second and final period of service.

**6.103 Appointment of Ad Hoc Committee Members**
The President may appoint ad hoc committee members for the purpose of fulfilling temporary needs of the committee. Such ad hoc member tenure shall be limited to the duration of the specific need and shall not exceed the tenure of the office of the President appointing them.

**6.20 Ad Hoc Committees**
The President may appoint Ad Hoc Committees. Such committees shall be limited to the tenure of office of the President appointing them.

**6.30 Committees**

**6.301 Annual Meeting Oversight Committee**
The Committee shall consist of the Immediate Past-President (Chair), the President, the President-elect, the Treasurer and additional members as determined by the President. The Committee shall be responsible for general financial oversight of the annual meetings and workshops.

**6.302 Awards Committees**

**6.3021 The Distinguished Service Award Sub-Committee**
The Distinguished Service Award Sub-Committee shall be composed of at least five members, one Chair and four or more active members of the Society. The committee membership must be an odd number equal to or greater than five. The
members will serve a single three-year term unless otherwise directed by the President.

The Sub-Committee shall receive nominations for the award, review applications, and provide a recommendation to the Board of Directors.

6.3022 The John J. Bonica Award Sub-Committee
The John J. Bonica Award Sub-Committee shall be composed of at least five members, one Chair and four or more active members of the Society. The committee membership must be an odd number equal to or greater than five. The members will serve a single three-year term unless otherwise directed by the President.

The Sub-Committee shall receive nominations for the award, review applications, and provide a recommendation to the Board of Directors.

6.3023 The Gaston Labat Award Sub-Committee
The Gaston Labat Award Sub-Committee shall be composed of at least five members, one Chair and four or more active members of the Society. The committee membership must be an odd number equal to or greater than five. The members will serve a single three-year term unless otherwise directed by the President.

The Sub-Committee shall receive nominations for the award, review applications, and provide a recommendation to the Board of Directors.

6.3024 The Presidential Scholars Award Sub-Committee
The Presidential Scholars Award Sub-committee shall be composed of five or more members, the Immediate Past President, the President and one other Past President, and at least two other members at large. The committee membership must be an odd number equal to or greater than five. The members will serve as directed by the President.

The Sub-Committee shall receive nominations for the award, review applications, and provide a recommendation to the Board of Directors.

6.303 Bylaws and Administration Committee
The Committee shall consist of the President-Elect and any additional Directors as required for revision of the Bylaws and Administrative Procedures.

The President-Elect shall be responsible for ensuring adherence to the Bylaws and Administrative Procedures during Board of Directors meetings. The President-Elect shall work with the Executive Director to ensure timely updating and posting of the Bylaws and Administrative Procedures.
6.304 Communications Committee
The Committee shall consist of a Director-at-Large (Chair) and the Vice-Chairs of the Newsletter Sub-Committee, the Website and Social Media Sub-Committee and the Public Relations Sub-Committee. The Vice-Chairs may serve up to two, three-year terms.

The Committee shall develop and implement optimal communication with the membership and other interested parties as it relates to information, educational products, and other services relevant to the Society.

6.305 Continuing Medical Education Committee
The Committee shall consist of the Chair and five additional members as appointed by the President; with equal representation of regional anesthesia and pain medicine. The Chair shall be a former or current member of the Board of Directors and shall serve up to two three-year terms. The Vice-Chair shall be an active member of the Society and shall serve up to two two-year terms (maximum service as a committee member and Vice-Chair not to exceed six years); the Chair and Vice-Chair shall represent an equal balance of regional anesthesia and pain medicine.

The Committee shall address issues related to Accreditation Council for Continuing Medical Education compliance and overall scientific / educational content of all educational activities sponsored by the Society.

6.306 Executive Committee
The Executive Committee shall be composed of the Officers.

The Executive Committee shall act upon emergency or other measures when time does not permit a meeting of the Board of Directors, and may exercise those powers of the Board of Directors that do not require a two-third (2/3) or greater vote of the Board of Directors for decision. The Executive Committee will promptly report in full to the Board of Directors the proceedings of the Executive Committee.

6.307 Faculty Development Committee
The Committee shall consist of the Chair and five additional members as appointed by the President; with equal representation of regional anesthesia and pain medicine. The Chair shall serve up to two two-year terms. The Vice-Chair shall be an active member of the Society and shall serve up to two two-year terms (maximum service as a committee member and Vice-Chair not to exceed six years); the Chair and Vice-Chair shall represent an equal balance of regional anesthesia and pain medicine.

The Committee shall develop programs, products and/or services to support the needs of new professionals aspiring to be faculty and researchers. The Committee shall collaborate with the CME and Research Committees where appropriate. The Committee shall conduct needs assessment and recommend action to the Board of Directors to improve mentorship and development of new professionals.
6.308 Finance Committee
The Finance Committee shall be composed of the Treasurer (Chair), Immediate Past-President and a former Member of the Board (not serving on the Audit Sub-Committee).

The Committee shall serve to receive, to investigate, to review and to re-evaluate continually all financial affairs of the Society, however initiated, and to report to the Board of Directors at its annual or other meetings pertinent conclusions and recommendations for actions in the area of fiscal management and policy.

6.3081 Audit Sub-Committee
The Audit Sub-Committee shall be composed of the Treasurer (Chair), Immediate Past President, a former member of the Board of Directors (not serving on the Finance Committee), and the Executive Director.

The Committee shall conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.

6.309 Guidelines and Advocacy Committee
The Committee shall consist of the Chair and five additional members as appointed by the President; with equal representation of regional anesthesia and pain medicine. The Chair shall be a former or current member of the Board of Directors and shall serve up to two two-year terms. The Vice-Chair shall be an active member of the Society and shall serve up to two two-year terms (maximum service as a committee member and Vice-Chair not to exceed six years); the Chair and Vice-Chair shall represent an equal balance of regional anesthesia and pain medicine.

The Committee shall address issues related to regulatory advocacy. The Committee shall also address issues related to guidelines, practice advisories, or standards. The Committee shall consider and recommend action to the Board of Directors those proposals for support or partnership that are brought before the Society by external organizations. The Committee shall also conduct needs assessment and recommend action to the Board of Directors regarding new Society initiatives related to these issues.

6.310 Human Resources and Administration Committee
The Human Resources and Administration Committee shall be composed of the President-Elect (Chair), President, Treasurer and a past president.

The Committee shall represent the Board of Directors in all matters pertaining to employment of the Executive Director. The Committee shall support the Executive Director in all matters pertaining to performance evaluation, compensation, and oversight of Society employees. The recommendations of the Committee shall be submitted to the Board of Directors for final approval.
6.311 Industry Relations Committee
The Industry Relations Committee shall be composed of three members. At least one member of the Board of Directors and one active member of the Society shall serve on the Committee. The Chair may be a Director-at-Large or an active member of the Society.

The Committee shall function as a liaison between industry and the Board of Directors.

6.312 Judicial Committee
The committee shall consist of three Past Presidents of the Society. The Immediate Past-President shall serve as Chair.

The committee shall hear and determine disciplinary questions brought before it. All members of this Society whose membership is jeopardized by censure, suspension, or expulsion by an action of this Society other than for non-payment of dues may appeal such action to the Judicial Committee. The findings and recommendations of the Judicial Committee shall be submitted to the Board of Directors for final action.

6.313 Membership Committee
The Committee shall consist of a Chair and seven additional members as appointed by the President.

The Committee shall work with the Executive Director to optimize recruitment and retention of Society members.

6.314 Nominations Committee
The Nominations Committee shall be composed of three members, consisting of the Immediate Past President (Chair), the President, and a Director-at-Large appointed by the President and limited to two one-year terms.

The Committee shall submit the names of potential candidates for the office of Treasurer and Directors-at-Large to be elected at the interim meeting of the Board of Directors.

6.315 Practice Management Committee
The Committee shall consist of the Chair and seven additional members as appointed by the President; with equal representation of regional anesthesia and pain medicine. The Chair shall be an active member of the Society and serve up to two two-year terms. The Vice-Chair shall be an active member of the Society and shall serve up to two two-year terms (maximum service as a committee member and Vice-Chair not to exceed six years); the Chair and Vice-Chair shall represent an equal balance of regional anesthesia and pain medicine.

The Committee shall address issues related practice management and healthcare economic by developing or recommending tools, process and outcome measures, and business standards. The Committee shall collaborate with the Guidelines and Regulatory
Advocacy Committee where appropriate. The Committee shall conduct needs assessment and recommend action to the Board of Directors regarding new Society initiatives related to these issues.

6.316 Research Committee
The Committee shall consist of a current or former Board member (Chair) and nine members appointed by the President; with equal representation of regional anesthesia and pain medicine. The Vice-Chair shall be an active member of the Society and shall serve up to two two-year terms (maximum service as a committee member and Vice-Chair not to exceed six years); the Chair and Vice-Chair shall represent an equal balance of regional anesthesia and pain medicine.

The committee shall solicit and review grant applications for Koller and Pain Research grants. The committee shall also solicit and review for the Young Investigator and Graduate Student Research Grants. All Research Grants will be reviewed by a minimum of five members. The committee shall recommend to the Board of Directors which applications shall be funded and at what dollar amounts.

6.317 Resident Section
The Committee shall consist of two faculty advisors, one from each subspecialty, appointed by the President. The faculty advisors shall serve up to two three-year terms. The Resident Section shall also elect a Chair and Chair-Elect. The term of each chair office is one year.

The Resident Section shall coordinate trainee activity in the Society.

6.318 Scientific / Educational Planning Committees
The Scientific / Educational Planning Committees shall organize and direct all aspects of the scientific programs of the spring regional anesthesiology and acute pain medicine and fall pain medicine meetings, and such other educational meetings that the Board of Directors may from time to time authorize.

ARTICLE VII - JOURNAL
The Society shall publish a peer reviewed scientific journal.

7.10 Editor-in-Chief
The Editor-in-Chief shall be responsible for all editorial decisions pertinent to the journal. The Editor-in-Chief shall report annually on the state of the journal to the Board of Directors or as requested to do so by the President. The Editor-in-Chief shall ensure editorial independence from the Board of Directors.

7.20 Terms
The Editor-in-Chief shall serve up to two, five-year terms.
7.30 Vacancy
Any vacancy in the office of Editor-in-Chief may be filled for the unexpired term by a majority vote of the Directors at any regular or special meeting of the Board.

7.40 Removal
The Editor-in-Chief may be removed by a resolution adopted by two-thirds of the Directors then in office.

7.50 Nomination and Election
7.51 Eligibility
The Editor-in-Chief shall be a North American member of the Society.

7.52 Nomination and Election
The current Editor-in-Chief will solicit from the Editorial Board and the Board of Directors nominations for his or her replacement at least six-months prior to the expiration of his or her final term. The Editor-in-Chief may also name additional nominees as appropriate.

At election, each Director shall have one vote and a majority vote of the Directors present shall be necessary to elect the nominee.

7.60 Publication
The Society shall employ or retain a publisher that will be responsible for the journal’s publication and distribution. The Editor-in-Chief shall be responsible for identifying the ideal publisher for these duties. The Board of Directors shall approve all financial contracts related to the journal’s publication.

ARTICLE VIII - LIMITATION ON LIABILITY AND INDEMNIFICATION

8.10 Right to Indemnification
To the extent authorized by applicable law, every person and their heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrate or investigative, or was or is the subject of any claim, and whether or not by or in the right of Society, by reason of his/her being or having been a Director or Officer of the Society, or by reason of their having served or serving on a committee of the Society shall be indemnified by the Society against expenses (including attorneys' fees,) judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually and reasonably incurred by them in connection with, or resulting from, such action, suit, proceeding or claim, if he/she acted in good faith and in the manner he/she believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful, provided that no indemnification shall be made in respect of any claim, issue or matter as to which he/she shall have been adjudicated to be liable to the Society (i) brought by or in the right of the Society or (ii) in any other proceeding charging improper personal benefit for him/her, whether or not involving actions in his/her
official capacity, in which he/she is adjudged liable on the basis that such personal benefit was improperly received by him/her; unless, and only to the extent, in any such case that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, he/she is fairly and reasonably entitled to indemnity. The termination of any such action, suit or proceeding by judgment, order or conviction, or upon a plea of nolo contendere or its equivalent, or by settlement, shall not of itself create a presumption that any such person did not act in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Society.

8.20 Determination of Right to Indemnification
Any indemnification under the preceding paragraph (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because he/she had met the applicable standard of conduct set forth in the said paragraph. Such determination may be made either (i) by the Board of Directors of the Society by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members.

8.30 Expenses Prior to Indemnification
Expenses (including attorneys' fees) incurred by or in respect of any such person in connection with any such action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, may be paid by the Society in advance of the final disposition thereof upon receipt of an undertaking by, or on behalf of, such person to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Society.

8.40 Indemnification of Additional Employees
The Board of Directors of the Society shall have the power, generally and in specific cases, to indemnify its other employees and agents to the same extent as provided in this Article with respect to its Director and Officers.

8.50 Additional Rights to Indemnification
The provisions of this Article are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by law to the Society to indemnify any such person and to purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by them in any capacity referred to in this Article or arising out of their status as serving or having served in any such capacity (whether or not the Society would have the power to indemnify against such liability.)

8.60 Enforceability
If any provision of this Article shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Society may have under the laws of the Commonwealth of Virginia.

Article IX - General Provisions
9.10 Amendments
Proposed amendments to the Bylaws of the Society shall be presented to the Board of Directors in writing at least 72 hours prior to their consideration.

The Board of Directors by a two-thirds (2/3) vote thereof shall have the power to make, alter, amend or repeal the Bylaws of the Society at any face-to-face regular or special meeting thereof. The Executive Committee shall not exercise this power.

Amended by the ASRA Board of Directors
September 21, 2013
November 12, 2014
May 13, 2015
November 18, 2015
January 23, 2016
March 30, 2016
September 23, 2016
November 20, 2016
September 23, 2017
April 22, 2018