



# Report of the Convention Governance Committee on Bylaws

March 23, 2015





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## Part I

# Memorandum From The Convention Governance Committee



I am pleased to present the Report of the Convention Governance Committee on Bylaws to the Members and Delegates of the United States Pharmacopeial Convention (USP). Bylaws are one of USP's primary governing documents, second only to the organization's Articles of Incorporation which incorporated USP in 1900. The Bylaws provide the framework within which USP governs itself and conducts its standards-setting activities. It is critical, therefore, that they contain sufficient safeguards for USP's structure and processes to preserve the credibility of USP's standards-setting authority and ensure its continued operation as an independent science-based public health organization. At the same time, the Bylaws must be flexible enough to allow the organization to evolve and grow over time.

In prior cycles, USP formed a Constitution and Bylaws Committee to develop and propose amendments to the Bylaws for consideration at the Convention Meeting. In 2010, the Convention Membership adopted amended and restated Bylaws that, among other things, consolidated USP's Convention Committees. These Bylaws created a Governance Committee consisting of eight Convention Member Organizations and four members of the Council of Experts, with the following responsibilities:

- ensuring the integrity, accuracy, and security of the voting process;
- developing and reviewing proposed amendments to the Bylaws; and
- reviewing the proposed rules and procedures of the Council of Experts and the Council of the Convention to ensure consistency with the Bylaws and forwarding such rules and procedures with any comments to the Board of Trustees for its approval.

Bylaws provisions related to the Convention Governance Committee (CGC) and its work are available in the Appendix of this report.

Members of the CGC were appointed by President Timothy R. Franson, B.S.Pharm., M.D. in July 2010 and assumed the duties assigned to them in the Bylaws. Dr. Franson served as a liaison between the CGC and the Council of the Convention (CoC) and the Board of Trustees, taking CGC topics of interest and relevant discussions to the CoC and the Board and reporting back to the CGC. The CGC members who were members of the Council of Experts (CoE) similarly helped to facilitate communications with the CoE on topics relevant to it. These crossover functions were particularly useful during the CGC's review of Rules and Procedures and its development of the Bylaws amendments proposed in this report. The CGC has held a total of 14 meetings during the 2010-2015 cycle, and is planning to hold one additional teleconference after the Convention to capture learnings from the cycle to assist the 2015–2020 CGC.

## Amendment Development Process

On April 20, 2012, the CGC began a review of the Bylaws by asking staff to assess the implementation of the amended and restated Bylaws since adoption at the 2010 Convention Meeting and to comment on the extent to which the new provisions contained in these Bylaws were meeting organizational needs. Staff suggested a small number of changes, but also noted the need for more experience with the Bylaws.

The CGC also issued a call to volunteer bodies at the USP Mid-Cycle Meeting in February 2013 to provide input on provisions pertinent to their structure and processes. Submissions from the CoC and the Board were reviewed by the CGC at its November 22, 2013, meeting, and input from the CoE was reviewed by the CGC at the May 29, 2014, meeting.

The CGC also issued a formal request for input from Member Organizations and their Delegates. Members were notified of this request via a Member Memorandum in January 2014 and again in a special email announcement on February 12, 2014. Both communications included details on the type of input the CGC was seeking as well as an online submission form and email portal for submitting comments. The CGC received comments from five Member Organizations, and conducted an assessment of those comments at its May 29, 2014, meeting.

In addition, the CGC engaged the services of a parliamentarian early in the Bylaws review process (November 2013) to advise on amendments and voting procedures and to assist Convention President Franson in parliamentary procedure during the Convention Meeting. Under the guidance of the parliamentarian, the CGC considered each submission carefully and decided whether an amendment was warranted. Based on those decisions, staff, in collaboration with the parliamentarian, presented an initial draft of proposed amendments to the CGC on May 29, 2014. Since that initial draft, the CGC has conducted six meetings and through an iterative process has finalized the proposed amendments for consideration by the Membership. The proposed amendments have been reviewed by the Board of Trustees as provided for in the Bylaws, and the Board's comments have been incorporated into the proposed amendments and this report.

The section following this memorandum, titled Summary of Changes, highlights the major changes proposed by the CGC. In this section, the CGC provides a brief statement on the issues and describes how the issues are intended to be addressed by the amendments.

The remaining sections in this report include the Proposed Amendments to the USP Bylaws and a Glossary of Terms. The Proposed Amendments have been formatted in two ways for Membership review:

- Complete set of Bylaws in red-line format, reflecting the proposed amendments in the order they appear in the Bylaws.
- Proposed amendments by topic, containing each provision in its current language, the proposed changes, and how the provision will appear if the amendment is adopted. This format will be used during the business session to debate and vote on the proposed amendments.

We encourage you to review the CGC's report and proposed amendments carefully. The decision whether to amend the Bylaws is a serious one and an important responsibility that rests solely with the Membership. The CGC expresses its appreciation to the Board, the Council of Experts, the Council of the Convention and those member organizations who responded to the CGC's call for input for their participation in the process and contributions to this report.

Respectfully submitted,



Donald C. Singer, M.S.  
Chair, Convention Governance Committee

# Members Of The Convention Governance Committee

## Chair

**Donald C. Singer, M.S.**, Delegate, American Society for Quality

## Members

**Cynthia T. Culmo**, Delegate, Association of Food and Drug Officials

**Mary G. Foster, Pharm.D., B.S., B.F.A.**, Chair, General Chapters - Packaging, Storage, and Distribution Expert Committee

**Dennis K. J. Gorecki, Ph.D.**, Chair, Monographs - Dietary Supplements Expert Committee

**George R. Haynes, Pharm.D., Ph.D.**, Delegate, Pennsylvania Pharmacists Association

**Tarun K. Mandal, Ph.D.**, Delegate, Xavier University of Louisiana College of Pharmacy

**Gina Marsee**, Delegate, Pharmaceutical Research and Manufacturers of America

**Jerry D. McLaughlin, III, M.D.**, Delegate, New Mexico Medical Society

**\*Amy Porter**, Delegate, National Osteoporosis Foundation

**Ralph Schmeltz, M.D., F.A.C.P., F.A.C.E.**, Delegate, Pennsylvania Medical Society

**Robert R. Singer, M.Sc.**, Chair, Statistics Expert Committee

**Glenn A. Van Buskirk, Ph.D.**, Chair, Monographs - Small Molecules 1 Expert Committee

\*Ms. Porter resigned from the Committee in August 2014. Due to her resignation late in this cycle, President Franson, in consultation with the CGC Chair, decided not to appoint a new member.





## Part II

# Summary Of Changes To The USP Bylaws



# Summary Of Changes To The USP Bylaws For Membership Consideration

The following summarizes proposed changes to the USP Bylaws that the Convention Governance Committee (CGC) believes are of a substantive nature. The changes are reflected in amendments to various Articles and Sections throughout the Bylaws. The summary below briefly describes the issues the CGC identified and how the changes address these issues.

There are other amendments proposed in this report that are not noted here, either because they are required by the revised Code of the District of Columbia for Non-profit Corporations or deemed by the CGC to be clarifying in nature.

## Minimum time for member review of Convention Committee Reports

**Issue:** The Bylaws currently provide for Convention Committee Reports to be delivered to members thirty (30) days prior to the Convention Meeting. Thirty days may not provide enough time for members to review these reports.

**Amendment:** Creates a consistent deadline of sixty (60) days for issuing Convention Committee Reports.

## Convention Governance Committee's process for reviewing Rules and Procedures and setting its own Rules

**Issue:** Among the duties of the CGC is the responsibility to review, on behalf of the Membership, the Rules and Procedures of both the Council of Experts and the Council of the Convention for consistency with the Bylaws. The Bylaws do not require the CGC to set its own Rules or to seek or consider Member input on any of the Rules promulgated by these bodies.

**Amendment:** Defines the process for the CGC's review of the Rules and Procedures and emphasizes the importance of soliciting, considering, and sharing member input with the relevant Council and the Board. The new language defines the timeframe Members have to provide input.

## Ineligibility of members of the Nominating Committee for Officers and Trustees to be candidates

**Issue:** The current Bylaws are silent as to whether a member of the Nominating Committee for Officers and Trustees may be considered as a potential candidate for these positions. Allowing members of the Nominating Committee to be candidates creates potential conflicts of interest that make Committee deliberations very difficult, and could result in the nominating process being viewed as less than objective. The Chair of the current Nominating Committee and the Board of Trustees has recommended that the Bylaws explicitly state that members of the Nominating Committee are not eligible to be candidates, to remove any uncertainty on this point and provide clear guidance to future Committees.

**Amendment:** The proposed change adds language stating that members of the Nominating Committee for Officers and Trustees are not eligible to be candidates for these positions.

## Length of term for the Past President

**Issue:** Current provisions call for the President to serve a full five-year term as Past President following his/her five years as President. This commitment of ten years has created a recruiting challenge for the Nominating Committee, as few potential candidates are willing to commit to such a lengthy term. In addition, because of the two-term limit for Trustees, the five-year Past President term effectively prohibits any current Board member from being eligible to run for President, reducing the number of available potential candidates with USP experience.

**Amendment:** The proposed changes reduce the Past President's term to one year, and stipulate that the one-year term would not count against the two-term limit imposed on Officers and Trustees. Thus, an incumbent President could seek another five-year term on the Board, if he or she wished, but otherwise would serve one additional year as Past President, requiring only a six-year commitment from any President candidate. Similarly, an incumbent Board member who had served only one term would be eligible to run for President, and serve the subsequent one-year term as Past President without violating the two-term limit. This proposal has been formally endorsed by the current Board of Trustees.

## Filling Officer vacancies

**Issue:** The current Bylaws provide no timeframe within which an officer vacancy must be filled and provide no guidance to the Board for filling such vacancies.

**Amendment:** Requires the Board to fill President or Treasurer vacancies within 120 days and gives the Board the flexibility to fill such vacancies with either elected or appointed Trustees.

## Filling Trustee vacancies

**Issue:** The current Bylaws provide no timeframe within which a Trustee vacancy must be filled and provide no guidance to the Board for filling such vacancies. In addition, the current provision makes no distinction between requirements for filling vacancies in an elected Trustee position versus an appointed Trustee position.

**Amendment:** Requires the Board to fill an *elected* Trustee position within 120 days and allows the Board to fill that position with either an elected or appointed Trustee. The amendment will allow Board discretion, however, on whether or not to fill an *appointed* Trustee vacancy.

## Eliminating the Executive Committee of the Council of Experts

**Issue:** Current provisions for the Executive Committee of the Council of Experts define the committee as an advisory body rather than a true executive committee, with decision-making authority only in the case of an appeal.

**Amendment:** Eliminate the Executive Committee from the Bylaws. The appeals process has been redefined in a subsequent new section (proposed amendment) that puts authority for deciding appeals elsewhere, and removing this section will give the Council of Experts greater flexibility to decide how it wishes to govern itself and manage its work.

## Removing members of the Council of Experts

**Issue:** The current Bylaws allow the Chair of the Council of Experts (a staff position) or the Executive Committee of the Council of Experts authority to recommend to the Board of Trustees the removal of a member of the Council of Experts.

**Amendment:** Changes the authority to recommend removal of a member to the Council of Experts—the elected scientific body. The Council of Experts may decide if it wishes to delegate this authority to an executive committee or some smaller group, but is no longer required to do so.

## Recommending the numbers and types of Expert Committees for the new cycle

**Issue:** The process for determining, recommending, and approving the numbers and types of Expert Committees for each new cycle is not clearly articulated in the Bylaws. In addition, the current provision vests authority in the Chair (a staff position), does not allow Council of Experts direct involvement, does not set adequate time for member review and comment, and creates no requirement for the Board to consider or respond to member input prior to approval.

**Amendment:** Changes the authority to recommend the number and types of Expert Committees for the new cycle from the Chair to the Council of Experts; allows Voting Members 90 days to comment on proposed Expert Committees; and requires the Board to acknowledge the comments, consider them prior to making its decisions, and respond back to the Membership on the comments it received.

## Adding Expert Committees during the cycle

**Issue:** The current Bylaws allow the Chair of the Council of Experts (a staff position), in consultation with the Council of Experts Executive Committee, authority to recommend to the Board of Trustees new Expert Committees during the cycle.

**Amendment:** Changes the authority to recommend new Expert Committees from the Chair of the Council of Experts to the Council of Experts.

## Appeals to standards adopted by the Council of Experts and its Expert Committees

**Issue:** The current Bylaws do not adequately define the appeals process. The provision lacks a timeframe for hearing the appeal, is silent on the right of the appellant to be present at a hearing, and does not indicate which body has the ultimate authority to decide the appeal.

**Amendment:** Carefully defines the appeals process to include the following. The responsible Expert Committee has the opportunity for reconsideration, after which an appellant may further appeal to a panel. The amendment defines the composition of the appeals panel and ensures representation from the Board and Council of Experts along with specific expertise for the appeal. The provisions ensure that the appellant has an opportunity to participate in a hearing and sets forth a timeframe within which the appeal must be heard.

## Process and authority for amending USP Bylaws

**Issue:** The current provisions on amendments are confusing and do not clearly define the role of the CGC in the amendment development process. In addition, there is no timeframe within which members must submit petitions for amendments that are to be considered at a Convention Meeting.

**Amendment:** Defines who can submit a proposal to amend the Bylaws and a timeframe for Member submissions. The new provisions address the time Members have to review the proposed amendments and the vote required for amending the Bylaws under each circumstance.





## Part III

### Proposed Amendments To The USP Bylaws

- In Red-Line Format
- By Topic





## 2010–2015 USP BYLAWS

*Adopted by the USP Convention membership on April 24, 2010.*

### Article I. Name and Principal Office

#### Section 1. Name.

The name of the corporation is The United States Pharmacopoeial Convention (hereinafter the “Convention”). The alternative spelling, “Pharmacopeial,” also may be used.

#### Section 2. Principal Office.

The principal office of the Convention shall be in such suitable place as the Board of Trustees may from Time to time determine as necessary or desirable for the conduct of the affairs of the Convention.

### Article II. Purposes

The purposes for which the Convention is formed are as set forth in the Articles of Incorporation and include developing and disseminating public standards for medicines and other articles, and engaging in related public health programs. The Convention may also set forth by resolution or in separate documents a more detailed mission statement.

### Article III. Membership

#### Section 1. Categories and Qualifications.

The members of the Convention (“Members”) shall consist of the following, and shall be hereinafter collectively referred to as the “Membership”:

##### a. Voting Members.

The Convention shall have two categories of voting Members (“Voting Members”), as set forth below, which shall have voting rights set forth in Section 3 below.

- (i) Voting Organizational Members. Voting organizational members (“Voting Organizational Members”) shall be organizations or governmental bodies representing the following categories; providing, however, that not less than sixty percent (60%) of the Organizational Voting Members shall fall within subcategories (a) or (b) below, and provided further, that the total number of Voting Organizational Members shall not exceed six hundred (600).
  - (a) Academic institutions including accredited colleges and schools of allopathic, osteopathic, and veterinary medicine, pharmacy and nursing and other recognized academic institutions in health and science-related fields, and associations thereof;
  - (b) Health practitioner professional and scientific associations and organizations including those that represent allopathic, osteopathic, and veterinary medicine, pharmacy, ~~and~~ nursing, and other health and science-related fields;

- (c) Consumer and other organizations representing the public interest;
  - (d) Manufacturer, trade, and affiliated associations;
  - (e) Governmental bodies or divisions or associations thereof; and
  - (f) Non-governmental standards-setting and conformity assessment bodies.
- (ii) Voting At Large Members. In addition to the Voting Organizational Members, there shall be not more than twenty-five individual Members-at-large (“Voting At Large Members”) appointed by the Board of Trustees for a specified term for their special competence in relation to the administrative or scientific needs of the Convention.

b. Honorary Members.

The Board of Trustees may in its discretion select honorary, non-voting members of the Convention (“Honorary Members”) in recognition of their distinguished contributions to the Convention.

Section 2. Selection of Voting Organizational Members.

Voting Organizational Members shall be selected by the Board of Trustees based on recommendations made by the Council of the Convention. The Council of the Convention shall develop internal rules and procedures for considering and inviting organizations to become Voting Organizational Members, ~~and such rules and procedures shall be subject to approval by the Board of Trustees in accordance with Article IX, Section 3. In developing such rules and procedures, the Council of the Convention shall consider any applicable resolutions adopted by the Convention Membership.~~

Section 3. Voting Rights.

Voting Members shall have the right to vote at a meeting of the Membership (“Membership Meeting”) or by written ballot, as specified in Section 6 below. Honorary Members may attend Membership Meetings and, at the discretion of the Chair, participate in the discussion, but may not vote. Upon acceptance of an invitation to become a Voting Organizational Member, the organization shall designate one representative of the organization who is authorized to vote for the Voting Organizational Member at any Membership Meeting or on any written ballot sent to the Voting Members (“Delegate”). Such Delegate may be changed from time to time upon written notice to the Convention.

Section 4. Regular Membership Meetings.

Every five years, there shall be a regular Membership Meeting upon such date, time, and place as the Board shall determine (“Regular Membership Meeting”). At the Regular Membership Meeting, those Voting Members present in person shall vote on the following matters to advance the purposes of the Convention as set forth in Article II: election of Officers and Trustees; election of the Council of Experts; adoption of resolutions that shall guide the Convention until the next Regular Membership Meeting; and approval of amendments to the Bylaws in accordance with Article XV, Section 3.

Not later than ~~thirty (30)~~sixty (60) days prior to the Regular Membership Meeting, the following shall be made available to the Membership by electronic mail or by a link to the USP website: report of the Nominating Committee for Officers and Trustees; report of the Nominating Committee for the Council of Experts; report of the Council of the Convention on proposed resolutions; and report of the Governance Committee on proposed amendments to the Bylaws.

Section 5. Special Membership Meetings.

Special Membership Meetings (“Special Membership Meetings”) may be called by the President, the Board of Trustees, or upon the request of twenty-five percent (25%) of the Voting Members. Notice shall be

given to the Membership not less than ten (10) nor more than ninety (90) days prior to the Special Membership Meeting in the manner specified in Section 2 of Article XIII of these Bylaws, and the notice shall state the purposes of the Special Membership Meeting. No business other than that stated in the notice may be considered at a Special Membership Meeting. Any Member may participate in a Special Membership Meeting by means of a conference telephone or similar telecommunications device that allows all persons participating in the Special Membership Meeting to hear and speak to each other, and for purposes of the quorum requirement described in Section 6a below such participation shall be deemed presence in person at such Special Membership Meeting.

#### Section 6. Quorum and Voting.

##### a. Voting at a Membership Meeting.

Each Voting Member in good standing shall have one vote at any Membership Meeting where votes are cast. Each Voting Organizational Member shall cast its vote through its Delegate, and each Delegate may only represent one Voting Organizational Member. A quorum shall consist of Delegates and At Large Voting Members present in person representing twenty-five percent (25%) of the total Voting Members. Proxy voting shall not be allowed. Unless otherwise required by these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Membership.

##### b. Voting by Written Ballot.

Any action that may be taken at a Special Membership Meeting may be taken without a Special Membership Meeting if the Convention delivers by electronic mail or otherwise makes available on the Internet to all Voting Members a written ballot. Voting by written ballot shall be conducted as follows:

- (i) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- (ii) The number of ballots received by the Convention must equal or exceed the quorum that would have been required had there been a Membership Meeting (i.e., ballots must be received from twenty-five percent (25%) or more of the Voting Members).
- (iii) Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the Membership with respect to each matter on the ballot.
- (iv) All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Convention in order to be counted, which shall not be less than thirty (30) days after the ballot is made available.

#### Section 7. Removal.

Any Voting Organizational Member may be removed for cause from Membership by a two-thirds vote of the Board of Trustees upon ~~the a recommendation of made by~~ the Council of the Convention; pursuant to its rules and procedures ~~developed by the Council of the Convention and approved by the Board of Trustees in accordance with Article IX, Section 3.~~ Such procedures shall include prior notification to the Voting Organizational Member of the grounds for removal and intent to remove. As used herein, “cause” shall mean (i) failure by a Voting Organizational Member to name a Delegate within twelve (12) months after issuance of an invitation to become a Voting Organizational Member, or (ii) failure of a named Delegate to attend two (2) consecutive Regular Membership Meetings.

Section 8. Observers.

Based on criteria established under Article IX, Section 1c below, the Council of the Convention may invite an organization to become an observer (“Observer”) to the Convention. Observers may send a representative to attend Regular Membership Meetings, but Observers are not Members, shall not have voting rights, and shall comply with all rules and procedures for their participation established by the Council of the Convention pursuant to Article IX, Section 1c.

## Article IV. Officers

Section 1. Officers.

The officers of the Convention (“Officers”) shall consist of a President, a Past President, a Secretary, a Treasurer, and an Executive Vice President–Chief Executive Officer (“EVP–CEO”).

Section 2. Election of Officers.

The President and Treasurer of the Convention shall be elected by the Voting Members of the Convention at the Regular Membership Meeting. The EVP–CEO shall be an employee hired by the Board, and may serve in such capacity for as long as the Board deems appropriate. The Secretary of the Convention shall be an employee of the Convention appointed by the EVP–CEO.

Section 3. Term of Office.

Except for the EVP–CEO and Secretary (who shall be employees of the Convention) and the Past President, the Officers of the Convention shall be installed on the July 1st following the Regular Membership Meeting at which they are elected and shall hold office for five years, or until their respective successors shall have been duly elected and installed. -The Past President shall be installed on the July 1st following completion of the term as President and shall hold office for one year. With the exception of the Past President, Officers shall be subject to the term limitations set forth in Article V, Section 3.

*Proviso: The changes to this section shall not go into effect until July 1, 2020.*

Section 4. Resignation.

Any Officer may resign at any time by giving signed written notice to the ~~President or the~~ Secretary of the Convention. Such resignation shall take effect at the time the notice is delivered, unless the notice specifies a later effective date, specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal.

- a. Any Officer may be removed by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Convention would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the Officer so removed. Any Officer elected by Voting Members of the Convention may be removed from such office, with or without cause, by a two-thirds vote of Voting Members at a Special Membership Meeting called expressly for that purpose.
- a.b. In addition to the aforementioned, any Officer may be removed from office by a majority vote of the Board of Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of the court to have breached a duty as an Officer; or does not satisfy at the time any of the qualifications for an Officer listed in these Bylaws.

Section 6. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired term as follows: ~~a~~ a vacancy in the position of Past President shall be left vacant; ~~a~~ a vacancy in the position of President, ~~or~~ Treasurer shall be filled within one hundred twenty (120) days by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy in the position of ~~or~~ EVP–CEO shall be filled by the Board of Trustees; ~~;~~ and a vacancy in the position of Secretary shall be filled by appointment by the EVP–CEO.

Section 7. President.

The President shall chair Membership Meetings and meetings of the Council of the Convention and make appointments to the Council of the Convention, the Governance Committee, the Nominating Committee for Officers and Trustees, and the Nominating Committee for the Council of Experts as set forth in Articles IX, X, XI and XII. In addition, the President may call Special Membership Meetings as provided in Article III, Section 5 of these Bylaws.

Section 8. Past President.

~~The position of Past President shall be held by~~ ~~€~~ The immediate prior President of the Convention shall serve as Past President unless elected to another position on the Board for the ensuing term.

Section 9. Secretary.

The Secretary shall keep the minutes of the meetings of the Board and Membership Meetings; serve as Secretary of the Council of the Convention, the Nominating Committee for Officers and Trustees, the Nominating Committee for the Council of Experts, and the Governance Committee; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Trustees.

Section 10. Treasurer.

The Treasurer shall provide general oversight for the financial affairs of the Convention. ~~reviews the work of the Convention’s auditors and, along with the auditors, as appropriate, shall present the audited financial statement to the Board of Trustees~~ In addition, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 11. Executive Vice President–Chief Executive Officer.

The Executive Vice President–Chief Executive Officer (“EVP–CEO”) shall be a member of the Board of Trustees, *ex officio*, without vote. The EVP–CEO, or the EVP–CEO’s designee, shall serve as Chair of the Council of Experts ~~and of the Executive Committee of the Council of Experts~~, and in such capacity shall have charge of the work of the Council of Experts, organize the Council of Experts in accordance with these Bylaws, and have such other duties and authority as set forth in the rules and procedures for the Council of Experts. The EVP–CEO may appoint advisory bodies to advance the work of Council of Experts and the Convention and provide advice to staff on policy matters. The EVP–CEO shall appoint the Secretary and other staff officers as deemed appropriate.

## Article V. Board of Trustees

### Section 1. Duties.

There shall be a Board of Trustees of the Convention (hereinafter the “Board” or “Board of Trustees”), which shall oversee the management, property, and affairs of the Convention, except as otherwise expressly provided by law, the Articles of Incorporation of the Convention, or these Bylaws.

- a. The specific duties of the Board of Trustees include, but are not limited to: hiring and supervising the Executive Vice President–Chief Executive Officer; establishing policy for the Convention, including the development of a strategic plan for the Convention; approving the budget of the Convention; additional duties as set forth in these Bylaws; and performing such other duties as it deems necessary and proper.
- b. The Board of Trustees shall develop rules and procedures to supplement the provisions of this Article and Article VI below and govern the conduct of its affairs.

### Section 2. Number and Qualifications.

- a. ~~The Board of Trustees shall be composed of eight Trustees elected by the Convention at its Regular Membership Meeting, the President, Past President, and Treasurer, with the Executive Vice President–Chief Executive Officer serving as a nonvoting Trustee.~~
- b. ~~The eight Trustees shall be chosen as follows: not less than twelve (12) or more than fifteen (15) individuals. The Board of Trustees shall include the following officers as ex officio members: President (with vote); Past President (with vote); Treasurer (with vote) and Executive Vice President–Chief Executive Officer (without vote). The Board of Trustees shall also include eight (8) Trustees elected by the Convention at its Regular Membership Meeting as follows: two shall be representative of the pharmaceutical sciences, two shall be representative of the medical sciences, one shall be a public member, and three shall serve without restriction concerning their affiliation.~~
- c. ~~The Board of Trustees by majority vote also~~ may appoint at any time up to three (3) additional Trustees to provide expertise that the Board determines is necessary or desirable to meet the needs of the Convention. Such appointed Trustees shall serve until the next Regular Membership Meeting of the Convention.

### Section 3. Election and Term of Office.

Except as otherwise provided in ~~the Officers section of~~ these Bylaws ~~(Article IV) and Section 2 above~~, the members of the Board of Trustees shall be elected by a majority vote of a quorum of the Voting Members of the Convention at the Regular Membership Meeting. ~~Elected~~Such Trustees shall serve for a term of five years, commencing on July 1st following the Regular Membership Meeting. Other than the EVP–CEO, no person may serve on the Board of Trustees more than two consecutive terms, including any partial term resulting from appointment.

### Section 4. Chair.

Each year, the Board of Trustees shall elect from among the Trustees a Chair, who shall chair each meeting of the Board that year and shall perform such other duties as the Board may assign. In the absence of the Chair, a member of the Executive Committee of the Board selected by the Chair shall chair meetings of the Board.

Section 5. Resignation.

Any Trustee may resign at any time by giving signed written notice to the ~~President~~ Secretary of the Convention. Such resignation shall take effect at the time ~~the notice is delivered, unless the notice specifies a later effective date, specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Convention.~~

Section 6. Removal.

a. Any Trustee elected by the Voting Members of the Convention may be removed from such office, with or without cause, by a two-thirds vote of Voting Members at a Special Membership Meeting ~~the Trustees at any regular, or special meeting of the Board of Trustees~~ called expressly for that purpose.

~~a.b.~~ Any Trustee appointed by the Board of Trustees may be removed from office, with or without cause, by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees called expressly for that purpose.

~~b.c.~~ In addition, any Trustee elected by the Voting Members may be removed from office by a majority vote of the Board of Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of the court to have breached a duty as a Trustee; or does not satisfy at the time any of the qualifications for a Trustee listed in these Bylaws.

Section 7. Vacancies.

A vacancy occurring in an elected Trustee position ~~Vacancies~~ shall be filled within one hundred twenty (120) days by appointment by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy occurring in an appointed Trustee position may or may not be filled.

Section 8. Regular Meetings.

Regular meetings of the Board of Trustees shall be held not less than annually at such time, day, and place as shall be designated by the Chair or a majority of the voting Trustees then in office, for the purpose of transacting such business as may come before the meeting.

Section 9. Special Meetings.

Special meetings of the Board of Trustees may be called at the direction of the Chair or by a majority of the voting trustees then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 10. Notice.

Notice of the time, day, and place of any meeting of the Board of Trustees shall be given at least ten days previous thereto in the manner set forth in Section 2 of Article XIII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Trustee may waive notice of any meeting by a written statement executed either before or after the meeting.

Section 11. Quorum.

A majority of the voting Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 12. Manner of Acting.

Except as otherwise expressly required by law, the Articles of Incorporation of the Convention, or these Bylaws, the affirmative vote of a majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board of Trustees. Each Trustee shall have one vote. Voting by proxy shall not be permitted. Any action that may be taken at a meeting of the Trustees may also be taken without a meeting if a written consent setting forth the action is signed by all of the Trustees entitled to vote. Electronic signatures shall be permitted, and an electronic mail response may also be deemed to constitute such signature. Such consent shall have the same force and effect as a unanimous vote.

Section 13. Meeting via Telephone or Other Telecommunications Device.

Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear and speak to each other, and such participation in a meeting shall be deemed presence in person at such meeting.

~~Section 14. Informal Board Action.~~

~~The Board may discuss matters informally by an exchange of electronic mail, but electronic mail discussions do not constitute a meeting, and no binding formal vote on an action may be taken without complying with the provisions of Section 12 above. However, any action informally agreed to via electronic mail may be formally ratified by the Board and thereby become effective either at a subsequent meeting of the Board (which can include a meeting via telephone or other telecommunications device) or via unanimous written consent in lieu of a meeting in accordance with Section 12 above.~~

## Article VI. Committees of the Board

Section 1. Committees of Trustees.

The Board of Trustees may designate and appoint one or more committees, each consisting of two or more Trustees, which committees shall have and exercise that authority as may be delegated by the Board; provided, however, that no such committee shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing or removing any Officer or Trustee; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Convention; authorizing the voluntary dissolution of the Convention; adopting a plan for the distribution of the assets of the Convention; or amending, altering, or repealing any resolution of the Board of Trustees.

Section 2. Standing Committees.

- a. Executive Committee. Between meetings of the Board of Trustees, the day-to-day affairs of the Convention shall be conducted by an Executive Committee, the membership of which shall be as follows: the Chair, the President, the Treasurer, and the public member Trustee. The EVP–CEO also shall serve as an *ex officio* nonvoting member. The Executive Committee shall have and exercise all the powers and perform all of the duties commonly incident to and vested in the Board of Trustees, subject to the limitations set forth in Section 1 above. All actions taken by the Executive Committee shall require ratification by the Board at its next meeting following the date such actions were taken in order for such actions to remain effective.
- b. Other Standing Committees. The Board may designate other standing committees, and shall set forth the duties, membership, terms of office, provisions for vacancies, quorum, and other provisions of each committee in the Board's rules and procedures.

## Article VII. Council of Experts

### Section 1. Duties.

There shall be a Council of Experts which together with its Expert Committees shall be responsible for determining and approving content of the United States Pharmacopeia and National Formulary (USP-NF) official compendia and other compendia and information that may be published on behalf of the Council of Experts authorized publications of the Convention (including, ~~but not limited to,~~ translations and line extensions of the USP-NF) including any reference standards associated therewith in accordance with the rules and procedures established by the Council of Experts. United States Pharmacopeia and National Formulary and other information that may be published by or on behalf of the Council of Experts and the Expert Committees);

### Section 2. Election, Term and Removal.

The Council of Experts shall be composed of the chairs of the Expert Committees, together with the Chair of the Council of Experts, who shall be an *ex officio* voting member. The members of the Council of Experts other than the Chair and those members appointed by the Council of Experts under Section 4 and Section 7 below shall be elected by the Voting Members at the Regular Membership Meeting and shall serve a term of five (5) years or until their successors are installed. Members of the Council of Experts other than the Chair may serve no more than two consecutive terms, including any partial term resulting from appointment. Upon the recommendation of the ~~Chair or the Executive Committee of the~~ Council of Experts, the Board of Trustees may remove any member of the Council of Experts for cause.

### Section 3. Number and Types.

The number and types of Expert Committees for the next cycle shall be determined as follows:

- a. Not less than twelve (12) months prior to each Regular Membership Meeting, ~~the Chair of the Council of Experts, with input from the Voting Members and in consultation with the Executive Committee of~~ the Council of Experts shall recommend to the Board the number and types of Expert Committees for the next cycle.
- ~~a.~~b. Voting Members shall be given not less than ninety (90) days to provide comment on the proposed number and types of Expert Committees. All comments shall be acknowledged as received.
- c. Within ninety (90) days following the Voting Member comment deadline, the Board of Trustees shall review the comments received and approve the list of Expert Committees for the next cycle. The Board shall issue a report summarizing the comments provided and the decisions of the Board of Trustees.
- ~~b.~~d. Upon ~~approval of notification by~~ the Board, the Nominating Committee of the Council of Experts shall develop a list of appropriately qualified candidates for the chairs of such Expert Committees. ~~in accordance with Article XII.~~

### Section 4. Additional Expert Committees ~~Chairs.~~

At any time during the cycle, the ~~Chair of the Council of Experts, in consultation with the Executive Committee of the~~ Council of Experts may recommend to the Board that additional Expert Committees be established to carry out the work of the Convention. If approved by the Board, the chairs of such additional Expert Committees shall be appointed by majority vote of the Council of Experts.

### Section 5. Rules.

The Council of Experts shall make such rules and adopt such procedures, not in conflict with these Bylaws, as are sufficient to ensure the accuracy and adequacy of the content of the *United States Pharmacopeia*, the *National Formulary*, and other authorized publications, and to provide for adequate notice and opportunity for public comment and full and impartial consideration of all proposed changes in, and additions to, the content of such publications. Such rules and procedures shall include provisions for the governance of the Council of Experts (including, but not limited to, filling of vacancies, appointment of additional chairs, conflict of interest rules, ~~duties of the Council of Experts Executive Committee~~, the election and operation of Expert Committees, the creation and operation of advisory bodies within the Council of Experts, ~~etc.~~) and rules to carry out its areas of responsibility. Prior to adoption, the proposed rules and procedures shall be submitted to the Governance Committee of the Convention and the Board for review and approval as set forth in Article X, Section 1c.

### ~~Section 6. Executive Committee of the Council of Experts:~~

~~The Executive Committee of the Council of Experts shall be appointed by the Chair of the Council of Experts. The Executive Committee shall provide advice to the Chair on matters of general policy concerning the planning and executing of publications and of supplements thereto. The Executive Committee also shall receive and rule upon all appeals for reconsideration, revision, or abrogation of standards adopted and decisions made by an Expert Committee. Each decision of the Executive Committee to deny such appeals shall be referred to the Board of Trustees, which may uphold the denial or grant the appeal and remand for reconsideration by the Council of Experts.~~

### Section 7. Vacancies.

Vacancies shall be filled by appointment by majority vote of the remaining members of the Council of Experts for the unexpired term of the vacant position.

### Section 8. Appeals.

The Council of Experts shall adopt rules and procedures for appealing any standard adopted by the Council. The appeals process shall be consistent with the following provisions:

- a. A request for an appeal shall be made in writing within sixty (60) days after the date of publication of the standard as official text.
- b. The Council or Expert Committee establishing the standard shall have up to ninety (90) days to reconsider the standard and issue a decision.
- c. The appellant shall have thirty (30) days following receipt of the decision to request in writing further review by a panel consisting of three members of the Council of Experts appointed by the Chair, three members of the Board of Trustees appointed by the Chair of the Board, and up to three additional experts appointed by the President in consultation with the Chair of the Council of Experts. The panel shall be chaired by the President.
- d. The panel shall be convened within ninety (90) days after the request for further review is received, and the appellant shall be given the right to appear at a hearing of the panel. The decision of the panel shall be final.
- e. The date by which conformance with the standard is required shall be postponed while the appeal is pending. If the standard is upheld, the date by which conformance is required shall be reestablished so that the period allowed for implementation is not less than that provided for upon original publication of the standard.

## Article VIII. Conflicts of Interest and Compensation

### Section 1. Conflicts of Interest.

All members of the Council of Experts and its Expert Committees (“Experts”) and all Officers and Trustees shall be required to adhere to the conflicts of interest provisions set forth in these Bylaws, in policies adopted by the Convention, and in their respective rules and procedures. "Conflict of Interest," as referred to herein, shall include, but shall not be limited to, any matter in which an Officer, Trustee, or Expert has a direct or indirect financial interest or any other personal interest of any kind which would preclude or appear to preclude such individual from exercising impartial judgment or otherwise acting in the best interests of the Convention.

### Section 2. Recusal.

No Officer, Trustee, or Expert shall cast a vote, nor take part in the final deliberation in any matter in which he or she has a Conflict of Interest. Any Officer, Trustee, or Expert who believes he or she may have such a Conflict of Interest shall notify the Board or Expert Committee, as applicable, prior to deliberation on the matter in question, and such body shall make the final determination as to whether the individual has a Conflict of Interest in any matter. The minutes of the applicable meeting shall reflect disclosure and resolution of any Conflict of Interest, including any recusal of an Officer, Trustee or Expert due to Conflict of Interest.

### Section 3. Compensation.

No Expert, or Officer or Trustee (other than the EVP–CEO and Secretary, who are employees of the Convention) shall receive compensation for his or her services as an Officer, Trustee, or Expert. Experts, and Officers and Trustees shall be reimbursed for travel and other necessary expenses that may be incurred by them in the performance of their duties.

## Article IX. Council of the Convention

### Section 1. Duties.

There shall be a Council of the Convention which shall have the following general duties:

- a. Developing rules and procedures for inviting Voting Organizational Members, including criteria for membership and procedures for removing Voting Organizational Members for cause as defined in Article III, Section 7;
- b. Recommending the invitation of additional Voting Organizational Members or the removal of Voting Organizational Members to the Board of Trustees in accordance with the established rules and procedures;
- c. Establishing criteria for organizations to be invited as Observers to the Convention, inviting organizations to become Observers pursuant to such criteria, and developing rules and procedures for Observer participation;
- d. Developing resolutions that advance the purposes of the Convention set forth in Article II for the Voting Members to ~~approve~~ consider based on input from the Membership, the Board and, where appropriate, the Council of Experts. The proposed resolutions shall be submitted to the Board and Council of Experts for a resource assessment and provided to the Membership along with the findings of the Board and Council of Experts by electronic mail or by a link to the USP website not later than ~~thirty (30)~~ sixty (60) days prior to the Regular Membership Meeting; and

- e. Developing approaches and mechanisms for engaging and communicating with the Membership in the periods between Regular Membership Meetings.

Section 2. Number, Term and Qualifications.

The Council of the Convention shall be composed of not more than twenty-five (25) persons who are (i) Delegates or other representatives of Voting Organizational Members, or (ii) Voting At Large Members. The Council shall include at least one Voting Organizational Member representative from each category of Voting Organizational Member specified in Article III, Section 1a(i) above. The Council of the Convention members shall be appointed by the President in consultation with the EVP–CEO and subject to the approval of the Board of Trustees. The President of the Convention shall be the Chair of the Council of the Convention. The Council of the Convention shall be organized not later than six months after the Regular Membership Meeting and its members shall continue in office until adjournment of the next Regular Membership Meeting or until their successors are appointed.

Section 3. Rules.

The Council of the Convention shall adopt rules and procedures for its own governance and to carry out its duties as described above. Prior to adoption, the proposed rules and procedures shall be submitted to the Governance Committee of the Convention for review and to the Board for approval as set forth in Article X, Section 1c.

**Article X. Governance Committee**

Section 1. Duties.

There shall be a Governance Committee, which shall have the following general duties:

- a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;
- b. Developing and reviewing proposed amendments to these Bylaws, and facilitating the review and comment by the Board and legal counsel; and which proposed amendments shall be submitted to the Board of Trustees for its comments and provided as a report to the Membership by electronic mail or by a link to the USP website not later than thirty (30) days prior to the Regular Membership Meeting or any Special Membership Meeting at which it is to be considered or, if the amendment is to be voted on by written ballot, provided to the Voting Members along with such written ballot; and
- c. ~~Reviewing the~~ Providing for the review and approval of the proposed rules and procedures of the Council of Experts and the Council of the Convention, including any amendments thereto, as follows: to ensure consistency with these Bylaws, and forwarding such rules and procedures with any comments to the Board of Trustees for its approval.
  - (i) The Governance Committee shall review the proposed rules and procedures to ensure consistency with these Bylaws, and shall solicit comments from Voting Members, who shall have at least ninety (90) days to provide comments;
  - (ii) The Governance Committee shall provide its comments and those received from Voting Members to the Council for consideration; and
  - (iii) The Governance Committee shall forward the rules and procedures, along with all comments and the Council's responses thereto, to the Board of Trustees for approval.

Section 2. Number, Term and Qualifications.

The Governance Committee shall be composed of twelve (12) persons: eight persons who are (i) Delegates or other representatives from Voting Organizational Members or (ii) Voting At Large Members; and four persons who are members of the Council of Experts. The Governance Committee members shall be appointed by the President in consultation with the EVP–CEO and subject to the approval of the Board of Trustees. The President of the Convention shall appoint the Chair of the Governance Committee from among the eight Delegates, representatives, or Voting At Large ~~Members~~ of the Governance Committee. The Governance Committee shall be organized not later than six months after the Regular Membership Meeting and its members shall continue in office until adjournment of the next Regular Membership Meeting or until their successors are appointed.

Section 3. Rules.

The Governance Committee shall adopt rules and procedures for its own governance and to carry out its duties. The proposed rules and procedures and any proposed amendments thereto shall be provided to the Voting Members for review, who shall have not less than ninety (90) days to provide comments. After the Governance Committee considers such comments and makes any changes it deems appropriate, it shall forward the rules and procedures to the Board for approval, along with any comments received from Voting Members.

## Article XI. Nominating Committee for Officers and Trustees

Section 1. Duties.

There shall be a Nominating Committee for Officers and Trustees, which shall have the following general duties:

- a. Soliciting and reviewing officer and Trustee nominations;
- b. Developing a list of final officer and Trustee nominees, with there being two nominees for each officer and Trustee position on the ballot; and
- c. Providing to the Membership, by electronic mail or by a link to the USP website not less than ~~thirty (30)~~ sixty (60) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.
- d. Presenting its report at the Regular Membership Meeting, at which time additional nominations for Officers and Trustees may be made from the floor, which shall be seconded by at least ten Voting Members and submitted in writing to the Secretary.

Section 2. Number, Term and Qualifications.

The Nominating Committee for Officers and Trustees shall be composed of the following persons, who shall be appointed by the President in consultation with the EVP–CEO and subject to approval by the Board of Trustees: four persons who are (i) Delegates or other representatives of Voting Organizational Members or (ii) Voting At Large Members; two Trustees, and two other persons. ~~Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held.~~ The chair of the Nominating Committee shall be appointed by the President from among those Nominating Committee members representing the Voting Members or the Board of Trustees. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held. Members of the Nominating Committee shall not be eligible to become nominees.

## Article XII. Nominating Committee for the Council of Experts

### Section 1. Duties.

There shall be a Nominating Committee for the Council of Experts, which shall have the following general duties:

- a. Soliciting and reviewing Council of Expert nominations based on the number and types of Expert Committees approved in accordance with Article VII, Section 3;
- b. Developing a list of final Council of Expert nominees, with there being two nominees for each Council of Experts position on the ballot; and
- c. Providing to the Membership, by electronic mail or by a link to the USP website not less than ~~thirty~~ ~~(30)~~sixty (60) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.

### Section 2. Number, Term and Qualifications.

The Nominating Committee for the Council of Experts shall be composed of the following persons: five persons appointed by the President in consultation with the EVP–CEO who are (i) Delegates or other representatives from Organizational Voting Members or (ii) Voting At Large Members; five persons appointed by the EVP–CEO in consultation with the ~~Executive Committee of the Council of Experts who are members of the~~ Council of Experts; and five other persons appointed by the EVP–CEO with the approval of the Board of Trustees. The EVP–CEO shall be a member, *ex officio*, of the Nominating Committee. The President of the Convention shall appoint the Chair of the Nominating Committee from among those Nominating Committee members representing the Voting Members or the Council of Experts. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held.

## Article XIII. Miscellaneous Provisions

### Section 1. Fiscal Year.

The fiscal year of the Convention shall be July 1<sup>st</sup> through June 30<sup>th</sup>, unless modified by the Board of Trustees.

### Section 2. Notice.

Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Convention, or statute, notice of a Membership Meeting is required to be given to the Membership, such notice shall be given in writing, by first-class mail or express delivery service with postage or express delivery charges thereon prepaid, to each Member at the address which appears on the records of the Convention. A copy of any notice provided to a Voting Organizational Member shall be provided to the Delegate of such Voting Organizational Member. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. For all forms of notice to Trustees, committee members, and others required under these Bylaws, notice may also be given by hand delivery, facsimile, electronic mail, or telephone, and will be deemed given when received.

### Section 3. Use of Electronic Mail.

To the fullest extent allowed by law, and unless otherwise limited by these Bylaws, all references in these Bylaws to “mail” shall include electronic mail or other electronic means of communication, and any requirement in these Bylaws that notices or other communications be in writing shall be satisfied by electronic communications or transmissions to the extent permitted by law.

Section 4. ~~Meeting Procedure~~ Parliamentary Authority.

To the extent it does not conflict with any provision of state law, the Articles of Incorporation, or these Bylaws, the ~~latest-eleventh~~ edition of *Robert's Rules of Order Newly Revised* will be used as a guide for the conduct of Membership Meetings and meetings of the Board of Trustees, subject always to the discretion of the Chair of the meeting.

Section 5. Legal Order of Precedent.

The Bylaws are subordinate to, in order of precedence, federal law, District of Columbia law, and the USP Articles of Incorporation. Subordinate to these Bylaws, in order of precedence, are the Board of Trustees' rules and procedures, any committee rules and procedures, and any policy statements of the Convention.

## Article XIV. Indemnification and Insurance

Unless otherwise prohibited by law, the Convention shall indemnify any Trustee or Officer, any former Trustee or Officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, ~~by resolution of the Board of Trustees through the rules and procedures established by the Board~~, indemnify any employee, Expert, Convention Committee member, or any other volunteer against any and all reasonable expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having held such position, subject to the limitation, however, that ~~the individual acted in good faith, reasonably believed that his/her conduct was in the best interests of the Convention, and in the case of criminal conduct had no reasonable cause to believe that his/her conduct was unlawful. there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Convention for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Convention, unless such adjudication is a sole result of the Convention's being adjudged guilty of a criminal offense or liable for negligence or misconduct in its affairs. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such person. The Convention may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any such person; provided, however, that such person shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or volunteer may be entitled under any statute, agreement, or vote of the Board of Trustees.~~

The Board of Trustees may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, or out of acts taken in such capacity, whether or not the Convention would have the power to indemnify the person against that liability under law.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## Article XV. Amendments to Bylaws

### ~~Section 1. Amendment Process.~~

~~Amendments to the Bylaws may be proposed by the President, the Board of Trustees, the Governance Committee, or the written petition of ten percent (10%) of the Voting Members. A Bylaws amendment proposed by Voting Members shall be reviewed by the Governance Committee and then forwarded to the Board of Trustees for its comments with the Governance Committee's recommendation. Any proposed amendment may be further modified by the Convention's legal counsel if counsel determines that such modification is required to be consistent with any law, these Bylaws, or any other governance documents of the Convention.~~

### Section 1. Submission.

- a. Amendments to these Bylaws may be originated by the Board of Trustees, by the Governance Committee, or by written petition of ten percent (10%) of the Voting Members. All proposed amendments shall be reviewed by the Governance Committee, Board of Trustees, and legal counsel, all of whom may provide additional comments for publication to the Membership as deemed necessary;
- b. Amendments submitted by Voting Member petition for consideration at a Regular Membership Meeting shall be submitted to the Governance Committee at least twelve (12) months before the first day of the Regular Membership Meeting.

### ~~Section 2. Amendments Approved by the Board.~~

~~Typographical and other non-substantive errors or omissions in the Bylaws, and any change in the Bylaws required by a change in federal or state law, may be approved by a majority vote of the Board of Trustees. All other changes to these Bylaws may be made in accordance with Sections 3 or 4 below. The Membership shall be provided notice of any amendment to these Bylaws approved by the Board under this Section.~~

### Section 2. Consideration of Amendments.

Amendments to these Bylaws may be considered at a Regular or Special Membership Meeting or by written ballot.

- a. Amendments to be considered at a Regular Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website not less than sixty (60) days prior to the Meeting.
- b. Amendments to be considered at a Special Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website with the notice of the Special Membership Meeting.
- c. Amendments to be considered by written ballot shall be sent to the Membership by electronic mail or by a link to the USP website with the instructions for the written ballot.

### ~~Section 3. Amendments Approved by Voting Members at a Meeting.~~

~~Amendments to the Bylaws can occur with a three-quarters (3/4) vote of a quorum of Voting Members present at any Membership Meeting, provided that such amendment has first been reviewed and approved by the Governance Committee and made available to the Membership prior to such Membership Meeting as provided in Article X, Section 1b.~~

### Section 3. Vote Required.

- a. The vote required for amendments adopted at a Regular or Special Membership Meeting shall be a three-fourths (3/4) vote.
- b. The vote required for amendments adopted by written ballot shall be a three-fourths (3/4) vote, provided that ballots are received from at least twenty-five percent (25%) of the Voting Members.

### ~~Section 4. Amendments by Voting Members via Written Ballot.~~

~~Amendments to the Bylaws also may be made by written ballot upon recommendation of the Board of Trustees in accordance with Article III, Section 6b of these Bylaws, provided that such amendment has first been reviewed and approved by the Governance Committee and made available to the Voting Members along with such written ballot as provided in Article X, Section 1. The amendment shall be deemed approved if the number of ballots required under Article III, Section 6b(ii) is received and three-quarters (3/4) of Voting Members voting cast votes in the affirmative.~~

### Section 4. Editorial Corrections

Typographical and other non-substantive corrections, or changes required by a change in federal or state law, shall be made by the Governance Committee with the approval of the Board of Trustees.

## **Article XVI. Dissolution**

In the event of dissolution of the Convention, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Convention, dispose of all of the assets exclusively for the purposes of the Convention, in such manner as the Board of Trustees shall determine, to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).



Proposal #	Title	Article	Section
a	Membership Definition	III	1.a.(i)(b)

Current Language:	Proposed Changes:	If Adopted:
Article III. Membership. Section 1. Categories and Qualifications. a. Voting Members. (i) Voting Organizational Members.  (b) Health practitioner professional and scientific associations and organizations including those that represent medicine, pharmacy, and nursing;	Article III. Membership. Section 1. Categories and Qualifications. a. Voting Members. (i) Voting Organizational Members.  (b) Health practitioner professional and scientific associations and organizations including those that represent <b>allopathic, osteopathic and veterinary</b> medicine, pharmacy, <del>and</del> nursing, <b>and other health and science related fields</b> ;	Article III. Membership. Section 1. Categories and Qualifications. a. Voting Members. (i) Voting Organizational Members.  (b) Health practitioner professional and scientific associations and organizations including those that represent allopathic, osteopathic and veterinary medicine, pharmacy, nursing, and other health and science related fields;

<b>Rationale</b>	The descriptions of academic institutions and practitioner associations should be consistent within the Bylaws to reduce the perception that certain groups are excluded.
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Proposal #	Title	Article	Section
b	One Delegate - One Organizational Member At-large Voting Members part of quorum	III	6.a.

Current Language	Proposed Changes	If Adopted
<p>Article III. Membership. Section 6. Quorum and Voting.</p> <p>a. Voting at a Membership Meeting Each Voting Member in good standing shall have one vote at any Membership Meeting where votes are cast. Each Voting Organizational Member shall cast its vote through its Delegate. A quorum shall consist of Delegates present in person representing twenty-five percent (25%) of the total Voting Members. Proxy voting shall not be allowed. Unless otherwise required by these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Membership.</p>	<p>Article III. Membership. Section 6. Quorum and Voting.</p> <p>a. Voting at a Membership Meeting Each Voting Member in good standing shall have one vote at any Membership Meeting where votes are cast. Each Voting Organizational Member shall cast its vote through its Delegate, <b>and each Delegate may only represent one Voting Organizational Member.</b> A quorum shall consist of Delegates <b>and At-large Voting Members</b> present in person representing twenty-five percent (25%) of the total Voting Members. Proxy voting shall not be allowed. Unless otherwise required by these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Membership.</p>	<p>Article III. Membership. Section 6. Quorum and Voting.</p> <p>a. Voting at a Membership Meeting Each Voting Member in good standing shall have one vote at any Membership Meeting where votes are cast. Each Voting Organizational Member shall cast its vote through its Delegate, and each Delegate may only represent one Voting Organizational Member. A quorum shall consist of Delegates and At-large Voting Members present in person representing twenty-five percent (25%) of the total Voting Members. Proxy voting shall not be allowed. Unless otherwise required by these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Membership.</p>

<b>Rationale</b>	Clarifies that each Delegate may only represent one Voting Organizational Member and that the quorum includes At-large Voting Members.
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Proposal #	Title	Article	Section
c	Delivery of Reports to Voting Members Council of the Convention Duties regarding resolutions		See Below

Current Language	Proposed Changes	If Adopted
<p>Article III Membership. Section 4. Regular Membership Meetings. (second paragraph)</p> <p>Not later than thirty (30) days prior to the Regular Membership Meeting, the following shall be made available to the Membership by electronic mail or by a link to the USP website: report of the Nominating Committee for Officers and Trustees; report of the Nominating Committee for the Council of Experts; report of the Council of the Convention on proposed resolutions; and report of the Governance Committee on proposed amendments to the Bylaws.</p>	<p>Article III Membership. Section 4. Regular Membership Meetings. (second paragraph)</p> <p>Not later than <del>thirty (30)</del> <b>sixty (60)</b> days prior to the Regular Membership Meeting, the following shall be made available to the Membership by electronic mail or by a link to the USP website: report of the Nominating Committee for Officers and Trustees; report of the Nominating Committee for the Council of Experts; report of the Council of the Convention on proposed resolutions; and report of the Governance Committee on proposed amendments to the Bylaws.</p>	<p>Article III Membership. Section 4. Regular Membership Meetings. (second paragraph)</p> <p>Not later than sixty (60) days prior to the Regular Membership Meeting, the following shall be made available to the Membership by electronic mail or by a link to the USP website: report of the Nominating Committee for Officers and Trustees; report of the Nominating Committee for the Council of Experts; report of the Council of the Convention on proposed resolutions; and report of the Governance Committee on proposed amendments to the Bylaws.</p>
<p>Article IX. Council of the Convention. Section 1. Duties. (part d. only)</p> <p>d. Developing resolutions that advance the purposes of the Convention set forth in Article II for the Voting Members to approve based on input from the Membership, the Board and, where appropriate, the Council of Experts. The proposed resolutions shall be submitted to the Board and Council of Experts for a resource assessment and provided to the Membership along with the findings of the Board and Council of Experts by electronic mail or by a link to the USP website not later than thirty (30) days prior to the Regular Membership Meeting; and</p>	<p>Article IX. Council of the Convention. Section 1. Duties. (part d. only) (*)</p> <p>d. Developing resolutions that advance the purposes of the Convention set forth in Article II for the Voting Members to <del>approve</del> <b>consider</b> based on input from the Membership, the Board and, where appropriate, the Council of Experts. The proposed resolutions shall be submitted to the Board and Council of Experts for a resource assessment and provided to the Membership along with the findings of the Board and Council of Experts by electronic mail or by a link to the USP website not later than <del>thirty (30)</del> <b>sixty (60)</b> days prior to the Regular Membership Meeting; and</p>	<p>Article IX. Council of the Convention. Section 1. Duties. (part d. only)</p> <p>d. Developing resolutions that advance the purposes of the Convention set forth in Article II for the Voting Members to consider based on input from the Membership, the Board and, where appropriate, the Council of Experts. The proposed resolutions shall be submitted to the Board and Council of Experts for a resource assessment and provided to the Membership along with the findings of the Board and Council of Experts by electronic mail or by a link to the USP website not later than sixty (60) days prior to the Regular Membership Meeting; and</p>
<p>Article XI. Nominating Committee for Officers and Trustees. Section 1. Duties. (part c. only)</p> <p>c. Providing to the Membership, by electronic mail or by a link to the</p>	<p>Article XI. Nominating Committee for Officers and Trustees. Section 1. Duties. (part c. only)</p> <p>c. Providing to the Membership, by electronic mail or by a link to the</p>	<p>Article XI. Nominating Committee for Officers and Trustees. Section 1. Duties. (part c. only)</p> <p>c. Providing to the Membership, by electronic mail or by a link to</p>

Current Language	Proposed Changes	If Adopted
USP website not less than thirty (30) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.	USP website not less than <del>thirty (30)</del> <b>sixty (60)</b> days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.	the USP website not less than sixty (60) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.
Article XII. Nominating Committee for the Council of Experts. Section 1. Duties. (part c. only)  c. Providing to the Membership, by electronic mail or by a link to the USP website not less than thirty (30) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.	Article XII. Nominating Committee for the Council of Experts. Section 1. Duties. (part c. only)  c. Providing to the Membership, by electronic mail or by a link to the USP website not less than <del>thirty (30)</del> <b>sixty (60)</b> days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.	Article XII. Nominating Committee for the Council of Experts. Section 1. Duties. (part c. only)  c. Providing to the Membership, by electronic mail or by a link to the USP website not less than sixty (60) days prior to the Regular Membership Meeting, a report containing the list of nominees and information regarding each nominee.

<b>Rationale</b>	Members should receive all the materials for the Regular Membership Meeting at least sixty days prior to the meeting. (*)"Approval" of resolutions may or may not occur at a Regular Membership Meeting; however, Delegates are expected to consider any resolutions presented to them.
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Proposal #	Title	Article	Section
d	Governance Committee Duties and Chair Appointment	X	1 2

Current Language:	Proposed Changes:	If Adopted:
<p>Article X. Governance Committee Section 1. Duties.</p> <p>There shall be a Governance Committee, which shall have the following general duties:</p> <p>a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;</p> <p>b. Developing and reviewing proposed amendments to these Bylaws, which proposed amendments shall be submitted to the Board of Trustees for its comments and provided as a report to the Membership by electronic mail or by a link to the USP website not later than thirty (30) days prior to the Regular Membership Meeting or any Special Membership Meeting at which it is to be considered or, if the amendment is to be voted on by written ballot, provided to the Voting Members along with such written ballot; and</p> <p>c. Reviewing the proposed rules and procedures of the Council of Experts and the Council of the Convention to ensure consistency with these Bylaws, and forwarding such rules and procedures with any comments to the Board of Trustees for its approval.</p>	<p>Article X. Governance Committee Section 1. Duties.</p> <p>There shall be a Governance Committee, which shall have the following general duties:</p> <p>a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;</p> <p>b. Developing and reviewing proposed amendments to these Bylaws, <b>and facilitating the review and comment by the Board and legal counsel; and</b> <del>which proposed amendments shall be submitted to the Board of Trustees for its comments and provided as a report to the Membership by electronic mail or by a link to the USP website not later than thirty (30) days prior to the Regular Membership Meeting or any Special Membership Meeting at which it is to be considered or, if the amendment is to be voted on by written ballot, provided to the Voting Members along with such written ballot; and</del></p> <p>c. <del>Reviewing the</del> <b>Providing for the review and approval of the</b> proposed rules and procedures of the Council of Experts and the Council of the Convention, <b>including any amendments thereto, as follows: to ensure consistency with these Bylaws, and forwarding such rules and procedures with any comments to the Board of Trustees for its approval.</b></p> <p><b>(i) The Governance Committee shall review the proposed rules and procedures to ensure consistency with these Bylaws, and shall solicit comments from Voting Members, who shall have at least ninety (90) days to provide comments;</b></p> <p><b>(ii) The Governance Committee</b></p>	<p>Article X. Governance Committee Section 1. Duties.</p> <p>There shall be a Governance Committee, which shall have the following general duties:</p> <p>a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;</p> <p>b. Developing and reviewing proposed amendments to these Bylaws, and facilitating the review and comment by the Board and legal counsel; and</p> <p>c. Providing for the review and approval of the proposed rules and procedures of the Council of Experts and the Council of the Convention, including any amendments thereto, as follows:</p> <p>(iii) The Governance Committee shall review the proposed rules and procedures to ensure consistency with these Bylaws, and shall solicit comments from Voting Members, who shall have at least ninety (90) days to provide comments;</p> <p>(ii) The Governance Committee shall provide its comments and those received from Voting Members to the Council for consideration; and</p> <p>(iii) The Governance Committee shall forward the rules and procedures, along with all comments and the Council's responses thereto, to the Board of Trustees for approval.</p>

Current Language:	Proposed Changes:	If Adopted:
	<p><b><u>shall provide its comments and those received from Voting Members to the Council for consideration; and</u></b></p> <p><b><u>(iii) The Governance Committee shall forward the rules and procedures, along with all comments and the Council's responses thereto, to the Board of Trustees for approval.</u></b></p>	

<p><b>Rationale</b></p>	<p>The amendment process and the authority given to the Governance Committee in that process should be reflected in <i>Article XV. Amendments</i>. Clarifies the Governance Committee's process for reviewing rules and procedures. Emphasizes the importance of soliciting, considering, and sharing Member comments with the relevant Council and the Board. The amendment defines the time for Member comment.</p>
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Current Language:	Proposed Changes:	If Adopted:
<p>Article X. Governance Committee. Section 2. Number, Term and Qualifications. (sentence relating to chair appointment)</p> <p>The President of the Convention shall appoint the Chair of the Governance Committee from among the members of the Governance Committee.</p>	<p>Article X. Governance Committee. Section 2. Number, Term and Qualifications. (sentence relating to chair appointment)</p> <p>The President of the Convention shall appoint the Chair of the Governance Committee from among the <b><u>eight Delegates, representatives or Voting At-large Members</u></b> of the Governance Committee.</p>	<p>Article X. Governance Committee. Section 2. Number, Term and Qualifications. (sentence relating to chair appointment)</p> <p>The President of the Convention shall appoint the Chair of the Governance Committee from among the eight Delegates, representatives or Voting At-large Members of the Governance Committee.</p>

<p><b>Rationale</b></p>	<p>Because the Governance Committee is a committee of the Convention, its chair should be selected from among those members of the committee.</p>
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Proposal #	Title	Article	Section
e	Rules and Procedures	III	2 7

Current Language	Proposed Changes	If Adopted
<p>Article III. Membership. Section 2. Selection of Voting Organizational Members.</p> <p>Voting Organizational Members shall be selected by the Board of Trustees based on recommendations made by the Council of the Convention. The Council of the Convention shall develop internal rules and procedures for considering and inviting organizations to become Voting Organizational Members, and such rules and procedures shall be subject to approval by the Board of Trustees in accordance with Article IX, Section 3. In developing such rules and procedures, the Council of the Convention shall consider any applicable resolutions adopted by the Convention Membership.</p>	<p>Article III. Membership. Section 2. Selection of Voting Organizational Members. (last sentence)</p> <p>Voting Organizational Members shall be selected by the Board of Trustees based on recommendations made by the Council of the Convention. The Council of the Convention shall develop internal rules and procedures for considering and inviting organizations to become Voting Organizational Members.<del>7</del> <del>and such rules and procedures shall be subject to approval by the Board of Trustees in accordance with Article IX, Section 3. In developing such rules and procedures, the Council of the Convention shall consider any applicable resolutions adopted by the Convention Membership.</del></p>	<p>Article III. Membership. Section 2. Selection of Voting Organizational Members. (last sentence)</p> <p>Voting Organizational Members shall be selected by the Board of Trustees based on recommendations made by the Council of the Convention. The Council of the Convention shall develop internal rules and procedures for considering and inviting organizations to become Voting Organizational Members.</p>
<p>Article III. Membership. Section 7. Removal. (first sentence)</p> <p>Any Voting Organizational Member may be removed for cause from Membership by a two-thirds vote of the Board of Trustees upon the recommendation of the Council of the Convention, pursuant to rules and procedures developed by the Council of the Convention and approved by the Board of Trustees in accordance with Article IX, Section 3.</p>	<p>Article III. Membership. Section 7. Removal. (first sentence)</p> <p>Any Voting Organizational Member may be removed for cause from Membership by a two-thirds vote of the Board of Trustees upon <del>the a</del> recommendation of <b>made by</b> the Council of the Convention, pursuant to <b>its</b> rules and procedures, <del>developed by the Council of the Convention and approved by the Board of Trustees in accordance with Article IX, Section 3.</del></p>	<p>Article III. Membership. Section 7. Removal. (first sentence)</p> <p>Any Voting Organizational Member may be removed for cause from Membership by a two-thirds vote of the Board of Trustees upon a recommendation made by the Council of the Convention pursuant to its rules and procedures.</p>
<p>Article X. Governance Committee. Section 3. (none)</p>	<p>Article X. Governance Committee. <b><u>Section 3. Rules.</u></b></p> <p><b><u>The Governance Committee shall adopt rules and procedures for its own governance and to carry out its duties. The proposed rules and procedures and any proposed amendments thereto shall be</u></b></p>	<p>Article X. Governance Committee. Section 3. Rules.</p> <p>The Governance Committee shall adopt rules and procedures for its own governance and to carry out its duties. The proposed rules and procedures and any proposed amendments thereto shall be provided to the Voting Members for</p>

Current Language	Proposed Changes	If Adopted
	<p><b><u>provided to the Voting Members for review, who shall have not less than ninety (90) days to provide comments. After the Governance Committee considers such comments and makes any changes it deems appropriate, it shall forward the rules and procedures to the Board for approval, along with any comments received from Voting Members.</u></b></p>	<p>review, who shall have not less than ninety (90) days to provide comments. After the Governance Committee considers such comments and makes any changes it deems appropriate, it shall forward the rules and procedures to the Board for approval, along with any comments received from Voting Members.</p>

<p><b>Rationale</b></p>	<p>The Governance Committee should have rules and procedures, reviewed by the Membership and approved by the Board, to govern its operation as do other volunteer bodies of the Convention.</p>
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Proposal #	Title	Article	Section
f	Treasurer	IV	10

Current Language	Proposed Changes	If Adopted
<p>Article IV. Officers. Section 10. Treasurer.</p> <p>The Treasurer reviews the work of the Convention's auditors and, along with the auditors, as appropriate, shall present the audited financial statement to the Board of Trustees. In addition, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.</p>	<p>Article IV. Officers. Section 10. Treasurer.</p> <p>The Treasurer <b>shall provide general oversight for the financial affairs of the Convention.</b> <del>reviews the work of the Convention's auditors and, along with the auditors, as appropriate, shall present the audited financial statement to the Board of Trustees.</del> In addition, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.</p>	<p>Article IV. Officers. Section 10. Treasurer.</p> <p>The Treasurer shall provide general oversight for the financial affairs of the Convention. In addition, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.</p>

<b>Rationale</b>	Revised to reflect the separation of finance and audit functions within the Board.
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Proposal #	Title	Article	Section
g	Past President	IV	8

Current Language	Proposed Changes	If Adopted
<p>Article IV. Officers. Section 3. Term of Office.</p> <p>Except for the EVP-CEO and Secretary (who shall be employees of the Convention), the officers of the Convention shall be installed on the July 1st following the Regular Membership Meeting at which they are elected and shall hold office for five years, or until their respective successors shall have been duly elected and installed. Officers shall be subject to the term limitations set forth in Article V, Section 3.</p>	<p>Article IV. Officers. Section 3. Term of Office.</p> <p>Except for the EVP-CEO and Secretary (who shall be employees of the Convention) <b>and the Past President</b>, the Officers of the Convention shall be installed on the July 1st following the Regular Membership Meeting at which they are elected and shall hold office for five years, or until their respective successors shall have been duly elected and installed. <b><u>The Past President shall be installed on the July 1st following completion of the term as President and shall hold office for one year. With the exception of the Past President,</u></b> Officers shall be subject to the term limitations set forth in Article V, Section 3.</p> <p><b><i>Proviso: The changes to this section shall not go into effect until July 1, 2020.</i></b></p>	<p>Article IV. Officers. Section 3. Term of Office.</p> <p>Except for the EVP-CEO and Secretary (who shall be employees of the Convention) and the Past President, the Officers of the Convention shall be installed on the July 1st following the Regular Membership Meeting at which they are elected and shall hold office for five years, or until their respective successors shall have been duly elected and installed. The Past President shall be installed on the July 1st following completion of the term as President and shall hold office for one year. With the exception of the Past President, Officers shall be subject to the term limitations set forth in Article V, Section 3.</p> <p>Proviso: The changes to this section shall not go into effect until July 1, 2020.</p>
<p>Article IV. Officers. Section 8. Past President.</p> <p>The position of Past President shall be held by the immediate prior President of the Convention.</p>	<p>Article IV. Officers. Section 8. Past President.</p> <p><del>The position of Past President shall be held by</del> The immediate prior President of the Convention <b><u>shall serve as Past President unless elected to another position on the Board for the ensuing term..</u></b></p>	<p>Article IV. Officers. Section 8. Past President.</p> <p>The immediate prior President of the Convention shall serve as Past President unless elected to another position on the Board for the ensuing term.</p>

<p><b>Rationale</b></p>	<p>Shortens the term of Past President for one year and exempts the Past President from the two-term limitation. This reduces the minimum time commitment required from the President from ten years to six years. It also allows a current Board member to run for a second term as President and then serve the one year Past President term without violating the term limits.</p> <p>This provision has a delayed effective date so that the 2010-2015 President will still serve a five year term as Past President as currently required by the Bylaws.</p>
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Proposal #	Title	Article	Section
h	Board Composition and Term of Office	V	2 and 3

Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees Section 2. Number and Qualifications</p> <p>The Board of Trustees shall be composed of not less than twelve (12) or more than fifteen (15) individuals. The Board of Trustees shall include the following officers as ex officio members: President (with vote); Past President (with vote); Treasurer (with vote) and Executive Vice President–Chief Executive Officer (without vote). The Board of Trustees shall also include eight (8) Trustees elected by the Convention at its Regular Membership Meeting as follows: two shall be representative of the pharmaceutical sciences, two shall be representative of the medical sciences, one shall be a public member, and three shall serve without restriction concerning their affiliation. The Board of Trustees by majority vote may appoint at any time up to three (3) additional Trustees to provide expertise that the Board determines is necessary or desirable to meet the needs of the Convention. Such appointed Trustees shall serve until the next Regular Membership Meeting of the Convention.</p>	<p>Article V. Board of Trustees Section 2. Number and Qualifications</p> <p><b><u>a. The Board of Trustees shall be composed of <b>eight Trustees elected by the Convention at its Regular Membership Meeting, the President, Past President, and Treasurer, with the Executive Vice President-Chief Executive Officer serving as a nonvoting Trustee.</b></u></b></p> <p><b><u>b. The eight Trustees shall be chosen as follows: not less than twelve (12) or more than fifteen (15) individuals. The Board of Trustees shall include the following officers as ex officio members: President (with vote); Past President (with vote); Treasurer (with vote) and Executive Vice President–Chief Executive Officer (without vote). The Board of Trustees shall also include eight (8) Trustees elected by the Convention at its Regular Membership Meeting as follows: two shall be representative of the pharmaceutical sciences, two shall be representative of the medical sciences, one shall be a public member, and three shall serve without restriction concerning their affiliation.</u></b></p> <p><b><u>c. The Board of Trustees by majority vote also may appoint at any time up to three (3) additional Trustees to provide expertise that the Board determines is necessary or desirable to meet the needs of the Convention. Such appointed Trustees shall serve until the next Regular Membership Meeting of the Convention.</u></b></p>	<p>Article V. Board of Trustees Section 2. Number and Qualifications</p> <p>a. The Board of Trustees shall be composed of eight Trustees elected by the Convention at its Regular Membership Meeting, the President, Past President, and Treasurer, with the Executive Vice President-Chief Executive Officer serving as a nonvoting Trustee.</p> <p>b. The eight Trustees shall be chosen as follows: two shall be representative of the pharmaceutical sciences, two shall be representative of the medical sciences, one shall be a public member, and three shall serve without restriction concerning their affiliation.</p> <p>c. The Board of Trustees also may appoint at any time up to three (3) additional Trustees to provide expertise that the Board determines is necessary or desirable to meet the needs of the Convention. Such appointed Trustees shall serve until the next Regular Membership Meeting of the Convention.</p>

Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees Section 3. Election and Term of Office.</p> <p>Except as otherwise provided in the Officers section of these Bylaws (Article IV) and Section 2 above, the members of the Board of Trustees shall be elected by a majority vote of a quorum of the Voting Members of the Convention at the Regular Membership Meeting. Elected Trustees shall serve for a term of five years. Other than the EVP–CEO, no person may serve on the Board of Trustees more than two consecutive terms, including any partial term resulting from appointment.</p>	<p>Article V. Board of Trustees Section 3. Election and Term of Office.</p> <p>Except as otherwise provided in <del>the Officers section of these Bylaws, (Article IV) and Section 2 above,</del> the members of the Board of Trustees shall be elected by a majority vote of a quorum of the Voting Members of the Convention at the Regular Membership Meeting. <b>Elected Such</b> Trustees shall serve for a term of five years, <b>commencing on July 1<sup>st</sup> following the Regular Membership Meeting.</b> Other than the EVP–CEO, no person may serve on the Board of Trustees more than two consecutive terms, including any partial term resulting from appointment.</p>	<p>Article V. Board of Trustees Section 3. Election and Term of Office.</p> <p>Except as otherwise provided in these Bylaws, the members of the Board of Trustees shall be elected by a majority vote of a quorum of the Voting Members of the Convention at the Regular Membership Meeting. Such Trustees shall serve for a term of five years, commencing on July 1<sup>st</sup> following the Regular Membership Meeting. Other than the EVP–CEO, no person may serve on the Board of Trustees more than two consecutive terms, including any partial term resulting from appointment.</p>

<p><b>Rationale</b></p>	<p>Section 2 clarifies the composition of the Board of Trustees and removes unnecessary language. Section 3 sets the start of the term of office for Trustees as July 1 following the Regular Membership Meeting, which aligns with the term of office for Officers and removes unneeded language and references.</p>
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Proposal #	Title	Article	Section
i	Officer and Trustee Resignation	IV V	4 5

Current Language	Proposed Changes	If Adopted
<p>Article IV. Officers. Section 4. Resignation.</p> <p>Any Officer may resign at any time by giving written notice to the President or the Secretary of the Convention. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.</p>	<p>Article IV. Officers. Section 4. Resignation.</p> <p>Any Officer may resign at any time by giving <b>signed</b> written notice to <del>the President</del> or the Secretary of the Convention. Such resignation shall take effect at the time <del>the</del> <b>notice is delivered, unless the notice specifies a later effective date.</b> <del>specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.</del></p>	<p>Article IV. Officers. Section 4. Resignation.</p> <p>Any Officer may resign at any time by giving signed written notice to the Secretary of the Convention. Such resignation shall take effect at the time the notice is delivered, unless the notice specifies a later effective date.</p>
<p>Article V. Board of Trustees. Section 5. Resignation.</p> <p>Any Trustee may resign at any time by giving written notice to the President of the Convention. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Convention.</p>	<p>Article V. Board of Trustees. Section 5. Resignation.</p> <p>Any Trustee may resign at any time by giving <b>signed</b> written notice to the <del>President</del> <b>Secretary</b> of the Convention. Such resignation shall take effect at the time <del>the</del> <b>notice is delivered, unless the notice specifies a later effective date.</b> <del>specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Convention.</del></p>	<p>Article V. Board of Trustees. Section 5. Resignation.</p> <p>Any Trustee may resign at any time by giving written notice to the Secretary of the Convention. Such resignation shall take effect at the time the notice is delivered, unless the notice specifies a later effective date.</p>

<b>Rationale</b>	Revised to comply with DC code, which specifically requires that the resignation notice be signed. Also clarifies that all notices should be submitted to the Secretary and should take effect upon the date the notice is delivered unless specified otherwise.
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Proposal #	Title	Article	Section
j	Officer and Trustee Removal	IV V	5 6

Current Language	Proposed Changes	If Adopted
<p>Article IV Officers. Section 5. Removal</p> <p>Any Officer may be removed by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Convention would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the Officer so removed.</p>	<p>Article IV Officers. Section 5. Removal.</p> <p><del>Any Officer may be removed by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Convention would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the Officer so removed.</del></p> <p><b><u>a. Any Officer elected by Voting Members of the Convention may be removed from such office, with or without cause, by a two-thirds vote of Voting Members at a Special Membership Meeting called expressly for that purpose.</u></b></p> <p><b><u>b. In addition to the aforementioned, any Officer may be removed from office by a majority vote of the Board of Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of the court to have breached a duty as an Officer; or does not satisfy at the time any of the qualifications for an Officer listed in these Bylaws.</u></b></p>	<p>Article IV Officers. Section 5. Removal.</p> <p>a. Any Officer elected by Voting Members of the Convention may be removed from such office, with or without cause, by a two-thirds vote of Voting Members at a Special Membership Meeting called expressly for that purpose.</p> <p>b. In addition to the aforementioned, any Officer may be removed from office by a majority vote of the Board of Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of the court to have breached a duty as an Officer; or does not satisfy at the time any of the qualifications for an Officer listed in these Bylaws.</p>

Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees. Section 6. Removal.</p> <p>Any Trustee may be removed from such office, with or without cause, by a two-thirds vote of the Trustees at any regular, or special meeting of the Board of Trustees called expressly for that purpose.</p>	<p>Article V. Board of Trustees. Section 6. Removal.</p> <p><b><u>a. Any Trustee elected by the Voting Members of the Convention</u></b> may be removed from such office, with or without cause, by a two-thirds vote of the <b><u>Voting Members at a Special Membership Meeting</u></b> <del>Trustees at any regular, or special meeting of the Board of Trustees called expressly for that purpose.</del></p> <p><b><u>b. Any Trustee appointed by the Board of Trustees may be removed from office, with or without cause, by a majority vote of the Trustees at a regular or special meeting of the Board of Trustees called expressly for that purpose.</u></b></p> <p><b><u>c. In addition to the aforementioned, any Trustee may be removed from office by a majority vote of the Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of court to have breached a duty as a Trustee; or does not satisfy at the time any of the qualifications for a Trustee listed in these Bylaws.</u></b></p>	<p>Article V. Board of Trustees. Section 6. Removal.</p> <p>a. Any Trustee elected by the Voting Members of the Convention may be removed from such office, with or without cause, by a two-thirds vote of the Voting Members at a Special Membership Meeting called expressly for that purpose.</p> <p>b. Any Trustee approved by the Board of Trustees may be removed from office, with or without cause, by a majority vote of the Trustees at a regular or special meeting of the Board of Trustees called expressly for that purpose.</p> <p>c. In addition to the aforementioned, any Trustee may be removed from office by a majority vote of the Trustees if such person has been declared of unsound mind by a final order of the court; has been convicted of a felony; has been found by a final order of court to have breached a duty as a Trustee; or does not satisfy at the time any of the qualifications for a Trustee listed in these Bylaws.</p>
<p><b>Rationale</b></p>	<p>Revised to comply with DC Code requirements related to removal of elected Trustees. In Article V, amended language differentiates between the removal process for Trustees elected by the Membership and those appointed by the Board.</p>	

Proposal #	Title	Article	Section
k	Filling Vacancies	IV V	6 7

Current Language	Proposed Changes	If Adopted
<p>Article IV. Officers. Section 6. Vacancies.</p> <p>A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired term as follows: a vacancy in the position of Past President shall be left vacant; a vacancy in the position of President, Treasurer or EVP–CEO shall be filled by the Board of Trustees; and a vacancy in the position of Secretary shall be filled by appointment by the EVP–CEO.</p>	<p>Article IV. Officers. Section 6. Vacancies.</p> <p>A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired term as follows; <del>1</del> <del>A</del> a vacancy in the position of Past President shall be left vacant. A vacancy in the position of President <b>or</b> Treasurer <b>shall be filled within one hundred twenty (120) days by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy in the position of</b> <del>or</del> EVP–CEO shall be filled by the Board of Trustees; <del>1</del> and a vacancy in the position of Secretary shall be filled by appointment by the EVP–CEO.</p>	<p>Article IV. Officers. Section 6. Vacancies.</p> <p>A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired term as follows. A vacancy in the position of Past President shall be left vacant. A vacancy in the position of President or Treasurer shall be filled within one hundred twenty (120) days by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy in the position of EVP–CEO shall be filled by the Board of Trustees, and a vacancy in the position of Secretary shall be filled by appointment by the EVP–CEO.</p>

<b>Rationale</b>	Requires the Board to fill President or Treasurer vacancies within 120 days and gives the Board the flexibility to fill such vacancies with either elected or appointed Trustees.
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Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees Section 7. Vacancies.</p> <p>Vacancies shall be filled by appointment by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position.</p>	<p>Article V. Board of Trustees Section 7. Vacancies.</p> <p><b><u>A vacancy occurring in an elected Trustee position</u></b>  <del>Vacancies shall be filled</del> <b><u>within one hundred twenty (120) days</u></b>  <del>by appointment</del> by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. <b><u>The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy occurring in an appointed Trustee position may or may not be filled.</u></b></p>	<p>Article V. Board of Trustees Section 7. Vacancies.</p> <p>A vacancy occurring in an elected Trustee position shall be filled within one hundred twenty (120) days by majority vote of the remaining members of the Board of Trustees for the unexpired term of the vacant position. The Board of Trustees may, at its discretion, fill the vacancy with an elected or appointed Trustee, provided such Trustee is otherwise eligible for the position. A vacancy occurring in an appointed Trustee position may or may not be filled.</p>
<p>Rationale</p>	<p>Requires the Board to fill elected Trustee vacancies within 120 days. Gives the Board the flexibility to fill elected positions with either elected or appointed Trustees, and the discretion on whether or not to fill appointed positions.</p>	

Proposal #	Title	Article	Section
I	Informal Board Action	V	14

Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees. Section 14. Informal Board Action.</p> <p>The Board may discuss matters informally by an exchange of electronic mail, but electronic mail discussions do not constitute a meeting, and no binding formal vote on an action may be taken without complying with the provisions of Section 12 above. However, any action informally agreed to via electronic mail may be formally ratified by the Board and thereby become effective either at a subsequent meeting of the Board (which can include a meeting via telephone or other telecommunications device) or via unanimous written consent in lieu of a meeting in accordance with Section 12 above.</p>	<p>Article V. Board of Trustees. Section 14. Informal Board Action.</p> <p><del>The Board may discuss matters informally by an exchange of electronic mail, but electronic mail discussions do not constitute a meeting, and no binding formal vote on an action may be taken without complying with the provisions of Section 12 above. However, any action informally agreed to via electronic mail may be formally ratified by the Board and thereby become effective either at a subsequent meeting of the Board (which can include a meeting via telephone or other telecommunications device) or via unanimous written consent in lieu of a meeting in accordance with Section 12 above.</del></p>	<p>Article V. Board of Trustees.</p> <p>(none)</p>

<b>Rationale</b>	This Section is unnecessary. Section 12 provides all necessary requirements for voting and Board actions.
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Proposal #	Title	Article	Section
m	Candidacy of Members of the Nominating Committee for Officers and Trustees	XI	2

Current Language	Proposed Changes	If Adopted
<p>Article XI. Nominating Committee for Officers and Trustees. Section 2. Number, Term, and Qualifications.</p> <p>The Nominating Committee for Officers and Trustees shall be composed of the following persons, who shall be appointed by the President in consultation with the EVP–CEO and subject to approval by the Board of Trustees: four persons who are (i) Delegates or other representatives of Voting Organizational Members or (ii) Voting At-large Members; two Trustees, and two other persons. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held. The chair of the Nominating Committee shall be appointed by the President from among those Nominating Committee members representing the Voting Members or the Board of Trustees. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held.</p>	<p>Article XI. Nominating Committee for Officers and Trustees. Section 2. Number, Term, and Qualifications.</p> <p>The Nominating Committee for Officers and Trustees shall be composed of the following persons, who shall be appointed by the President in consultation with the EVP–CEO and subject to approval by the Board of Trustees: four persons who are (i) Delegates or other representatives of Voting Organizational Members or (ii) Voting At-large Members; two Trustees, and two other persons. <del>Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held.</del> The chair of the Nominating Committee shall be appointed by the President from among those Nominating Committee members representing the Voting Members or the Board of Trustees. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held. <b>Members of the Nominating Committee shall not be eligible to become nominees.</b></p>	<p>Article XI. Nominating Committee for Officers and Trustees. Section 2. Number, Term, and Qualifications.</p> <p>The Nominating Committee for Officers and Trustees shall be composed of the following persons, who shall be appointed by the President in consultation with the EVP–CEO and subject to approval by the Board of Trustees: four persons who are (i) Delegates or other representatives of Voting Organizational Members or (ii) Voting At-large Members; two Trustees, and two other persons. The chair of the Nominating Committee shall be appointed by the President from among those Nominating Committee members representing the Voting Members or the Board of Trustees. Members of the Nominating Committee shall serve from the time of their appointment until their duties have been completed and an election has been held. Members of the Nominating Committee shall not be eligible to become nominees.</p>

<b>Rationale</b>	Duplicate sentence has been deleted. Also, To avoid conflicts of interest within the Nominating Committee and preserve the integrity of the nominating process, this additional provision has been added.
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Proposal #	Title	Article	Section
n	Council of Experts Duties Include Reference Standards Approvals in Accordance with Rules and Procedures	VII	1

Current Language	Proposed Changes	If Adopted
<p>Article VII. Council of Experts Section 1. Duties.</p> <p>There shall be a Council of Experts which together with its Expert Committees shall be responsible for determining and approving content of the official compendia and other authorized publications of the Convention (including, but not limited to, translations and line extensions of the United States Pharmacopeia and National Formulary and other information that may be published by or on behalf of the Council of Experts and the Expert Committees).</p>	<p>Article VII. Council of Experts Section 1. Duties.</p> <p>There shall be a Council of Experts which together with its Expert Committees shall be responsible for determining and approving content of the United States Pharmacopeia and National Formulary (USP-NF) <del>official compendia and other</del> <b>compendia and information that may be published on behalf of the Council of Experts</b> authorized publications of the Convention (including, but not limited to, translations and line extensions of the <b>USP-NF) and any reference standards associated therewith in accordance with the rules and procedures established by the Council of Experts.</b> <del>United States Pharmacopeia and National Formulary and other information that may be published by or on behalf of the Council of Experts and the Expert Committees).</del></p>	<p>Article VII. Council of Experts Section 1. Duties.</p> <p>There shall be a Council of Experts which together with its Expert Committees shall be responsible for determining and approving content of the United States Pharmacopeia and National Formulary (USP-NF) and other compendia and information that may be published on behalf of the Council of Experts (including translations and line extensions of the USP-NF) and any reference standards associated therewith in accordance with the rules and procedures established by the Council of Experts.</p>

<b>Rationale</b>	The responsibility for reference standards should be included in the scope of the Council of Experts' duties, and approvals by the Council of Experts should be made in accordance with the rules and procedures established by the Council.
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Proposal #	Title	Article	Section
o	Strike Executive Committee of the Council of Experts Vest Authority in the Council of Experts	VII IV, XII	Various

Current Language	Proposed Changes	If Adopted
<p>Article VII. Council of Experts Section 6. Executive Committee of the Council of Experts.</p> <p>The Executive Committee of the Council of Experts shall be appointed by the Chair of the Council of Experts. The Executive Committee shall provide advice to the Chair on matters of general policy concerning the planning and executing of publications and of supplements thereto. The Executive Committee also shall receive and rule upon all appeals for reconsideration, revision, or abrogation of standards adopted and decisions made by an Expert Committee. Each decision of the Executive Committee to deny such appeals shall be referred to the Board of Trustees, which may uphold the denial or grant the appeal and remand for reconsideration by the Council of Experts.</p>	<p>Article VII. Council of Experts. <del>Section 6. Executive Committee of the Council of Experts.</del></p> <p><del>The Executive Committee of the Council of Experts shall be appointed by the Chair of the Council of Experts. The Executive Committee shall provide advice to the Chair on matters of general policy concerning the planning and executing of publications and of supplements thereto. The Executive Committee also shall receive and rule upon all appeals for reconsideration, revision, or abrogation of standards adopted and decisions made by an Expert Committee. Each decision of the Executive Committee to deny such appeals shall be referred to the Board of Trustees, which may uphold the denial or grant the appeal and remand for reconsideration by the Council of Experts.</del></p>	<p>Article VII. Council of Experts.</p> <p>(none) All following sections to be renumbered.</p>

<b>Rationale</b>	<p>Currently, the Bylaws define the Executive Committee of the Council of Experts as an advisory body with decision-making authority only in the case of an appeal. Because the appeals process has been redefined in a subsequent new section (proposed amendment), removing the Executive Committee will give the Council of Experts greater flexibility to decide how it wishes to govern itself and manage its work.</p>
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Current Language	Proposed Changes	If Adopted
<p>Article IV. Officers. Section 11. Executive Vice President–Chief Executive Officer.</p> <p>The Executive Vice President–Chief Executive Officer (“EVP–CEO”) shall be a member of the Board of Trustees, ex officio, without vote. The EVP–CEO, or the EVP–CEO’s designee, shall serve as Chair of the Council of Experts and of the Executive Committee of the Council of Experts, and in such capacity shall have charge of the work of the Council of Experts, organize the Council of Experts in accordance with these Bylaws, and have such other duties and authority as set forth in the rules and procedures for the Council of Experts. The EVP–CEO may appoint advisory bodies to advance the work of Council of Experts and the Convention and provide advice to staff on policy matters. The EVP–CEO shall appoint the Secretary and other staff officers as deemed appropriate.</p>	<p>Article IV. Officers. Section 11. Executive Vice President–Chief Executive Officer.</p> <p>The Executive Vice President–Chief Executive Officer (“EVP–CEO”) shall be a member of the Board of Trustees, ex officio, without vote. The EVP–CEO, or the EVP–CEO’s designee, shall serve as Chair of the Council of Experts <del>and of the Executive Committee of the Council of Experts</del>, and in such capacity shall have charge of the work of the Council of Experts, organize the Council of Experts in accordance with these Bylaws, and have such other duties and authority as set forth in the rules and procedures for the Council of Experts. The EVP–CEO may appoint advisory bodies to advance the work of Council of Experts and the Convention and provide advice to staff on policy matters. The EVP–CEO shall appoint the Secretary and other staff officers as deemed appropriate.</p>	<p>Article IV. Officers. Section 11. Executive Vice President–Chief Executive Officer.</p> <p>The Executive Vice President–Chief Executive Officer (“EVP–CEO”) shall be a member of the Board of Trustees, ex officio, without vote. The EVP–CEO, or the EVP–CEO’s designee, shall have charge of the work of the Council of Experts, organize the Council of Experts in accordance with these Bylaws, and have such other duties and authority as set forth in the rules and procedures for the Council of Experts. The EVP–CEO may appoint advisory bodies to advance the work of Council of Experts and the Convention and provide advice to staff on policy matters. The EVP–CEO shall appoint the Secretary and other staff officers as deemed appropriate.</p>
<p>Article VII. Council of Experts Section 5. Rules. (last sentence)</p> <p>Such rules and procedures shall include provisions for the governance of the Council of Experts (including, but not limited to, filling of vacancies, appointment of additional chairs, conflict of interest rules, duties of the Council of Experts Executive Committee, the election and operation of Expert Committees, the creation and operation of advisory bodies within the Council of Experts, etc.) and rules to carry out its areas of responsibility.</p>	<p>Article VII. Council of Experts Section 5. Rules. (last sentence)</p> <p>Such rules and procedures shall include provisions for the governance of the Council of Experts (including, but not limited to, filling of vacancies, appointment of additional chairs, conflict of interest rules, <del>duties of the Council of Experts Executive Committee</del>, the election and operation of Expert Committees, the creation and operation of advisory bodies within the Council of Experts, etc.) and rules to carry out its areas of responsibility.</p>	<p>Article VII. Council of Experts Section 5. Rules. (last sentence)</p> <p>Such rules and procedures shall include provisions for the governance of the Council of Experts (including, but not limited to, filling of vacancies, appointment of additional chairs, conflict of interest rules, the election and operation of Expert Committees, the creation and operation of advisory bodies within the Council of Experts, etc.) and rules to carry out its areas of responsibility.</p>

Current Language	Proposed Changes	If Adopted
<p>Article XII. Nominating Committee for the Council of Experts. Section 2. Number, Term and Qualifications. (first sentence)</p> <p>The Nominating Committee for the Council of Experts shall be composed of the following persons: five persons appointed by the President in consultation with the EVP–CEO who are (i) Delegates or other representatives from Organizational Voting Members or (ii) Voting At-large Members; five persons appointed by the EVP–CEO in consultation with the Executive Committee of the Council of Experts who are members of the Council of Experts; and five other persons appointed by the EVP–CEO with the approval of the Board of Trustees.</p>	<p>Article XII. Nominating Committee for the Council of Experts. Section 2. Number, Term and Qualifications. (first sentence)</p> <p>The Nominating Committee for the Council of Experts shall be composed of the following persons: five persons appointed by the President in consultation with the EVP–CEO who are (i) Delegates or other representatives from Organizational Voting Members or (ii) Voting At-large Members; five persons appointed by the EVP–CEO in consultation with the <del>Executive Committee of the</del> Council of Experts who are members of the Council of Experts; and five other persons appointed by the EVP–CEO with the approval of the Board of Trustees.</p>	<p>Article XII. Nominating Committee for the Council of Experts. Section 2. Number, Term and Qualifications. (first sentence)</p> <p>The Nominating Committee for the Council of Experts shall be composed of the following persons: five persons appointed by the President in consultation with the EVP–CEO who are (i) Delegates or other representatives from Organizational Voting Members or (ii) Voting At-large Members; five persons appointed by the EVP–CEO in consultation with the Council of Experts who are members of the Council of Experts; and five other persons appointed by the EVP–CEO with the approval of the Board of Trustees.</p>

<p><b>Rationale</b></p>	<p>Conforming amendments, which strike the Executive Committee of the Council of Experts.</p>
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Current Language	Proposed Changes	If Adopted
<p>Article VII Council of Experts. Section 2. Election, Term and Removal (last sentence)</p> <p>Upon the recommendation of the Chair or the Executive Committee of the Council of Experts, the Board of Trustees may remove any member of the Council of Experts for cause.</p>	<p>Article VII Council of Experts. Section 2. Election, Term and Removal (last sentence)</p> <p>Upon the recommendation of <del>the Chair or the Executive Committee</del> of the Council of Experts, the Board of Trustees may remove any member of the Council of Experts for cause.</p>	<p>Article VII Council of Experts. Section 2. Election, Term and Removal (last sentence)</p> <p>Upon the recommendation of the Council of Experts, the Board of Trustees may remove any member of the Council of Experts for cause.</p>
<p>Article VII. Council of Experts Section 3. Numbers and Types. (first sentence)</p> <p>Not less than twelve (12) months prior to each Regular Membership Meeting, the Chair of the Council of Experts, with input from the Voting Members and in consultation with the Executive Committee of the Council of Experts, shall recommend to the Board the number and types of Expert Committees for the next cycle.</p>	<p>Article VII. Council of Experts Section 3. Numbers and Types. (first sentence)</p> <p><b>a.</b> Not less than twelve (12) months prior to each Regular Membership Meeting, the <del>Chair of the Council of Experts, with input from the Voting Members and in consultation with the Executive Committee of the Council of Experts,</del> shall recommend to the Board the number and types of Expert Committees for the next cycle.</p> <p>(Other proposed amendments to this section reinsert involvement of Voting Members.)</p>	<p>Article VII. Council of Experts Section 3. Numbers and Types. (first sentence)</p> <p>a. Not less than twelve (12) months prior to each Regular Membership Meeting, the Council of Experts shall recommend to the Board the number and types of Expert Committees for the next cycle.</p>
<p>Article VII. Council of Experts. Section 4. Additional Expert Committee Chairs. (first sentence)</p> <p>At any time during the cycle, the Chair of the Council of Experts, in consultation with the Executive Committee of the Council of Experts, may recommend to the Board that additional Expert Committees be established to carry out the work of the Convention.</p>	<p>Article VII. Council of Experts. Section 4. Additional Expert Committees <del>Chairs.</del> (first sentence)</p> <p>At any time during the cycle, <del>the Chair of the Council of Experts, in consultation with the Executive Committee of the Council of Experts,</del> may recommend to the Board that additional Expert Committees be established to carry out the work of the Convention.</p>	<p>Article VII. Council of Experts. Section 4. Additional Expert Committees. (first sentence)</p> <p>At any time during the cycle, the Council of Experts may recommend to the Board that additional Expert Committees be established to carry out the work of the Convention.</p>

<p><b>Rationale</b></p>	<p>Conforming amendments to strike the Executive Committee. Also, the authority currently vested in the Chair of the Council of Experts (staff position) to recommend: removal of a member of the Council of Experts; number and types of Expert Committees for the new cycle; and, additional Expert Committees during the cycle is now vested in the Council of Experts (elected science body) with these amendments.</p>
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Proposal #	Title	Article	Section
p	Member Input on Number and Types of Expert Committees	VII	3

Current Language	Proposed Changes	If Adopted
<p>Article VII. Council of Experts. Section 3. Number and Types.</p> <p>Not less than twelve (12) months prior to each Regular Membership Meeting, the Chair of the Council of Experts, with input from the Voting Members and in consultation with the Executive Committee of the Council of Experts, shall recommend to the Board the number and types of Expert Committees for the next cycle. Upon approval of the Board, the Nominating Committee of the Council of Experts shall develop a list of appropriately qualified candidates for the chairs of such Expert Committees in accordance with Article XII.</p>	<p>Article VII. Council of Experts. Section 3. Number and Types.</p> <p><b><u>The number and types of Expert Committees for the next cycle shall be determined as follows:</u></b></p> <p><b><u>a.</u></b> Not less than twelve (12) months prior to each Regular Membership Meeting, <del>the Chair of the Council of Experts, with input from the Voting Members and in consultation with the Executive Committee of the Council of Experts,</del> shall recommend to the Board the number and types of Expert Committees for the next cycle.</p> <p><b><u>b. Voting Members shall be given not less than ninety (90) days to provide comment on the proposed number and types of Expert Committees. All comments shall be acknowledged as received.</u></b></p> <p><b><u>c. Within ninety (90) days following the Voting Member comment deadline, the Board of Trustees shall review the comments received and approve the list of Expert Committees for the next cycle. The Board shall issue a report summarizing the comments provided and the decisions of the Board of Trustees.</u></b></p> <p><b><u>d.</u></b> Upon approval of <del>notification by</del> the Board, the Nominating Committee of the Council of Experts shall develop a list of appropriately qualified candidates for the chairs of such Expert Committees. <del>in accordance with Article XII.</del></p>	<p>Article VII. Council of Experts. Section 3. Number and Types.</p> <p>The number and types of expert committees for the next cycle shall be determined as follows:</p> <p>a. Not less than twelve (12) months prior to each Regular Membership Meeting, the Council of Experts shall recommend to the Board the number and types of Expert Committees for the next cycle.</p> <p>b. Voting members shall be given not less than ninety (90) days to provide comment on the proposed number and types of Expert Committees. All comments shall be acknowledged as received.</p> <p>c. Within ninety (90) days following the Voting Member comment deadline, the Board of Trustees shall review the comments received and approve the list of Expert Committees for the next cycle. The Board shall issue a report summarizing the comments provided and the decisions of the Board of Trustees.</p> <p>d. Upon notification by the Board, the Nominating Committee of the Council of Experts shall develop a list of appropriately qualified candidates for the chairs of such Expert Committees.</p>

<b>Rationale</b>	Allows Voting Members 90 days to comment on proposed Expert Committees for the succeeding cycle and requires the Board to acknowledge the comments, consider them prior to making its decisions, and respond back to the Membership on the comments it received.
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Proposal #	Title	Article	Section
q	Appeals to Standards of the Council of Experts	VII	8

Current Language	Proposed Changes	If Adopted
<p>Article VII. Council of Experts.</p> <p>(none)</p>	<p>Article VII. Council of Experts.</p> <p><b><u>Section 8. Appeals.</u></b>  <b><u>The Council of Experts shall adopt rules and procedures for appealing any standard adopted by the Council. The appeals process shall be consistent with the following provisions:</u></b></p> <p><b><u>a. A request for an appeal shall be made in writing within sixty (60) days after the date of publication of the standard as official text.</u></b></p> <p><b><u>b. The Council or Expert Committee establishing the standard shall have up to ninety (90) days to reconsider the standard and issue a decision.</u></b></p> <p><b><u>c. The appellant shall have thirty (30) days following receipt of the decision to request in writing further review by a panel consisting of three members of the Council of Experts appointed by the Chair, three members of the Board of Trustees appointed by the Chair of the Board, and up to three additional experts appointed by the President in consultation with the Chair of the Council of Experts. The panel shall be chaired by the President.</u></b></p> <p><b><u>d. The panel shall be convened within ninety (90) days after the request for further review is received, and the appellant shall be given the right to appear at a hearing of the panel. The decision of the panel shall be final.</u></b></p> <p><b><u>e. The date by which conformance with the standard is required shall be postponed while the appeal is pending. If the standard is upheld, the date by which conformance is required shall be reestablished so that the period allowed for implementation</u></b></p>	<p>Article VII. Council of Experts.</p> <p>Section 8. Appeals.</p> <p>The Council of Experts shall adopt rules and procedures for appealing any standard adopted by the Council. The appeals process shall be consistent with the following provisions:</p> <p>a. A request for an appeal shall be made in writing within sixty (60) days after the date of publication of the standard as official text.</p> <p>b. The Council or Expert Committee establishing the standard shall have up to ninety (90) days to reconsider the standard and issue a decision.</p> <p>c. The appellant shall have thirty (30) days following receipt of the decision to request in writing further review by a panel consisting of three members of the Council of Experts appointed by the Chair, three members of the Board of Trustees appointed by the Chair of the Board, and up to three additional experts appointed by the President in consultation with the Chair of the Council of Experts. The panel shall be chaired by the President.</p> <p>d. The panel shall be convened within ninety (90) days after the request for further review is received, and the appellant shall be given the right to appear at a hearing of the panel. The decision of the panel shall be final.</p> <p>e. The date by which conformance with the standard is required shall be postponed while the appeal is pending. If the standard is upheld, the date by which conformance is required shall be reestablished so that the period allowed for implementation is not less than that provided for upon original publication</p>

Current Language	Proposed Changes	If Adopted
	<b><u>is not less than that provided for upon original publication of the standard.</u></b>	of the standard.

<b>Rationale</b>	This new section carefully defines USP's appeals process and includes important provisions that had not been included previously. The responsible Expert Committee now has the opportunity for reconsideration. It defines the composition of the appeals panel and ensures representation from the Board and Council of Experts along with specific expertise for the appeal. The new section ensures that the appellant has an opportunity to participate in a hearing and sets forth a timeframe within which the appeal must be heard.
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Proposal #	Title	Article	Section
r	Indemnification and Insurance	XIV	

Current Language	Proposed Changes	If Adopted
<p>Article XIV. Indemnification and Insurance.</p> <p>Unless otherwise prohibited by law, the Convention shall indemnify any Trustee or Officer, any former Trustee or Officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee, Expert, Convention Committee member, or any other volunteer against any and all reasonable expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having held such position, subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Convention for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Convention, unless such adjudication is a sole result of the Convention's being adjudged guilty of a criminal offense or liable for negligence or misconduct in its affairs.</p> <p>Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such person. The Convention may advance expenses to, or where appropriate may itself, at its expense,</p>	<p>Article XIV. Indemnification and Insurance.</p> <p>Unless otherwise prohibited by law, the Convention shall indemnify any Trustee or Officer, any former Trustee or Officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, <del>by resolution of the Board of Trustees</del> <b><u>through the rules and procedures established by the Board</u></b>, indemnify any employee, Expert, Convention Committee member, or any other volunteer against any and all reasonable expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having held such position, subject to the limitation, however, that <b><u>the individual acted in good faith, reasonably believed that his/her conduct was in the best interests of the Convention, and in the case of criminal conduct had no reasonable cause to believe that his/her conduct was unlawful.</u></b> <del>there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Convention for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Convention, unless such adjudication is a sole result of the Convention's being adjudged guilty of a criminal offense or liable for negligence or misconduct in its affairs.</del></p> <p>Amounts paid in indemnification of</p>	<p>Article XIV. Indemnification and Insurance.</p> <p>Unless otherwise prohibited by law, the Convention shall indemnify any Trustee or Officer, any former Trustee or Officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, through the rules and procedures established by the Board, indemnify any employee, Expert, Convention Committee member, or any other volunteer against any and all reasonable expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having held such position, subject to the limitation, however, that the individual acted in good faith, reasonably believed that his/her conduct was in the best interests of the Convention, and in the case of criminal conduct had no reasonable cause to believe that his/her conduct was unlawful.</p> <p>The Board of Trustees may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, or out of acts taken in such capacity, whether or not the Convention would have the power to indemnify the person against that liability under law.</p> <p>If any part of this Article shall be found in any action, suit, or</p>

Current Language	Proposed Changes	If Adopted
<p>undertake the defense of, any such person; provided, however, that such person shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or volunteer may be entitled under any statute, agreement, or vote of the Board of Trustees.</p> <p>The Board of Trustees may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, or out of acts taken in such capacity, whether or not the Convention would have the power to indemnify the person against that liability under law.</p> <p>If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.</p>	<p><del>expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such person. The Convention may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any such person; provided, however, that such person shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or volunteer may be entitled under any statute, agreement, or vote of the Board of Trustees.</del></p> <p>The Board of Trustees may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, or out of acts taken in such capacity, whether or not the Convention would have the power to indemnify the person against that liability under law.</p> <p>If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.</p>	<p>proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.</p>

<p><b>Rationale</b></p>	<p>Revised to comply with DC code and to move details of the process to the Board's rules. In practice, the Board has a long-standing practice of authorizing indemnification of staff, volunteers, and others provided certain conditions are met, and this is outlined in the Board's rules.</p>
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Proposal #	Title	Article	Section
s	Parliamentary Authority	XIII	4

Current Language	Proposed Changes	If Adopted
<p>Article XIII. Miscellaneous Provisions. Section 4. Meeting Procedure.</p> <p>To the extent it does not conflict with any provision of state law, the Articles of Incorporation, or these Bylaws, the latest edition of Robert's Rules of Order will be used as a guide for the conduct of Membership Meetings and meetings of the Board of Trustees, subject always to the discretion of the Chair of the meeting.</p>	<p>Article XIII. Miscellaneous Provisions. Section 4. <del>Meeting Procedure</del> <del>Parliamentary Authority.</del></p> <p>To the extent it does not conflict with any provision of state law, the Articles of Incorporation, or these Bylaws, the <del>latest</del> <b>eleventh</b> edition of Robert's <i>Rules of Order Newly Revised</i> will be used as a guide for the conduct of Membership Meetings and meetings of the Board of Trustees, subject always to the discretion of the Chair of the meeting.</p>	<p>Article XIII. Miscellaneous Provisions. Section 4. Parliamentary Authority.</p> <p>To the extent it does not conflict with any provision of state law, the Articles of Incorporation, or these Bylaws, the eleventh edition of Robert's <i>Rules of Order Newly Revised</i> will be used as a guide for the conduct of Membership Meetings and meetings of the Board of Trustees, subject always to the discretion of the Chair of the meeting.</p>

<b>Rationale</b>	Notes a specific edition and corrects reference to <i>Robert's Rules</i> . By noting a specific edition, the Membership has the opportunity to determine whether any new edition would adequately fulfill the Convention's needs before it becomes a requirement.
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Proposal #	Title	Article	Section
t	Participation by Telephone	III V	5 13

Current Language	Proposed Changes	If Adopted
<p>Article III. Membership. Section 5. Special Membership Meeting.</p> <p>Special Membership Meetings (“Special Membership Meetings”) may be called by the President, the Board of Trustees, or upon the request of twenty-five percent (25%) of the Voting Members. Notice shall be given to the Membership not less than ten (10) nor more than ninety (90) days prior to the Special Membership Meeting in the manner specified in Section 2 of Article XIII of these Bylaws, and the notice shall state the purposes of the Special Membership Meeting. No business other than that stated in the notice may be considered at a Special Membership Meeting. Any Member may participate in a Special Membership Meeting by means of a conference telephone or similar telecommunications device that allows all persons participating in the Special Membership Meeting to hear each other, and for purposes of the quorum requirement described in Section 6a below such participation shall be deemed presence in person at such Special Membership Meeting.</p>	<p>Article III. Membership. Section 5. Special Membership Meeting.</p> <p>Special Membership Meetings (“Special Membership Meetings”) may be called by the President, the Board of Trustees, or upon the request of twenty-five percent (25%) of the Voting Members. Notice shall be given to the Membership not less than ten (10) nor more than ninety (90) days prior to the Special Membership Meeting in the manner specified in Section 2 of Article XIII of these Bylaws, and the notice shall state the purposes of the Special Membership Meeting. No business other than that stated in the notice may be considered at a Special Membership Meeting. Any Member may participate in a Special Membership Meeting by means of a conference telephone or similar telecommunications device that allows all persons participating in the Special Membership Meeting to hear <b>and speak to</b> each other, and for purposes of the quorum requirement described in Section 6a below such participation shall be deemed presence in person at such Special Membership Meeting.</p>	<p>Article III. Membership. Section 5. Special Membership Meeting.</p> <p>Special Membership Meetings (“Special Membership Meetings”) may be called by the President, the Board of Trustees, or upon the request of twenty-five percent (25%) of the Voting Members. Notice shall be given to the Membership not less than ten (10) nor more than ninety (90) days prior to the Special Membership Meeting in the manner specified in Section 2 of Article XIII of these Bylaws, and the notice shall state the purposes of the Special Membership Meeting. No business other than that stated in the notice may be considered at a Special Membership Meeting. Any Member may participate in a Special Membership Meeting by means of a conference telephone or similar telecommunications device that allows all persons participating in the Special Membership Meeting to hear and speak to each other, and for purposes of the quorum requirement described in Section 6a below such participation shall be deemed presence in person at such Special Membership Meeting.</p>

<b>Rationale</b>	Members also must have the ability to speak during Special Membership Meetings.
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Current Language	Proposed Changes	If Adopted
<p>Article V. Board of Trustees. Section 13. Meeting via Telephone or Other Telecommunications Device.</p> <p>Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.</p>	<p>Article V. Board of Trustees. Section 13. Meeting via Telephone or Other Telecommunications Device.</p> <p>Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear <b>and speak to</b> each other, and such participation in a meeting shall be deemed presence in person at such meeting.</p>	<p>Article V. Board of Trustees. Section 13. Meeting via Telephone or Other Telecommunications Device.</p> <p>Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear and speak to each other, and such participation in a meeting shall be deemed presence in person at such meeting.</p>

<p><b>Rationale</b></p>	<p>A device used for a Board meeting must provide Trustees the ability to speak during the meeting.</p>
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Proposal #	Title	Article	Section
u	Amendments to Bylaws	XV	All

Current Language	Proposed Changes	If Adopted
<p>Article XV. Amendments to Bylaws.</p> <p>Section 1. Amendment Process. Amendments to the Bylaws may be proposed by the President, the Board of Trustees, the Governance Committee, or the written petition of ten percent (10%) of the Voting Members. A Bylaws amendment proposed by Voting Members shall be reviewed by the Governance Committee and then forwarded to the Board of Trustees for its comments with the Governance Committee's recommendation. Any proposed amendment may be further modified by the Convention's legal counsel if counsel determines that such modification is required to be consistent with any law, these Bylaws, or any other governance documents of the Convention.</p> <p>Section 2. Amendments Approved by the Board. Typographical and other non-substantive errors or omissions in the Bylaws, and any change in the Bylaws required by a change in federal or state law, may be approved by a majority vote of the Board of Trustees. All other changes to these Bylaws may be made in accordance with Sections 3 or 4 below. The Membership shall be provided notice of any amendment to these Bylaws approved by the Board under this Section.</p> <p>Section 3. Amendments Approved by Voting Members at a Meeting. Amendments to the Bylaws can occur with a three-quarters (3/4) vote of a quorum of Voting Members present at any Membership Meeting, provided that such amendment has first been reviewed and approved by the Governance Committee and made available to the Membership prior to such Membership Meeting as provided in Article X, Section 1b.</p> <p>Section 4. Amendments by Voting Members via Written Ballot.</p>	<p>Article XV. Amendments to Bylaws.</p> <p>Strike entire section and insert the following:  <b><u>Section 1. Submission</u></b>  <b><u>a. Amendments to these Bylaws may be originated by the Board of Trustees, by the Governance Committee, or by written petition of ten percent (10%) of the Voting Members. All proposed amendments shall be reviewed by the Governance Committee, Board of Trustees, and legal counsel, all of whom may provide additional comments for publication to the Membership as deemed necessary.</u></b></p> <p><b><u>b. Amendments submitted by Voting Member petition for consideration at a Regular Membership Meeting shall be submitted to the Governance Committee at least twelve (12) months before the first day of the Regular Membership Meeting.</u></b></p> <p><b><u>Section 2. Consideration of Amendments.</u></b>  <b><u>Amendments to these bylaws may be considered at a Regular or Special Membership Meeting or by written ballot.</u></b></p> <p><b><u>a. Amendments to be considered at a Regular Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website not less than sixty (60) days prior to the Meeting.</u></b></p> <p><b><u>b. Amendments to be considered at a Special Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website with the notice of the Special Membership Meeting.</u></b></p> <p><b><u>c. Amendments to be considered by written ballot shall be sent to the Membership by electronic</u></b></p>	<p>Article XV. Amendments to Bylaws.</p> <p>Section 1. Submission  a. Amendments to these Bylaws may be originated by the Board of Trustees, by the Governance Committee, or by written petition of ten percent (10%) of the Voting Members. All proposed amendments shall be reviewed by the Governance Committee, Board of Trustees, and legal counsel, all of whom may provide additional comments for publication to the Membership as deemed necessary.</p> <p>b. Amendments submitted by Voting Member petition for consideration at a Regular Membership Meeting shall be submitted to the Governance Committee at least twelve (12) months before the first day of the Regular Membership Meeting.</p> <p>Section 2. Consideration of Amendments.  Amendments to these bylaws may be considered at a Regular or Special Membership Meeting or by written ballot.</p> <p>a. Amendments to be considered at a Regular Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website not less than sixty (60) days prior to the Meeting.</p> <p>b. Amendments to be considered at a Special Membership Meeting shall be sent to the Membership by electronic mail or by a link to the USP website with the notice of the Special Membership Meeting.</p> <p>c. Amendments to be considered by written ballot shall be sent to the Membership by electronic mail or by a link to the USP website with the instructions for the written ballot.</p> <p>Section 3. Vote Required.</p>

Current Language	Proposed Changes	If Adopted
<p>Amendments to the Bylaws also may be made by written ballot upon recommendation of the Board of Trustees in accordance with Article III, Section 6b of these Bylaws, provided that such amendment has first been reviewed and approved by the Governance Committee and made available to the Voting Members along with such written ballot as provided in Article X, Section 1. The amendment shall be deemed approved if the number of ballots required under Article III, Section 6b(ii) is received and three-quarters (3/4) of Voting Members voting cast votes in the affirmative.</p>	<p><b><u>mail or by a link to the USP website with the instructions for the written ballot.</u></b>  <b><u>Section 3. Vote Required.</u></b>  <b><u>a. The vote required for amendments adopted at a Regular or Special Membership Meeting shall be a three-fourths (3/4) vote.</u></b></p> <p><b><u>b. The vote required for amendments adopted by written ballot shall be a three-fourths (3/4) vote, provided that ballots are received from at least twenty-five percent (25%) of the Voting Members.</u></b></p> <p><b><u>Section 4. Editorial Corrections</u></b>  <b><u>Typographical and other non-substantive corrections, or changes required by a change in federal or state law, shall be made by the Governance Committee with the approval of the Board of Trustees.</u></b></p>	<p>a. The vote required for amendments adopted at a Regular or Special Membership Meeting shall be a three-fourths (3/4) vote.</p> <p>b. The vote required for amendments adopted by written ballot shall be a three-fourths (3/4) vote, provided that ballots are received from at least twenty-five percent (25%) of the Voting Members.</p> <p>Section 4. Editorial Corrections. Typographical and other non-substantive corrections, or changes required by a change in federal or state law, shall be made by the Governance Committee with the approval of the Board of Trustees.</p>

<p><b>Rationale</b></p>	<p>Restructures and better defines amendment provisions.</p>
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# Part IV

## Glossary Of Terms



## Glossary of Terms

**Board of Trustees** — the governing body of the United States Pharmacopeial Convention (USP) responsible for the management, property, and affairs of the USP Convention that is elected by the Convention Membership.

**Convention** — the corporation headquartered in Rockville, Maryland.

**Council of Experts** — the scientific body elected by the Convention Membership. Each elected member of the Council of Experts chairs an Expert Committee and oversees the work of related Expert Panels.

**Council of the Convention** — the standing committee of the Convention, appointed by the President in consultation with the EVP–CEO, responsible for: recommending new members; removal of non-participating members; identifying and inviting observers; proposing Resolutions; and advising on effective communications to Members.

**Delegate** — an individual appointed by a Voting Organizational Member to represent the Member’s interests and perspective. The Delegate is authorized to vote on behalf of the Voting Organizational Member.

**Executive Committee of the Council of Experts** — the standing committee appointed by the Chair of the Council of Experts responsible for advising the Chair on policy matters related to the work of the Council of Experts and ruling on appeals for reconsideration of standards adopted by the Council of Experts.

**Expert Committee** — a committee of individual experts related to a particular scientific area that makes scientific decisions on standards published in the *United States Pharmacopeia*, *National Formulary*, *Food Chemicals Codex*, and other authorized publications of the USP Convention.

**Convention Governance Committee** — the standing committee of the Convention, appointed by the President in consultation with the EVP–CEO, responsible for: oversight of the Membership’s voting process; developing amendments to Bylaws; and reviewing on behalf of the Convention Membership the Rules and Procedures of the Council of Experts and Council of the Convention.

**Honorary Member** — individual selected by the Board of Trustees, because of his or her contributions to the organization, to receive non-voting membership in the USP Convention.

**Member** — a Voting Organizational Member, Voting At-Large Member, or Honorary Member.

**Membership** — the governing body of the USP comprised of invited Voting Organizational Members and Voting At-Large Members responsible for electing the corporation’s Officers, Trustees, and Council of Experts, adopting Resolutions, and amending the Bylaws. Honorary Members also are part of this governing body, but are non-voting.

**Nominating Committee for the Council of Experts** — the committee of the Convention formed prior to the Convention Meeting. Committee members are appointed by the President in consultation with the EVP–CEO and are responsible for identifying, vetting, and selecting qualified nominees for election by the Convention Membership.

**Nominating Committee for Officers and Trustees** — the committee of the Convention formed prior to the Convention Meeting. Committee members are appointed by the President in consultation with the EVP–CEO and are responsible for identifying, vetting, and selecting Officer and Trustee nominees for election by the Convention Membership.

**Observers** — non-voting organizations invited by the Council of the Convention to participate in activities of the Convention Membership.

**Officers** — President and Treasurer elected by the Convention Membership at its five-year meeting, EVP–CEO selected by the Board, and a Past President.

**Regular Membership Meetings** — the five-year meeting of the USP Convention Membership at which Officers, Trustees, and Council of Experts are elected, Resolutions are adopted and Bylaws are amended to advance the mission and vision of the corporation.

**Representative, Other** — an individual other than the Delegate designated by a Voting Organizational Member to represent the Member interests in various capacities: e.g., committee member, stakeholder forum, etc.

**Special Membership Meetings** — the meeting of the Convention Membership that is called by the President, Board, or 25% of the Voting Membership to discuss a substantive topic.

**Standing Committee** — the committee of the Board of Trustees established under a provision of the Bylaws (e.g., Executive Committee) or designated by the Board of Trustees under its Rules and Procedures to assist the Board in its duties.

**Voting At-Large Member** — an individual appointed by the USP Board of Trustees to the Convention Membership based on his or her expertise or specific competence needed by the Convention. Voting At-Large Members are authorized to vote in elections of Convention Officers and Trustees and the Council of Experts, adopt Resolutions, and amend the Bylaws of USP.

**Voting Organizational Member** — an organization or governmental body invited by the USP Board of Trustees to Convention Membership. Voting Organizational Members are authorized to vote in elections of Convention Officers and Trustees and the Council of Experts, adopt Resolutions, and amend the Bylaws of USP.

**United States Pharmacopeial Convention (USP)** — the corporation headquartered in Rockville, Maryland.



# Part V

## Appendix





## 2010–2015 USP BYLAWS Excerpt on Governance Committee Duties

*Adopted by the USP Convention membership on April 24, 2010.*

### ARTICLE X. GOVERNANCE COMMITTEE

#### ***Section 1. Duties.***

There shall be a Governance Committee, which shall have the following general duties:

- a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;
- b. Developing and reviewing proposed amendments to these Bylaws, which proposed amendments shall be submitted to the Board of Trustees for its comments and provided as a report to the Membership by electronic mail or by a link to the USP website not later than thirty (30) days prior to the Regular Membership Meeting or any Special Membership Meeting at which it is to be considered or, if the amendment is to be voted on by written ballot, provided to the Voting Members along with such written ballot; and
- c. Reviewing the proposed rules and procedures of the Council of Experts and the Council of the Convention to ensure consistency with these Bylaws, and forwarding such rules and procedures with any comments to the Board of Trustees for its approval.

