

2020-2025 USP BYLAWS

Adopted by the USP Convention Membership on May 6, 2020.

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.

Voting members (“Voting Members”) shall be organizations or governmental bodies representing the following categories; providing, however, that not less than sixty percent (60%) combined of the Voting Members shall fall within subcategories (i) and (ii) below, and provided further, that the total number of Voting Members shall not exceed six hundred (600).

- (i) 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;
- (ii) 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;
- (iii) Consumer and other organizations representing the public interest;
- (iv) Manufacturer, trade, and affiliated associations;
- (v) Governmental bodies or divisions or associations thereof; and
- (vi) Non-governmental standards-setting and conformity assessment bodies.

b. Associate Members.

Associate members (“Associate Members”) shall be organizations or individuals. Associate Members shall be non-voting. The term of an Associate Member shall expire immediately after the Regular Membership Meeting following the Associate Member’s appointment. Associate Members may be reappointed for a subsequent term and there shall be no limit on the number of terms an Associate Member may serve. The number of Associate Members shall not exceed six hundred (600).

c. Honorary Members.

Honorary members (“Honorary Members”) shall be honorary, non-voting individual members of the Convention selected in recognition of their distinguished contributions to the Convention.

Section 2. Selection of Members.

The Council of the Convention shall develop rules and procedures for considering and inviting organizations to become Voting Members and organizations or individuals to become Associate Members.

- a. Voting Members shall be selected by the Board of Trustees based on recommendations made by the Council of the Convention.
- b. Associate Members shall be selected by the Council of the Convention.
- c. Honorary Members shall be selected by the Board of Trustees.

Section 3. Voting Rights.

a. Voting Members shall have the right to vote either at a meeting of the Membership (“Membership Meeting”) or by written ballot, as specified in Section 6 below. Upon acceptance of an invitation to become a Voting Member, the organization shall designate one representative of the organization who is authorized to vote for the Voting 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.

b. Associate Members and Honorary Members may attend Membership Meetings and may participate in the discussion in accordance with rules and procedures developed by the Council of the Convention, but shall not vote.

Section 4. Regular Membership Meetings.

Every five years, there shall be a regular Membership Meeting upon such date, time, and place as the Board of Trustees (“Board”) shall determine (“Regular Membership Meeting”). At the Regular Membership Meeting, those Voting Members present 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 XIV, Section 3.

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 Council of the Convention 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 XII 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 Regular or Special Membership Meeting where votes are cast. Each Voting Member shall cast its vote through its Delegate, and each Delegate may only represent one Voting Member. A quorum shall consist of Delegates present 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 Membership Meeting may be taken without a 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) In the event that any of the actions usually taken at a Regular Membership Meeting are to be taken by written ballot, the applicable report must be made available to the Membership not later than sixty (60) days prior to the date on which the written ballot is made available.
- (ii) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action. For elections of Officers and Trustees or the Council of Experts, the ballot shall set forth the candidates nominated by the applicable Nominating Committee, and shall provide an opportunity to select or write in a candidate.
- (iii) 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).
- (iv) Unless otherwise indicated in these Bylaws, a majority of the votes cast by ballot shall constitute the action of the Membership with respect to each matter on the ballot.
- (v) All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of votes necessary to take action on 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 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. Such procedures shall include prior notification to the Voting Member of the grounds for

removal and intent to remove. As used herein, “cause” shall mean (i) failure by a Voting Member to name a Delegate within twelve (12) months after issuance of an invitation to become a Voting Member, (ii) failure of a named Delegate or alternate to attend two (2) consecutive Regular Membership Meetings, or (iii) failure of a Delegate or alternate to vote on two (2) consecutive written ballots.

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 a Chief Executive Officer (“CEO”).

Section 2. Election of Officers.

The President and Treasurer shall be elected by the Voting Members of the Convention at the Regular Membership Meeting or by written ballot prior to the Regular Membership Meeting. The 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 CEO.

Section 3. Term of Office.

Except for the CEO and Secretary (who shall be employees of the Convention) and the Past President, the Officers shall be installed on the July 1st following the Regular Membership Meeting 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.

Section 4. Resignation.

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.

Section 5. Removal.

- 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 for that purpose.
- 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 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 CEO shall be filled by the Board of Trustees, and a vacancy in the position of Secretary shall be filled by appointment by the CEO.

Section 7. President.

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

Section 8. Past President.

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, and the Nominating Committee for the Council of Experts; 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. 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. Chief Executive Officer.

The CEO shall be a member of the Board of Trustees, *ex officio*, without vote. The CEO, or the CEO's designee, shall serve as Chair of the Council of Experts, as provided in Article VII, Section 3. The CEO shall appoint the Secretary and may appoint other staff officers as deemed appropriate.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Duties.

There shall be a Board of Trustees (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 CEO; establishing policy; approving the strategic plan and annual budget; overseeing risk; additional responsibilities 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 own affairs.

Section 2. Number and Qualifications.

- a. The Board of Trustees shall be composed of eight Trustees elected by Voting members of the Convention, the President, Past President, and Treasurer, with the CEO serving as a non-voting Trustee.

- 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.
- 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 subsequent election and installation of Trustees in accordance with Section 3 below.

Section 3. Election and Term of Office.

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 or by written ballot prior to the Regular Membership Meeting. Such Trustees shall serve for a term of five years, commencing on July 1st following the Regular Membership Meeting. Other than the CEO and Past President, 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 Secretary of the Convention. Such resignation shall take effect at the time the notice is delivered, unless the notice specifies a later effective date.

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 called for that purpose.
- 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 for that purpose.
- 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 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, at the discretion of the Board.

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 XII 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.

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 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)* 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.

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 5 and Section 7 below shall be elected by the Voting Members at or prior to 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 Council of Experts, the Board of Trustees may remove any member of the Council of Experts for cause.

Section 3. Chair.

The Chair of the Council of Experts shall be the CEO or the CEO's designee, and in such capacity shall direct and facilitate 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.

Section 4. 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 Council of Experts shall recommend to the Board the number and types of Expert Committees for the next cycle.
- b. 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 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.
- 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.

Section 5. Additional Expert Committees.

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. If approved by the Board, the chairs of such additional Expert Committees shall be appointed by majority vote of the Council of Experts.

Section 6. 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, the election and operation of Expert Committees and the creation and operation of advisory bodies within the Council of Experts) and rules to carry out its areas of responsibility. Prior to adoption, the proposed rules and procedures shall be submitted to the Council of the Convention and the Board for review and approval as set forth in Article IX.

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 include in its rules and procedures provisions for appealing any standard adopted by the Council. A request for an appeal shall be made in writing to the Executive Secretariat within sixty (60) days after the date of publication of the standard as final approved text.

Proviso: The changes to this section shall not go into effect until August 17, 2020.

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 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. Membership.
 - (i) Developing rules and procedures for inviting Voting Members and Associate Members, including criteria for membership for Voting Members and Associate Members and procedures for removing Voting Members for cause as defined in Article III, Section 7;
 - (ii) Recommending the invitation of additional Voting Members or the removal of Voting Members to the Board of Trustees in accordance with the established rules and procedures;
 - (iii) Inviting organizations and individuals to become Associate Members; and
 - (iv) Developing rules and procedures for Associate Member and Honorary Member participation at Member Meetings.
- b. Resolutions.
 - (i) 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.
 - (ii) 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 or the date on which a written ballot is made available to the Voting Members.
- c. Elections

Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members.
- d. Amendments to Bylaws.

Developing and reviewing proposed amendments to these Bylaws; and providing such proposed amendments to the Membership for consideration and adoption in accordance with Article XIV below.
- e. Rules and Procedures of the Council of Experts.
 - (i) Reviewing the proposed rules and procedures of the Council of Experts, including any amendments thereto, and soliciting comments from the Membership, who shall be given at least ninety (90) days to provide comments.
 - (ii) Providing such proposed rules and procedures, along with its comments and any comments submitted by Members, and any responses to such comments by the Council of Experts, to the Board for its review and approval.
- f. Developing approaches and mechanisms for engaging 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 thirty (30) persons who are Delegates or other representatives of Voting Members and four (4) members of the Council of Experts. The Council of the Convention shall include at least two (2) Voting Member representatives from each category of Voting Member specified in Article III, Section 1a above. The Council of the Convention members shall be appointed by the President in consultation with the CEO and subject to the approval of the Board of Trustees. The President shall be an ex-officio member of the Council of the Convention and shall appoint a Chair of the Council of the Convention from among its members. 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 develop rules and procedures for its own governance and to carry out its duties as described above. Prior to adoption, the Council of the Convention shall (i) solicit comments from the Membership, who shall be given at least ninety (90) days to provide comments, and (ii) provide such rules and procedures, along with any comments submitted by Members and any responses thereto by the Council of the Convention, to the Board for its review and approval.

Article X. 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 sixty (60) days prior to the Regular Membership Meeting or the date on which a written ballot is made available, a report containing the list of nominees and information regarding each nominee.

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 CEO and subject to approval by the Board of Trustees: four persons who are Delegates or other representatives of Voting 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.

Article XI. 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 4;

- b. Developing a list of final Council of Expert nominees, with there being at least one nominee 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 sixty (60) days prior to the Regular Membership Meeting or the date on which a written ballot is made available, 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 CEO who are Delegates or other representatives from Voting Members; five persons who are members of the Council of Experts appointed by the Chair of the Council of Experts in consultation with the Council of Experts; and five other persons appointed by the CEO with the approval of the Board of Trustees. The Chair of the Council of Experts 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. Members of the Nominating Committee shall not be eligible to become nominees.

Article XII. 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 and mailed to each Member at the address which appears on the records of the Convention. A copy of any notice provided to a Voting Member shall be provided to the Delegate of such Voting Member. Such notice shall be deemed to have been given when mailed. For all forms of notice to Trustees, committee members, and others required under these Bylaws, notice may also be given by 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. Parliamentary Authority.

To the extent it does not conflict with any provision of state law, the Articles of Incorporation, or these Bylaws, the current 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 XIII. 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, 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 or 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 or her conduct was unlawful.

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 XIV. Amendments to Bylaws

Section 1. Submission.

- a. Amendments to these Bylaws may be originated by the Board of Trustees, by the Council of the Convention, or by written petition of ten percent (10%) of the Voting Members. All proposed amendments shall be reviewed by the Council of the Convention and Board of Trustees, who 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 Council of the Convention at least twelve (12) months before the first day of the Regular Membership Meeting.

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. 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. Editorial Corrections.

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

Article XV. 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).