



# ASSOCIATION FOR TROPICAL BIOLOGY AND CONSERVATION

## THE ASSOCIATION FOR TROPICAL BIOLOGY AND CONSERVATION BYLAWS

(As Amended and Revised through ATB Membership Vote Tabulated April, 1973; through ATB Membership Vote Tabulated May, 1994; and through ATB Membership Vote Tabulated March, 2001; through ATB Membership Vote Tabulated December 2002 and through ATBC Membership Vote Tabulated March 2013)

### ARTICLE I Organization and Objectives

**Section 1. Organization.** The Association for Tropical Biology, Inc., also known as The Association for Tropical Biology and Conservation (hereafter called "The Association") is a membership corporation organized pursuant to the Membership Corporation Law of the State of New York of the United States of America. The Association is international in scope, membership, and objectives, functioning as an international body to promote research, education and communication for tropical biology.

**Section 2. Objectives.** The objectives of The Association are:

- (a) To promote an awareness, within as wide a public as possible, of the importance of tropical biology and conservation.
- (b) To promote research in all aspects of tropical biology and conservation.

- (c) To promote education in tropical biology and conservation.
- (d) To promote and improve communication and cooperation among investigators, educators, environmental managers, and human communities in the tropics.
- (e) To inform and influence individuals and institutions whose decisions affect tropical habitats and their biota.
- (f) To encourage the establishment, improvement, maintenance and accessibility of physical facilities, databases, and collections of biological materials for the study of tropical biology and conservation.
- (g) To encourage the preservation of tropical biological diversity and to safeguard it for posterity, for its intrinsic worth and its aesthetic and tangible values to humanity.

## **ARTICLE II**

### **Memberships and Dues**

**Section 1. Classes of Members.** There shall be four classes of members, to be designated and constituted as follows:

- (a) Founder Members. Founder members are active members who shall have joined The Association before July 1, 1963. The persons signing the Certificate of Incorporation shall also be founder members.
- (b) Active Members. Active members are members who pay the dues required of active members pursuant to these ByLaws.
- (c) Patron. Any active member who contributes to ATBC an amount equivalent to at least 25 times the current dues rate for developed countries will become a Patron, retain all privileges of active membership, and be exempt from additional payments for life.
- (d) Fellows. Fellows are persons of long distinguished service to tropical biology who shall have been elected Fellows by the Council: they shall have the same privileges as active members; they shall not be liable for any dues or other assessments.

**Section 2. Admission to and Termination of Membership.** Any person or institution may be admitted to membership upon payment of dues, or upon such other terms and conditions as the Council may from time to time provide. Membership in The Association shall terminate upon resignation of the member, upon expiration of term of membership, or by action of the Council.

**Section 3. Dues.** Dues shall be payable in United States currency, or as the Council shall otherwise provide on the first business day of each calendar year. The dues rate for each membership category and for library and institutional subscription rates shall be set by the Council.

## **ARTICLE III**

### **Officers**

**Section 1. Officers.** The Officers of The Association are the members of the Executive Committee, which shall consist of a President, a Past-President, a PresidentElect, an Editor, a Secretary, a Treasurer, an Executive Director, and such other officers as the Council may deem appropriate. No two Officers may be filled simultaneously by the same person.

**Section 2. The President.** The President shall be the Chief Executive Officer of The Association. The President shall preside at meetings of the members and of the Council; shall make and sign bonds, mortgages, contracts, and other instruments in the name and on behalf of The Association, except when the Council by resolution instructs the same to be done by some other Officer or agent; and shall perform all other duties pertaining to the office or properly required of him by the Council.

**Section 3: The PastPresident.** The PastPresident of The Association whose term of office terminated most recently, other than by reason of resignation or expulsion, shall serve as an advisor to the President and the Council. The Past-President is a member of the Executive Committee, and chair of the Nominating Committee.

**Section 4. The PresidentElect.** The PresidentElect shall have such powers and shall perform such duties as may be assigned by the Council or the President. In the absence or disability of the President, all powers of the President shall be vested in and all duties of the President shall be performed by the PresidentElect. The PresidentElect is a member of the Executive Committee.

**Section 5. The Editor.** The Editor shall be responsible for editing and publishing such publications of The Association as are assigned by the Council.

**Section 6. The Secretary.** The Secretary shall give or cause to be given all notices and ballots required to be given to members or Councilors; shall attend meetings of members and of the Council and record the proceedings of each such meeting, or in case of inability to attend such meetings, shall be represented by a Councilor or other member appointed by the presiding Officer; shall maintain at all times an uptodate register of members; shall keep safe custody of the seal of The Association and shall affix the same to any instrument when duly authorized to do so by the Council and shall attest the same;

**Section 7. The Treasurer.** The Treasurer shall have custody of funds and securities of The Association, except as otherwise provided by the Council; shall deposit all monies and other valuable effects in the name and to the credit of The Association in such depositories as may be designated by the Council; shall disburse the funds of The Association as may be ordered by the Council; shall cause full and accurate accounts of receipts and disbursements to be kept; shall render to the President and the Councilors,

whenever they may require it, an accounting of all transactions as Treasurer and of the financial condition of The Association; and shall perform all other duties pertaining to the office or properly required by the Council. The Council requires that the Treasurer execute a fidelity bond on the Office satisfactory to it in amount, form, and surety of sureties.

**Section 8. The Executive Director.** The Executive Director shall provide continuity in the execution of policies and programs of The Association; shall further coordination among The Association's Officers; shall effect coordination, continuity, and cohesion in the work of The Association, especially vis-a-vis its several working committees; shall, in conjunction with the several committees of direct concern, develop and maintain files on matters of facilities, researches, conservation, availability of scholarships, fellowships, assistantships, exchanges, etc; shall assist and support the administration of the President's office; and shall perform such other duties as may be assigned by the President and the Council.

#### **ARTICLE IV The Council**

**Section 1. Number.** The affairs of The Association shall be managed by a Council consisting of the President, PastPresident, PresidentElect and 12 elected Councilors. The Editor, Secretary, Treasurer, and Executive Director shall be exofficio members of the Council, but shall not vote on any matter to come before the Council.

**Section 2. Responsibilities.** The Council shall be responsible on all matters pertaining to The Association except as otherwise provided by these By-Laws. The Council is directed and is responsible for considering, adopting, and effecting practical ways and means by which The Association may further the objectives for which it was formed. The Council may not amend the ByLaws of The Association; nor may it incur financial obligations beyond the actual content of the treasury.

#### **ARTICLE V Election, Appointment, and Term of Officers and Councilors**

**Section 1. Nominations and Elections.** The Nominating Committee shall report in writing to the Executive Director and the Secretary, during the month of October, the names of candidates nominated by the Council to serve as PresidentElect and as Councilors during the next fiscal year. Any candidate must have indicated beforehand their willingness to serve if elected. The Nominating Committee shall place in nomination the names of one or more members for each of the four Councilor positions to be filled. Nominations should reflect the international character of The Association and the diverse disciplines within the field of tropical biology; members or groups of members may recommend nominations to the Nominating Committee. The Secretary shall prepare ballots setting forth the nominations so reported. The Secretary shall cause

such a ballot to be mailed during the month of November or to be served personally upon each member eligible to vote. Each Active Member, Patron and Fellow in good standing shall be entitled to cast one vote for each position to be filled. The Secretary, not less than 30 days after the distribution of ballots, shall inform the President in writing of the results of the election. The President shall cause such results to be announced to the members of The Association in a manner indicated as suitable by the Council.

**Section 2. The PresidentElect.** The person elected as PresidentElect shall serve in that office for a term of one year, or until a successor shall have been elected and shall have qualified; shall serve as President for a term of one year thereafter or until a successor shall have qualified; and shall serve as Past-President for a term of one year thereafter. No person shall be so elected for more than one term.

**Section 3. The Elected Councilors.** Each person elected as Councilor shall serve in that office for a term of three years, or until a successor shall have been elected and shall have qualified. No person shall be so elected for more than one term.

**Section 4. Appointment of Certain Officers.** All officers other than the President, PastPresident, and PresidentElect shall be appointed by the Council and shall hold office at the pleasure of the Council.

**Section 5. Vacancies.** Any Officer or elected Councilor may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Secretary of The Association of written notice thereof. Any officer appointed by the Council may be removed from office at any time by the concurring vote of a majority of the Council. A vacancy in the office of the President shall be filled by the PresidentElect, who shall thereupon cease to be PresidentElect and who shall complete the term of the predecessor prior to entering upon the normal term as President. A vacancy in the office of President-Elect shall be filled at the discretion of the Council, by the concurring vote of a majority of the Council, by a special election among the members, or this office may be left vacant until the next regular election. Any vacancy among the elected Councilors may be filled by the concurring vote of a majority of the members of the Council then in office. A Councilor so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VI Meetings**

**Section 1. Annual Meeting.** An Annual Meeting of members shall be held at such time and place as may be determined by the Council.

**Section 2. Special Meeting.** Special meetings of the members shall be called by the Secretary upon direction of the President, the Council, or onethird of the members. Such meetings shall be held at such time and place and for such purpose or purposes as

shall be specified in writing by the person or persons at whose direction the meeting is called.

**Section 3. Notice of Meetings.** Notice of time, place, and purpose or purposes of every meeting of members shall be mailed to or served personally upon each member in good standing not less than 30 days before the meeting by the Secretary; or such notice shall appear in an Association publication available not less than 30 days before the meeting to each member in good standing.

**Section 4. Quorum for the Annual and Special Meetings of the Members.** Except as otherwise provided by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by these ByLaws, onethird of the members, or if onethird be nine or more, nine members shall constitute a quorum for the transaction of all business at any meeting of members.

**Section 5. Voting.** Each active member, Patron, or Fellow present in person shall be entitled to one vote at all meetings of members. No proxy votes shall be valid at meetings of members. Officers and Councilors shall be elected by mail ballot or otherwise appointed pursuant to Article V of these ByLaws. All other questions referred to the members by the Council shall also be decided in a manner indicated as suitable by the Council, either by voting at a meeting of members or by mail ballot.

**Section 6. Questions of Order or Procedure.** The Officer presiding at any meeting of members may rule on questions of order or procedure coming before the meeting. The latest edition of *Robert's Rules of Order* will be utilized for conducting the meetings.

**Section 7. Meetings of the Council.** The annual meeting of the Council shall be held at such time and place as may be determined by the Council. Special meetings of the Council may be called by the President or by any six Council members. Notice of time and place of every meeting of the Council shall be mailed to or served personally upon each member of the Council not less than 30 days before the meeting by the Secretary. In the event that any member of the Council is unable to attend a meeting of the Council, the Councilor should appoint in writing, as proxy an active member, Patron, or Fellow in good standing who is not already a member of the Council, and should inform the President of the appointment; if the councilor fails to do so, the person presiding at the Council meeting may appoint a proxy to represent the councilor, subject to approval of the Council members who are present. The Editor, Secretary, Treasurer, and Executive Director, as exofficio members of the Council may not vote. Except as otherwise required by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by these ByLaws, the presence at any meeting of the Council of at least eight voting members of the Council or their formally appointed proxies shall constitute a quorum for the transaction of all business. The Council may also transact business by mail, but in such case no proxy may be appointed nor vote on any question.

## **ARTICLE VII Committees**

**Section 1. Appointment.** The President shall appoint such committees for such purposes and with such duties and powers as may from time to time be determined. Members of any committee other than the Executive Committee must be members of The Association in good standing but need not be Councilors. All committees shall complete their work within one year unless reappointed by subsequent Presidents.

**Section 2. Term of Office.** Committee members shall hold office for a term of one year unless reappointed. Any committee member may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Secretary of The Association of written notice thereof. Any committee member may be removed from office at any time without cause being assigned by the concurring vote of a majority of the Council. Vacancies in any committee may be filled at any meeting of the Council or by mail consensus.

**Section 3. Number.** Except as otherwise expressly provided in these By-Laws, each committee shall consist of a chairperson and such other members as the President may from time to time determine.

**Section 4. Executive Committee.** The Executive Committee shall consist of the President, who shall chair the committee, PresidentElect, PastPresident, Executive Director, Secretary, Treasurer, and Editor. The Executive Committee shall have and may exercise to the fullest extent permitted by law all powers of the Council when the Council is not in session.

**Section 5. Nominating Committee.** The Nominating Committee shall consist of the PastPresident, who chairs the committee, the PresidentElect, and one of the voting members appointed by the President. The Nominating Committee shall meet all the requirements stipulated in Article V, Section 1.

## **ARTICLE VIII Annual Reports**

At the annual meeting of members, the President, other officers, and chairpersons of committees shall present progress reports when called upon by the Council. Reports shall be made available to the members through publication as directed by the Council.

## **ARTICLE IX Indemnification**

Any person made a party to any action, suit, or proceeding by reason of the fact that the person, the person's testator, or intestate, is or was a councilor, officer, or

employee of The Association or of any corporation which the person served at the request of The Association, shall be indemnified by The Association against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by the person in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, councilor, or employee is liable for negligence or misconduct in the performance of the person's duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such councilor, officer, or employee may be entitled.

## **ARTICLE X Miscellaneous**

**Section 1. Waiver of Notice.** Whenever The Association or the Council is authorized to take any action after notifying its members or after the lapse of a prescribed period of time, such action may be taken without notice and without lapse of any period of time, if such action be authorized or approved and if at any time before or after such action be completed such requirements be waived in writing by the person or persons entitled to said notice or to participate in such action, or, in the case of a member of The Association, by the person's attorney thereunto authorized.

**Section 2. Seal.** The Seal of The Association shall be circular in form and shall contain the name of The Association, the year of its organization, and the words, *CORPORATE SEAL, NEW YORK*.

**Section 3. Fiscal Year.** The fiscal year of The Association shall commence on the first business day of January.

**Section 4. Language.** These ByLaws may be translated into any language at the direction of the Council; however, the official and legal version shall be that in the English language.

## **ARTICLE XI General Prohibitions**

Any provisions of these ByLaws which might be susceptible to a contrary construction notwithstanding:

1) The Association is organized and operated exclusively for scientific and education purposes.

2) No part of the assets of The Association shall, or may, under any circumstances, inure to the private benefit of any member, officer, or individual except as

reasonable compensation for services or reimbursement for approved personal expenditures on behalf of The Association.

3) Whereas The Association exists for scientific and educational purposes, it may engage in efforts intended better to inform the public on issues pertaining to tropical biology and the influences of tropical ecosystems on humankind as an element in the biosphere. The Association, nevertheless, shall not allow any part of its activities to become those of lobbying or espousing particular scientific, economic, political, social, or religious doctrines or dogmas.

4) The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of a candidate for public office.

5) The Association shall not be organized or operated for profit.

6) The Association shall not:

(a) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to;

(b) pay any compensation in excess of a reasonable allowance for salaries or other remuneration for personal services actually rendered to;

(c) make any part of its services available on a preferential basis to;

(d) make any purchase of securities or any other property for more than adequate consideration in money's worth from;

(e) sell any securities or other property for less than adequate consideration in money or money's worth to; or

(f) engage any other transactions which result in a substantial diversion of its income or corpus to any member, officer, member of the Council, or substantial contributor to The Association.

The prohibitions contained in this section (6)(a to f) do not mean to imply that The Association may make such loans, payments, sales, or purchases from or to anyone else, unless such authority be given or implied by other provisions of these ByLaws.

## **ARTICLE XII**

### **Distribution on Dissolution**

Upon dissolution of The Association, the Council distributes the assets and accrued income to one or more scientific and educational organizations recognized as notforprofit, 501 c(3) entities under the United States Internal Revenue Code.

### **ARTICLE XIII**

#### **Amendment**

Amendments to these ByLaws may be proposed in writing by any member to the Secretary, who shall submit them to the President and Council for consideration. Such proposed amendments as have been approved by the Council shall be submitted to the members for ballot by mail. The Secretary shall cause such a ballot to be mailed or to be served personally upon each member eligible to vote. Not less than 30 days and not more than 60 days after the distribution of ballots, the Secretary shall inform the President in writing of the results of the ballot. For the adoption of the proposed amendments a favorable vote of a majority of the eligible members who return their ballots is necessary. The President shall cause such results to be announced to the members of The Association in a matter indicated as suitable by the Council.

THE ASSOCIATION FOR TROPICAL BIOLOGY  
& CONSERVATION, INC.

**CHAPTER BY-LAWS**

**ARTICLE I  
Organization and Objectives**

**Section 1. Organization.** The Association for Tropical Biology & Conservation, Inc., (hereafter called "ATBC"), the regional Chapter (hereafter called "The Chapter") is a chapter of members of ATBC. The Chapter is international in scope, membership, and objectives, functioning as permanent committee of ATBC to promote research, education and communication for tropical biology and conservation in different regions defined by geography.

**Section 2. Objectives.** The objectives of The Chapter are to pursue the objectives of ATBC in the respective region.

**Section 3. Reporting.** The Chairperson of The Chapter shall report activities of the Chapter to the President and Council of ATBC.

**Section 4. Chapter Bylaws.** The Chapter shall be run in accordance with Article VII of the bylaws of ATBC pertaining to committees.

**Section 5. Chapter Finances.** All finances of the Chapter shall be run in accordance with the ATBC bylaws pertaining to finances and in correspondence with the office of the ATBC Treasurer.

**ARTICLE II  
Memberships and Dues**

**Section 1. Membership.** Membership of The Chapter is open to members of ATBC without additional dues.

**Section 2. Admission to and Termination of Membership.** Any member of ATBC may be admitted to membership of The Chapter upon informing The Chapter Officers of their desire to join. Membership in The Chapter shall terminate upon resignation of the member, upon expiration of term of membership of ATBC, or by action of the Officers.

## **ARTICLE III**

### **Officers**

**Section 1. Officers.** The officers of The Chapter shall be a Chairperson, a Secretary, a Treasurer, and such other officers as the Council may deem appropriate. No two offices may be filled simultaneously by the same person.

**Section 2. The Chairperson.** The Chairperson shall be the Chief Executive Officer of The Chapter. The Chairperson shall preside at meetings of the members and of the Council; shall make and sign bonds, mortgages, contracts, and other instruments in the name and on behalf of The Chapter, except when the Council by resolution instructs the same to be done by some other officer or agent; and shall perform all other duties pertaining to the office or properly required of them by the Council. The Chairperson on behalf of the Chapter can apply for grants for specific activities of the Chapter. The proposal has to be submitted for approval by the ATBC council, and collaboration with regional institutions will be conducted by framing specific MOU's between the said institution and the ATBC council.

**Section 3. The Secretary.** The Secretary shall give or cause to be given all notices and ballots required to be given to members or councilors; shall attend meetings of members and of the Council and record the proceedings of each such meeting, or in case of inability to attend such meetings, shall be represented by a councilor or other member appointed by the presiding officer; and shall maintain at all times an up-to-date register of members.

**Section 4. The Treasurer.** The Treasurer shall have responsibility for funds and securities of The Chapter, except as otherwise provided by the Council; shall deposit all monies and other valuable effects in the name and to the credit of The Chapter in ATBC depositories as may be designated by the Council and ATBC Treasurer; shall cause full and accurate accounts of receipts and disbursements to be kept; shall render to the ATBC Treasurer, Chairperson of the Chapter and the councilors, whenever they may require it, an accounting of all transactions as Treasurer and of the financial condition of The Chapter; and shall perform all other duties pertaining to the office or properly required by the Council. The Council requires that the Treasurer execute a fidelity bond on the Office satisfactory to it in amount, form, and surety of sureties.

## **ARTICLE IV**

### **The Chapter Council**

**Section 1. Number.** The affairs of The Chapter shall be managed by a Council consisting of 8 or more members: The Chairperson, Secretary, Treasurer, and elected Country Representatives from a minimum of five regional countries.

**Section 2. Responsibilities.** The Council shall be responsible on all matters pertaining to The Chapter except as otherwise provided by this Charter. The council is directed and is responsible for considering, adopting, and effecting practical ways and

means by which The Chapter may further the objectives for which it was formed. The Council may not amend the Charter of The Chapter; nor may it incur financial obligations beyond the actual content of the treasury.

## **ARTICLE V**

### **Election, Appointment, and Term of Officers and Councilors**

**Section 1. Nominations and Elections.** Any member of the Chapter may nominate an ATBC member from that region, before the annual meeting to serve as Chairperson, Secretary, Treasurer and as Country Representatives during the next fiscal year. Any candidate must have indicated beforehand their willingness to serve if elected. Nominations should reflect the diverse disciplines within the field of tropical biology and conservation. The Secretary shall coordinate with ATBC to prepare ballots for the chapter officers and councilors of the regional chapter. The voting should be coordinated with the ATBC Council and conducted electronically. Each active member of the regional chapter in good standing shall be entitled to cast one vote for each position to be filled. The Chairperson shall cause such results to be announced to the members of The Chapter in a manner indicated as suitable by the Council. The Officers and Councilors will be inducted at the annual Chapter meeting.

**Section 2. The Officers.** The persons elected as Chairperson, Treasurer and Secretary shall serve in that office for two years.

**Section 3. The Country Representatives.** There will be a minimum of 6 Country Representatives in the Council for a term of two years each. The vacancies for Country Representatives will be filled every year during the Chapter elections. The nominations for Country Representative will be twice the number of vacancies for the position of Country Representative. There will not be more than one nomination from a country..

**Section 4. Vacancies.** Any officer or elected councilor may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Secretary of The Chapter of written notice thereof. Any officer appointed by the Council may be removed from office at any time by the concurring vote of a majority of the Council. A vacancy in the office of the Chairperson shall be filled by the Secretary who shall fill the post until the next regular election. Any vacancy among the remaining officers or Country Representatives may be filled by the concurring vote of a majority of the members of the Council then in office. An officer or representative so elected shall hold office until the next regular election.

## **ARTICLE VI**

### **Meetings**

**Section 1. Annual Meeting.** A biennial meeting of the Chapter members shall be held at such time and place as may be determined by the Council and at least a four month gap between the Chapter meetings and ATBC annual meetings will be insured.

**Section 2. Special Meeting.** Special meetings of the members shall be called by the Secretary upon direction of the Chairperson, the Council, or onethird of the members. Such meetings shall be held at such time and place and for such purpose or purposes as shall be specified in writing by the person or persons at whose direction the meeting is called.

**Section 3. Notice of Meetings.** Notice of time, place, and purpose or purposes of every meeting of members shall be emailed to or served personally upon each member in good standing not less than 30 days before the meeting by the Secretary; or such notice shall appear in the ATBC website not less than 30 days before the meeting to each member in good standing.

**Section 4. Quorum for the Annual and Special Meetings of the Members.** Except as otherwise provided by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by this Charter, onethird of the members, or if onethird be nine or more, nine members shall constitute a quorum for the transaction of all business at any meeting of members.

**Section 5. Voting.** Each active ATBC and Chapter member present in person shall be entitled to one vote at all meetings of chapter members. No proxy votes shall be valid at meetings of members. Officers and councilors shall be elected by ballot or otherwise appointed pursuant to Article V of this Charter. All others questions referred to the members by the Council shall also be decided in a manner indicated as suitable by the Council, either by voting at a meeting of members or by email ballot.

**Section 6. Questions of Order or Procedure.** The Officer presiding at any meeting of members may rule on questions of order or procedure coming before the meeting. The latest edition of *Robert's Rules of Order* will be utilized for conducting the meetings.

**Section 7. Meetings of the Chapter Council.** The annual meeting of the Council shall be held during the Chapter meeting. Special meetings of the Council may be called by the Chairperson or by any four Council members. Notice of time and place of every meeting of the Council shall be emailed to or served personally upon each member of the Council not less than 30 days before the meeting by the Secretary. In the event that any member of the Council is unable to attend a meeting of the Council, the councilor should appoint in writing, as proxy an active member in good standing who is not already a member of the Council, and should inform the Chairperson of the appointment; if the councilor fails to do so, the person presiding at the Council meeting may appoint a proxy to represent the councilor, subject to approval of the Council members who are present. Except as otherwise required by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by this Charter, the presence at any meeting of the Council of at least five voting members of the Council or their formally appointed proxies shall constitute a quorum for the transaction of all business. The Council may also transact business by email, but in such case no proxy may be appointed nor vote on any question.

**ARTICLE VIII**  
**Annual Reports**

At the annual meeting of members, the Chairperson, other officers, and chairpersons of committees shall present progress reports. Reports shall be made available to the members electronically or through publication as directed by the Council. The Annual Reports will be submitted to the ATBC council.

**ARTICLE X**  
**Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of The Chapter shall commence on the first business day of January.

**Section 2. Language.** This Charter may be translated into any language at the direction of the Council; however, the official and legal version shall be that in the English language.

**ARTICLE XII**  
**Distribution on Dissolution**

Upon dissolution of The Chapter, the Council distributes the assets and accrued income to ATBC.

**ARTICLE XIII**  
**Amendment**

Amendments to this Charter may be proposed in writing by any member to the Secretary, who shall submit them to the Chairperson and Council for consideration. Such proposed amendments as have been approved by the Council shall be submitted to the members for ballot by email. The Secretary shall cause such a ballot to be mailed or to be served personally upon each member eligible to vote. Not less than 30 days and not more than 60 days after the distribution of ballots, the Secretary shall inform the Chairperson in writing of the results of the ballot. For the adoption of the proposed amendments a favorable vote of a majority of the eligible members who return their ballots is necessary. The Chairperson shall cause such results to be announced to the members of The Chapter in a matter indicated as suitable by the Council.