



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 medicine, pharmacy, and nursing;
 - (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) 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 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. 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.

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 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. 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), 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.

Section 4. Resignation.

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.

Section 5. Removal.

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.

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 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.

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.

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 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.

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.

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 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.

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 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.

Section 6. Removal.

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.

Section 7. Vacancies.

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.

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 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 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).

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.

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.

Section 4. Additional Expert Committee 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.

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 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

- 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, 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.

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 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.

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) 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.

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) 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 1st through June 30th, 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.

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.

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, 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.

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 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 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 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.

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).