

TABLE OF CONTENTS

SECTION I -- BYLAWS	Pages B1 - B17
SECTION II -- RULES	Pages R1 - R39
SECTION III -- PROCEDURES	Pages P1 - P7
INDEX	Pages I1 - I6
APPENDIX POLICY RESOLUTIONS	Pages PR1 - PR24
GOVERNANCE UNIT STANDARDS	

SECTION I

ARTICLE B1	- NAME	Page 4
B1.1	- Corporate Name	4
ARTICLE B2	- OBJECT	Page 4
B2.1	- Objectives	4
ARTICLE B3	- MEMBERS	Page 4
B3.1	- Membership Grades	4
B3.2	- Rights and Privileges of Membership Grades	4
B3.3	- Qualifications for Membership Grades	5
(a)	Fellows	5
(b)	Members	5
(c)	Emeritus Members	5
(d)	Honorary Life Members	6
(e)	Student Members	6
(f)	Library Members	6
(g)	Organization Members	6
(h)	Friends of ANS	6
B3.4	- Membership Status	6
B3.5	- Voting Member	6
B3.6	- Right to Present Papers	6
ARTICLE B4	- FISCAL	Page 6
B4.1	- Payments	6
B4.2	- Fiscal Year	6
B4.3	- Withdrawal of Funds	7
ARTICLE B5	- CORPORATE OFFICERS	Page 7
B5.1	- Elected Officers	7
B5.2	- Membership Grade Requirements	7
B5.3	- Terms of Office	7
B5.4	- Duties of President and Vice-President	7
B5.5	- Duties of the Treasurer	8
B5.6	- Immediate Past President	8
B5.7	- Eligibility for Re-election	8
B5.8	- Vacancies	9
B5.9	- Compensation Restrictions	9
B5.10	- Executive Director	9
B5.11	- Duties of the Executive Director	9
ARTICLE B6	- BOARD OF DIRECTORS	Page 10
B6.1	- Delegation of Powers	10
B6.2	- Composition	10
B6.3	- Membership Grade Requirements	10
B6.4	- Representation on Board	10
B6.5	- Directors Elected-at-Large	11
B6.6	- Term of Office	11
B6.7	- Duties of the Board of Directors	11
B6.8	- Eligibility for Re-election	11
B6.9	- Vacancies	12

B6.10	- Quorum	12
B6.11	- Compensation Restrictions	12
ARTICLE B7	- STANDING AND SPECIAL COMMITTEES	Page 12
B7.1	- Standing Committees	12
B7.2	- Special Committees	12
B7.3	- Representation on Committees	12
B7.4	- Minutes	13
ARTICLE B8	- MEETINGS.....	Page 13
B8.1	- Annual Meeting	13
B8.2	- Voting at Annual Meeting	13
B8.3	- Business, Special and Other Meetings	13
B8.4	- Quorum	13
B8.5	- Questions	13
B8.6	- Referenda	14
B8.7	- Notice of Meetings	14
ARTICLE B9	- CONSTITUENT UNITS	Page 14
B9.1	- Authorization	14
B9.2	- Objectives	14
B9.3	- Records	15
B9.4	- Limitation of Authority	15
B9.5	- Dissolution	15
ARTICLE B10	- PUBLICATIONS AND PAPERS.....	Page 15
B10.1	- Authorization	15
B10.2	- Preference to Members' Contributions	15
ARTICLE B11	- EXPRESSION OF SOCIETY POSITION	Page 15
B11.1	- Limitations	15
ARTICLE B12	- INDEMNIFICATION	Page 16
B12.1	- Indemnification	16
B12.2	- Insurance	16
ARTICLE B13	- AMENDMENTS.....	Page 16
B13.1	- Bylaws	16
B13.2	- Rules	16
B13.3	- Procedures	17
B13.4	- Publication and Distribution	17
ARTICLE B14	- RULES OF CONDUCT	Page 17
B14.1	- Rules of Conduct	17
B14.2	- Definition of Written Document	17
ARTICLE B15	- DISSOLUTION	Page 17
B15.1	- Dissolution	17

ARTICLE B1 - NAME

B1.1 - Corporate Name

The corporate name of this organization is the AMERICAN NUCLEAR SOCIETY, Incorporated, ⁴⁶incorporated under the Not-for-Profit Corporation Law of New York, and hereinafter designated as the Society, and its abbreviated title is ANS.

ARTICLE B2 - OBJECT

B2.1 - Objectives

The objectives of the Society are:

- (a) to promote the advancement of science and engineering relating to the atomic nucleus, and of allied sciences and arts;
- (b) to aid in the integration of the several disciplines constituting nuclear science and technology;
- (c) to encourage research in nuclear science and technology and in allied fields;
- (d) to establish scholarships, grants, and awards useful in furthering the foregoing objectives;
- (e) to hold meetings for the presentation and discussion of scientific and technical papers;
- (f) to prepare and disseminate information related to nuclear science and technology through journals, books, pamphlets, reports, and other informational media appropriate to a professional scientific and technical society;
- (g) to cooperate with governmental agencies, educational institutions, and other organizations having the same or similar purposes; and
- (h) to engage in such other activities as may be appropriate for the fulfillment of the objectives of the Society.

ARTICLE B3 - MEMBERS

B3.1 - Membership Grades

The membership of the Society shall consist of Fellows, Members, Emeritus Members, Honorary Life Members,⁵⁴ and Student Members, hereafter referred to as 'members'. In addition, there shall be Library Members, Organization Members, and Friends of ANS.⁵⁵

B3.2 - Rights and Privileges of Membership Grades

⁵⁴Members shall be entitled to all rights and privileges of membership in the Society, except as otherwise specified in these Bylaws.⁴⁹

⁴⁸Student Members of the Society may vote in ¹⁰¹ ¹⁰² Division or Technical Group elections.¹⁰¹

Library Members, Organization Members, and Friends of ANS⁵⁵ shall be non-voting and ineligible for holding office or serving on any committee of the Society.

B3.3 - Qualifications for Membership Grades

Qualification for the several grades of membership shall be determined in accordance with the following principles:

- (a) Fellows - persons at least 35 years of age or possessing at least ten (10) years of professional experience, who, ⁶⁹at the time of nomination must ²⁹ have been a member in Good Standing of the Society for at least five (5) ⁶⁹continuous years ⁶⁹immediately prior to nomination, who shall have acknowledged scientific, engineering, or leadership⁵⁵ attainments, and who shall have advanced the science or art of nuclear technology by (1) notable original research or invention in the nuclear field, or (2) scientific or technical leadership in a nuclear enterprise of substantial scope, or (3) outstanding leadership as a teacher in the nuclear field, or (4) outstanding leadership in design, engineering, and operating efforts in the nuclear field, or (5) outstanding efforts in the areas of nuclear health, safety, and regulation.
- (b) Members - persons who are now engaged in activities in one or more of the fields of nuclear science and engineering or allied fields, and who shall meet at least one the following requirements:
 - (1)⁵⁴ Hold an academic or⁵⁵ associate's degree from a recognized institution in the field of nuclear science or engineering or allied fields⁵⁴ (or equivalent as approved by the Membership Committee.)⁵⁵
 - (2)⁵⁴ Have not less than one (1) year⁵⁴ of responsible technical or scientific experience in the field of nuclear science or engineering or allied fields.
 - (3)⁵⁴ Have a recognized record of attainment or leadership in some science, profession, or branch of industry relevant to nuclear science and technology.
- (c) Emeritus Members - retired persons who shall have held ⁹Fellow or Member grade for not less than ten (10) years and who are either sixty (60) years of age or older or for whom, because of ill health, this age requirement has been waived.
- (d) Honorary Life Members -all persons at the end of the year in which they retire from active professional employment who have either 1) held Student,

Associate, Member, Emeritus or Fellow grade for not less than forty (40) years in the year in which they retire, or 2) have served as past Society President.

- (e)⁵⁴ Student Members - persons regularly enrolled and pursuing an approved scientific or engineering curriculum in a school having, or eligible to have, a Student^{49 48}Section of the Society, or in the Naval Nuclear Power School, or in a similar institution approved by the Board of Directors.
- (f)⁵⁴ Library Members - libraries, associations, or other bodies that own collections of books, manuscripts, reports, periodicals, or other publications for use by their members or the public.
- (g)⁵⁴ Organization Members - corporations, companies, societies, associations, educational institutions, governmental agencies, governmental laboratories, subdivisions of the foregoing, or other bodies that are engaged in activities consistent with the objectives of the Society.
- (h)⁵⁵ Friends of ANS - Persons interested in nuclear science and technology, but do not work in nuclear science or engineering or allied fields.

B3.4 - Membership Status

A member in good standing is defined as being one who has paid his membership dues and subscription charges.

B3.5 - Voting Member

A voting member is defined as a Fellow, Member, Emeritus Member, ¹⁰¹Honorary Life Member^{54, 102} or Student Member who is a member in good standing.

B3.6 - Right to Present Papers

Every ⁵⁴member shall have the right, subject to the Rules and Procedures established under these Bylaws, to present a paper on original research or development work for which the member⁵⁴ is solely or chiefly responsible, at any scheduled technical meeting of the Society.

ARTICLE B4 - FISCAL

B4.1 - Payments

The entrance fee, membership dues, subscription charges, and procedures for payment shall be as prescribed in the Rules and Procedures.

B4.2 - Fiscal Year

The fiscal year of the Society shall coincide with the calendar year.

B4.3 - Withdrawal of Funds

Funds from Society accounts shall be withdrawable on the signatures of the designated officers or of other individuals designated by the Board of Directors.

ARTICLE B5 - CORPORATE OFFICERS

B5.1 - Elected Officers

The affairs of the Society shall be administered by the officers under these Bylaws and Rules. The elected corporate officers of the Society shall be a President, a Vice-President, and a ⁹Treasurer. They shall be elected^{41 20} by secret ballot cast by voting members as specified in the Bylaws, Rules and Procedures. The candidate receiving the ⁴⁹majority of votes shall be elected. ⁴⁸In the event that three or more candidates are on the ballot and no single candidate receives a majority of the votes cast, a second ballot will be held between the two candidates receiving the highest number of votes. ⁴⁸In the event of a tie ⁴⁸in an election between two candidates, the Board of Directors shall decide the vote.^{49 46}The Immediate Past President shall be included as an elected corporate officer *ex officio* by virtue of having served as President and Vice President/President-Elect.

B5.2 - Membership Grade Requirements

The elected corporate officers shall be either Fellows, Members, or Emeritus Members of the Society.

B5.3 - Terms of Office

The President and the Vice President shall hold office for one (1) year and the Treasurer for a term of two (2) years, or until a successor has been installed. Each year of a term of office shall begin at the close of the ¹⁰⁰Annual Meeting of the Society and shall terminate at the end of the corresponding meeting the following year.

B5.4 - Duties of the President and Vice President

- (a) The President shall have general supervision of the affairs of the Society. He shall be the regular presiding officer at meetings of the Board of Directors, of the ⁴⁷elected corporate officers, and of the Society. The President may assign to the Vice-President part of the executive authority, administrative responsibilities, and other duties of his office. Such transfer shall be established by mutual agreement between the two officers, subject to approval by ⁴⁵ the Board of Directors. In the absence or disability of the President, his duties shall be performed by the Vice-President, or in the absence of the Vice-President, by any member of the Board of Directors designated by the Board.
- (b) The President shall be an ex officio member of each committee, except the Nominating Committee.
- ⁴⁸ (c) The President shall ensure that at least two (2) candidates are on the ballot for each position to be filled by election.
- ⁴⁹ (d) The President shall appoint members to the Standing and Special Committees of the Society, except the ⁴⁷Nominating Committee, and shall also establish Special Committees unless otherwise stipulated in these Bylaws or prescribed by the Board of Directors.

- ⁴⁹ (e) The President, subject to authorization by the Board of Directors, may appoint additional members to any Standing Committee, to serve for terms consistent with those of other members appointed to the same committee (Bylaw Article B7).
- ⁴⁹ (f) The President shall deliver an address at the Annual Meeting each year, and shall submit to the Board of Directors for the annual report a report to the members on the condition of the Society.

B5.5 - Duties of the Treasurer

- (a) The Treasurer shall exercise supervisory control over the books and accounts of the Society and the collection and deposit of all dues, fees, charges, and other obligations owed to the Society. All funds received by the Society shall be deposited in accounts established in the name of the Society.
- ⁴⁴ (b) The Treasurer shall authorize all investments of Society funds in accordance with the investment strategy approved by the Board of Directors.
- (c) The Treasurer shall be responsible for approving such expenditures as are authorized by the Board of Directors or by the Society, ⁴⁴and shall be responsible for action on applications or for transfer.
- (d) The Treasurer shall submit an annual report, a budget, and such other financial reports as may be prescribed by these Bylaws and by the Board of Directors.
- (e) The Treasurer shall receive and distribute the independent annual audit, and disseminate such other financial statements and reports as may be stipulated by the Board of Directors.
- (f) If required by the Board, the Treasurer shall give a surety bond for the faithful discharge of his duties; the cost of such a bond to be paid by the Society.
- ⁴⁴ (g) The Treasurer shall serve as Chair of the Finance Committee.

⁴⁶**B5.6 – Immediate Past President**

Upon completion of his term as president, the President shall serve as Immediate Past President for a term of one year until a successor assumes the office at the completion of the successor's term as President. The Immediate Past President shall serve as a member of the elected corporate officers, and carry out such duties as may be assigned under these bylaws, or by the President or Board of Directors.

⁴⁷**B5.7 - Eligibility for Re-election**

The President shall not be eligible for election to two (2) consecutive full terms. The Vice President, at the time of his election, shall be designated President-elect and at the expiration of his term as Vice President will automatically succeed to the office of President.

The Treasurer shall not be eligible for election to more than two (2) consecutive full terms. In addition, elected officers shall be ineligible for election as Director elected-at-large for a period of one (1) year.

⁴⁷**B5.8 - Vacancies**

⁴⁸Except in the case of a vacancy in the office of President or Past President, any vacancy occurring ⁴⁹among the elected corporate officers shall be filled by election by the Board of Directors for the unexpired term.⁴⁹ ⁴⁸A vacancy in the office of President shall be filled by the Vice President/President Elect, who shall serve as president for the remainder of that year as well as for the following year. ⁴⁶A vacancy in the position of Past President shall be filled by appointment, by the Directors then serving, of the most recent Past President who is available and willing to fulfill the term.⁴⁹ ⁴⁸For all other vacancies, the Board of Directors may elect a replacement. Alternately, the Board of Directors may, at its sole discretion, call an election of the voting members of the Society. In the event that the vacancy is in the office of Vice President/President Elect, the newly elected officer shall hold office for the unexpired term, that is the remainder of the year as Vice President/President Elect and the following year as President. Such election⁴⁹ to fill a vacancy shall not render an officer ineligible for re-election under the limitations imposed in ⁴⁷B5.7.

⁴⁷**B5.9 - Compensation Restrictions**

No elected corporate officer shall receive, directly or indirectly, any salary, compensation, emolument, or traveling expenses from the Society, unless authorized under the Rules or by the Board of Directors.

⁴⁷**B5.10 - Executive Director**

The Executive Director shall be the chief administrative officer of the Society under the direction of the President and the Board of Directors. ⁴⁴The Executive Director shall direct and control the day-to-day operations of the Society and the operations of its headquarters organization. He shall be appointed by the Board of Directors, and shall continue in this office until his successor shall be appointed. He shall act as Corporate Secretary of the Society, shall be paid a salary fixed by the elected corporate officers ⁴⁴within a range set by the Board of Directors, and shall be subject to removal by a two-thirds (2/3) vote of the entire Board, cast by secret ballot.

⁴⁷**B5.11 - Duties of the Executive Director**

- (a) The Executive Director shall attend the business meetings of the Society, meetings of the Board and of the ⁴⁷elected corporate officers, and shall arrange for recording the proceedings. He shall take part in the deliberations of the Board, but shall not have a vote therein.
- (b) The Executive Director shall conduct, and under the supervisory control of the Treasurer, shall be responsible for the financial operation and procedures of the Society, as specified in the Rules and Procedures. ⁴⁵All disbursements shall be made within the budget(s) ⁴⁵recommended by the Finance Committee and ⁴⁴as approved by the Board of Directors. Any disbursements which are required to be made outside of the approved budget(s) shall be subject to review and recommendation of the Finance Committee and approval of the Board of Directors.
- (c) The Executive Director shall conduct the correspondence of the Society, and shall keep full records thereof. He shall be in responsible charge, under the

President and the Board of Directors, of all the property of the Society. He shall, with the approval of the Board, employ such editorial, operating, and clerical force as may be necessary, and he shall be responsible for the work of all employees of the Society.

- (d) The Executive Director shall perform such other duties as may be assigned to him. Unless otherwise authorized by the Board of Directors, his entire time shall be devoted to the affairs of the Society.

ARTICLE B6 - BOARD OF DIRECTORS

B6.1 - Delegation of Powers

The Society shall be ⁴⁵governed by a Board of Directors under these Bylaws and in accord with the provisions of the laws under which the Society is incorporated. The Board of Directors shall, except as otherwise provided in these Bylaws, be responsible for management of the business of the Society, acting itself or through the officers and committees. The Board shall act primarily as a deliberative body responsible for establishing Society policies and formulating the general framework within which those policies will be implemented. The Board may delegate any or all of its powers, subject only to such limitation as may be prescribed by law, to ⁴⁷the elected corporate officers. The ⁴⁷elected corporate officers shall conduct the affairs of the Board of Directors between its meetings and shall perform such other functions as specified in the Bylaws and Rules.

²B6.2 - Composition

The members of the Board shall consist of the elected corporate officers, ⁴⁵the immediate Past President, and Directors elected-at-large⁴¹ by secret ballot cast by voting members.¹⁰¹ ⁴⁵The number of ⁷⁹US Resident ⁶⁴Directors elected-at-large shall be twelve (12), the number of non-US resident Directors elected-at-large shall be three (3)⁷⁸, and the number of Student Directors shall be one (1). ¹⁰²The Student Director shall have the right to vote. The Executive Director shall be a non-voting member of the Board of Directors.

B6.3 - Membership Grade Requirements

The Directors elected-at-large shall be Fellows, Members, or Emeritus Members of the Society in good standing. ⁴³Student Director ⁶⁹candidates shall be undergraduate (at least third year with declared major) or graduate student members of a ⁴⁹Student Section (1 year minimum membership) and student member of ANS National in good standing.

²B6.4 - Representation on Board

The Board of Directors ⁶⁹elected-at-large shall in principle ⁴⁵consist of members who are considered highly competent and possess a broad familiarity with the Society and its activities.

²B6.5 - Directors Elected-at-Large

Names of nominees for Director elected-at-large shall be identified on the ballot as either US resident or non-US resident candidates. The number of US resident Directors and the number of non-US resident Directors to be selected shall be indicated.

B6.6 - Term of Office

The Directors elected-at-large shall serve for a period of three (3) years, beginning at the close of the ¹⁰⁰Annual Meeting of the Society and expiring at the end of the ¹⁰⁰third consecutive Annual Meeting thereafter. The terms of office shall be such that approximately one-third (1/3) of the Directors elected-at-large are elected each year.

⁴⁴The Student Director shall serve for a period of two (2) years, beginning and expiring at the Annual Meeting, as described above. ⁴⁵

B6.7 - Duties of the Board of Directors

- ⁴⁴ (a) The Board shall meet ⁷⁴ ⁷⁵two (2) or more times a year face-to-face ⁷⁴; in conjunction with ANS national meetings. ⁷⁴ ⁷⁵Additional Board meetings may be convened at the direction of the President, or upon the request of five (5) or more Directors, and can be held independent of national meetings. In addition, the Board may conduct conference call meetings as needed on issues that require prompt attention.
- (b) The Board of Directors may delegate any or all operational duties to the officers and to appropriate committees that are composed of Directors and officers elected by the voting members of the Society, except on matters concerning censure or expulsion of members in good standing.
- (c) The Board of Directors shall be responsible for instituting a set of Rules under these Bylaws, to govern the operation of the Society. Such Rules shall be adopted by affirmative vote of not fewer than three-fourths (3/4) of the Directors in meeting assembled, or by not fewer than two-thirds (2/3) of all Directors if balloting is by mail. The text of the proposed Rules shall be furnished to each member of the Board of Directors at least ten (10) days before the meeting at which such vote is to be taken, or twenty (20) days before the time limit specified for returning ballots by mail.
- (d) The Board of Directors may authorize the Treasurer and the Executive Director to pay certain specified routine expenses in advance of approval by the Finance Committee.
- (e) The Board of Directors shall make an annual report of the activities and finances of the Society, and of other matters as required by law, to the members of the Society at the Annual Meeting.

B6.8 - Eligibility for Re-election

The Directors elected-at-large shall not be eligible for election to more than two (2) consecutive full terms. ⁴⁴Student Directors shall not be eligible for election to more than one term as Student Director.

B6.9 - Vacancies

Any vacancy in ⁴⁵a position of ⁴⁵U.S. resident Director elected-at-large shall be filled by the election of a ⁴⁵U.S. resident Fellow, Member, or Emeritus Member to the vacated position by the Directors then serving. ⁴⁴Any vacancy in a position of non-U.S. Director

elected-at-large shall be filled by the election of a non-U.S. resident Fellow, Member, or Emeritus Member to the vacated position by the Directors then serving. Any vacancy in the position of Past President shall be filled by appointment, by the Directors then serving, of the most recent Past President who is available and willing to fulfill the term. ⁴⁴Any vacancy in the position of Student Director shall be filled by appointment by the Board of Directors from nominations by the Student ⁴⁹Sections Committee. Such election or appointment by the Board of Directors to fill an unexpired term of office shall not render a Director ineligible for re-election under the limitations imposed in B6.8.

B6.10 - Quorum

A quorum of the Board of Directors shall be ⁴⁵seven (7) Directors⁴⁷. The President shall not cast a vote except to resolve a tie.

B6.11 - Compensation Restrictions

No Director shall receive, directly or indirectly, any salary, compensation, emolument, or traveling expenses from the Society, unless authorized under the Rules or by the Board of Directors.

ARTICLE B7 - STANDING AND SPECIAL COMMITTEES

B7.1 - Standing Committees

Standing Committees shall be established to further the aims of the Society. Members of these committees shall be appointed by the President, except as otherwise determined by the Board of Directors. Committee Chairs⁶⁴ shall have the power, subject to approval by the President, to designate subcommittees of which the chairs⁶⁴ shall be members of the respective parent committee, except as otherwise provided in the Rules. Unless otherwise specified⁶⁵, members of Standing Committees shall not be eligible to serve on the same committee for more than three (3) consecutive terms if the term is one (1) or two (2) years, nor more than two (2) consecutive terms if the term exceeds two (2) years, unless in the judgment of the President specific benefits will accrue to the Society from additional terms of service. The chair and vice-chair of each standing committee are appointed for a period of one (1) year, not to exceed three (3) successive terms.⁶⁵ The scope and composition of these committees is as set forth in the Rules.

B7.2 - Special Committees

Special Committees may be established by the President for the purpose of advancing the objectives of the Society. Special Committees appointed by the President may be abolished by him or by action of the Board of Directors.

B7.3 - Representation on Committees

It shall be the guiding principle of the Society, its officers and Board of Directors, to provide opportunities in the conduct of the affairs of the Society among the various disciplines and branches of nuclear science and technology by appropriate representation on Standing and Special Committees.

B7.4 - Minutes

Minutes of the meetings of committees of the Society shall be recorded. Copies of these

minutes shall be filed with the Executive Director.

ARTICLE B8 - MEETINGS

B8.1 - Annual Meeting

²³The Annual Meeting of the members shall be held for the exchange of technical information, and the transaction of other business. This multi-day Annual Meeting ¹⁰⁰after which the newly-elected corporate officers and Directors elected-at-large shall begin their terms of office, shall be held in June, or alternatively in May or July of each year. The incoming President and the Board of Directors shall make necessary appointments before adjournment, or as soon as practicable thereafter. A report of activities of the Society shall be submitted by the Board of Directors including reports by the President, Executive Director, and Treasurer, by Standing Committees, and by such Special Committees as may be directed by the President or the Board of Directors to render reports.

B8.2 - Voting at Annual Meeting

Voting at the Annual Meeting for business purposes⁴² by voting members may be in person or by signed proxy filed with a person entitled to vote or with the⁹Executive Director before the meeting at which it is to be voted. Members desiring to vote by proxy shall title and state their proxies to be irrevocable in accordance with the agreement among members stated thereon. Those holding proxies shall keep the ballots of their principals secret.

²³**B8.3 - Business, Special and Other Meetings**

A Business Meeting shall be held during the Annual Meeting for the purpose of providing the President's, Treasurer's, and other appropriate reports and transacting other Society business, if any. Special meetings of the Society for transaction of business may be called by the Board of Directors by advance⁹⁶ notice, stating the specific object thereof, distributed⁹⁶ to each voting member at least ten (10) days prior to the meeting date. Other meetings of the Society at which no business affecting the organization or policy of the Society shall be transacted, may be held at such times and places as the Board shall select.

B8.4 - Quorum

²³A quorum for the transaction of business requiring general membership action during the Annual, other National, and/or Special Meetings shall consist of not fewer than ten (10) percent of the qualified voters, or 1000 qualified voters, whichever is less; who are present either in person or by proxy. Proxies shall be divided evenly among the three (3) elected officers unless otherwise stipulated by the member assigning the proxy.

B8.5 - Questions

At any business meeting of the Society at which a quorum is present, the submission of questions to the membership for letter ballot may be authorized by a majority vote of the voting members present, including all proxies.

B8.6 - Referenda

Submission of questions to the membership for letter ballot, ²³other than that authorized at the Business Meeting during the Annual, other National, or Special Meetings of the Society, may be requested in writing by not fewer than ten (10) percent of the Society's voting

members. Such questions shall be presented in a prescribed form to the Executive Director who shall distribute copies to the voting members. Voting shall be by secret mail ballot. In the event of a tie the Board of Directors shall decide the vote.

B8.7 - Notice of Meetings

A notice of meetings, except as provided for Special Meetings, shall be mailed to each voting and non-voting member at least thirty (30) days before the date of that meeting. Announcement of all meetings of the Society shall be made in an appropriate Society publication.

ARTICLE B9 - CONSTITUENT UNITS

B9.1 - Authorization

The Board of Directors may authorize the organization of ⁹Local Sections, Technical Groups and Professional Divisions, and Student ⁴⁹Sections within the Society, ⁴⁴inside the U.S. It may also authorize the organization of Local Sections outside the U.S.

In addition, the Board may designate national societies outside the U.S. as Affiliated National Societies.

- (a) Each ⁸⁵ ⁴⁵Constituent units ⁴⁴of the Society located inside the U.S. shall be governed by the ⁸⁵Society's Standard Bylaws⁸⁴ ⁸⁵appropriate to that constituent unit, ⁸⁵and by the Rules of the constituent unit, which shall be in accord with the provisions of the Certificate of Incorporation and the Bylaws and Rules of the Society.
- ⁴⁴ (b) Local Sections of the Society outside the U.S. and Affiliated National Societies shall be governed by their Bylaws and Rules which shall be in accord with the Bylaws and Rules of the Society, unless otherwise explicitly agreed by the Board of Directors notably for specific points involving the National Laws of these Local Foreign Sections or Affiliated National Societies.

B9.2 – Objectives

- (a) The object of each Local Section shall be the active furtherance in its locality, as defined in the Rules, of the objectives of the Society.
- (b) The object of each Technical Group and Professional Division shall be to provide, through a group of members of any grades particularly interested in an area of nuclear science or technology within the scope of the Society's activities, means for promoting the sciences and arts of that area.
- (c) The object of each Student ⁴⁹Section shall be the active furtherance of the objectives of the Society. The principal role of the Section shall be to provide to students a means for professional development and a focal point for interchange of information in the area of nuclear science and technology.

- ¹⁰(d) The object of each Affiliated National Society shall be to promote in that country the advancement of science and engineering relating to the atomic nucleus, and of allied sciences and arts.

B9.3 - Records

Minutes of the ⁶⁹business meetings of constituent units of the Society shall ⁹be recorded. Copies of these minutes for units within the U.S. shall be filed with the Executive Director. Units outside the U.S. shall file annual reports in the English language, in lieu of minutes, with the Executive Director.

¹⁷**B9.4 - Limitation of Authority**

No action, obligation, or expression of a constituent unit shall be considered an action, obligation, or expression of the Society as a whole. ⁶⁴Any publication issued by a constituent unit⁶⁵ shall be imprinted⁶⁴ with a statement that the constituent unit assumes sole responsibility⁶⁵ regarding an action, obligation, or expression with respect to the Society, issued by a constituent unit.

B9.5 - Dissolution

Any constituent unit may be dissolved at the discretion of the Board of Directors of the Society.

ARTICLE B10 - PUBLICATIONS AND PAPERS

B10.1 - Authorization

The journals, proceedings, periodicals, books, pamphlets, reports, and other publications prepared under the auspices of the Society shall be issued in such manner as the Board of Directors may authorize.

B10.2 - Preference to Members' Contributions

Contributions by members to publications managed solely by the Society shall be given preference over those submitted by non-members, when space limitations in the publications require.

ARTICLE B11 - EXPRESSION OF SOCIETY POSITION

B11.1 - Limitations

Neither the Society, its officers and Directors, its constituent units, nor individual members (whatever their status or position in the Society) shall represent any opinion or position in any matter technical or nontechnical as being the official position of the Society or any of its subdivisions without the prior approval of the Board of Directors. ^{45 88}However, ⁸⁸on local matters ⁸⁹Local Sections may represent the official position of the Local Section upon the approval of the Local Section's⁸⁸ Executive Committee, and ⁹after consultation with the Society's ^{47 88} Public Policy Committee, ^{88 89}or the Executive Director of the Society. ⁸⁸Affiliated National Societies ⁸⁹may, on national matters ⁸⁸represent the official position of the Affiliated National Society when it is made clear that it is not necessarily an expression of an American Nuclear Society position.

ARTICLE B12 - INDEMNIFICATION

B12.1 - Indemnification

Any person or his heirs, executors, administrators or assigns, made a party to any action, suit, or proceeding by reason of the fact that such person was an officer, Director, or employee of the Society shall be indemnified by the Society against reasonable⁹ expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, so long as, in the opinion of a majority of the Board of Directors, such person's actions were made in good faith, for purposes reasonably believed to be in the best interests of the Society and reasonably not believed to be unlawful. If such is the opinion of a majority of the Board of Directors, it shall not be a bar to indemnification that such person settled the matter or case, pled nolo contendere, had judgement entered against him or was convicted.

⁴⁶B12.2 - Insurance

The Society may purchase liability insurance to indemnify the Society, and its officers and directors, against any liabilities incurred as a result of indemnification under this Article B.12, and as permitted by New York law.

ARTICLE B13 - AMENDMENTS

B13.1 - Bylaws

Amendments to these Bylaws may be proposed by the Board of Directors, in session or by mail,⁹⁷ email, or by petition to the Board and signed by not fewer than ten (10) percent of the voting members of the Society. Amendments may also be initiated by the Bylaws and Rules Committee in consultation with officers of the Society or with chairmen of Standing Committees. Such proposed amendments shall be referred to the Bylaws and Rules Committee, which shall submit recommendations thereon to the Board of Directors, after consultation with legal counsel, if deemed necessary. If the Board finds the amendment(s) in accord with the objectives of the Society and of the laws under which the Society is organized, the amendment(s) shall be distributed⁹⁶ with an electronic or mail ballot⁹⁶ to each voting member. The adoption of an amendment shall require the affirmative votes of not fewer than two-thirds (2/3) of the members voting, and the total vote shall not be less than twenty (20) percent of the total voting membership of the Society.⁹⁶ If mail ballots are distributed, counting and reporting of votes shall be delegated to the Inspector(s) of Election appointed by the President.⁹⁷ If electronic ballots are distributed, certification and reporting of the votes will be provided by the vendor providing the electronic election service or an ANS approved CPA firm.⁹⁷ Voting results shall be announced in a publication of the Society.

B13.2 - Rules

Proposed amendments to the Rules shall be referred to the Bylaws and Rules Committee, which shall submit recommendations thereon to the Board of Directors, after consultation with legal counsel, if deemed necessary. If the Board finds the amendment(s) in accord with the objectives of the Society and of the laws under which the Society is organized, the Rule(s) may be amended as prescribed for their adoption in B6.7

B13.3 - Procedures

Changes to the Procedures shall be referred to the Executive Director, who shall submit recommendations thereon to the ⁴⁷elected corporate officers or Board of Directors for their approval.

B13.4 - Publication and Distribution

The Executive Director shall be responsible for printing copies of all amendments to the Bylaws and Rules and Procedures within one hundred and twenty (120) days following their adoption, and for distributing them to all members of the Board of Directors, to committee members, and to any voting member of the Society upon request.

ARTICLE B14 - RULES OF CONDUCT**B14.1 - Rules of Conduct**

Operation of the Society and its constituent units shall be governed by the laws of incorporation of the Society and their respective Bylaws, Rules, and Procedures. In procedural matters not governed by the above Bylaws, Rules, and Procedures, Roberts Rules of Order, latest edition, shall be used as the authority for parliamentary procedures.

⁹⁷**B14.2 - Definition of Written Document**

When there is reference to a document in writing, this shall include electronic versions of the document in question with the same security requirements as a written document.

ARTICLE B15 - DISSOLUTION**B15.1 - Dissolution**

In the event of dissolution of the American Nuclear Society, the Board of Directors, shall ⁴⁶pay or make provisions for payment of all liabilities of the Society, and shall designate a scientific or engineering society, with aims similar to those of the Society, and holding non-profit tax-exempt status ⁴⁶under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, as the recipient for the funds ⁴⁶and other assets of the Society.