

Proposed bylaws changes: highlighted text are additions and strikethrough text are deletions.

ARTICLE III

MEMBERS

Section 1. Membership. Membership shall be open to all individuals and entities interested in the purposes of the Association who meet the criteria set forth in these Bylaws, as well as any additional criteria that may be established by the Board, as they deem appropriate, including, but not limited to, payment of scheduled dues pursuant to these Bylaws.

Section 2. Classes of Members. The Association may have categories of Members comprised of Regular Members, Regular Members Emeritus, Student Members, Postdoctoral Members, Honorary Members and Associate Members (each a "Member", and collectively, the "Members"), and such other categories as established by the Board. Membership categories may be added or discontinued, as determined by the Board, with the rights of each such category of membership to be determined by the Board. Regular Members and Regular Members Emeritus may vote on all matters upon which Members may vote pursuant to these Bylaws and may hold office. Student and Postdoctoral Members may vote on all matters upon which Members may vote pursuant to these Bylaws; they may not serve as Officers but are eligible for election as Non-Officer Directors. Honorary Members and Associate Members may not vote or serve as Officers or Non-Officer Directors. The Board of Directors may designate other Membership categories as eligible to serve as Officers, for election as Non-Officer Directors, or to vote. Members who have not paid their required dues for the current calendar year will be classified as "inactive," will not receive mailings to the membership (provided that such "inactive" Members will continue to receive notifications of meetings of Members and other legally required notices) and cannot vote or serve as a Director.

~~(a) Regular Members. Candidates for Regular Membership must be individuals engaged in the teaching or investigation of anatomical or related sciences, with an advanced degree or equivalent experience. The Board shall establish the process by which these criteria are evaluated to determine Regular Membership eligibility.~~

~~(b) Regular Members Emeritus. The general qualifications for Regular Member Emeritus shall be established by the Board and the eligibility of any individual for this category shall be determined by the Board on a case by case basis. Regular Members Emeritus will have the same privileges as Regular Members except he/she will not receive the journals gratis.~~

~~(c) Student or Postdoctoral Members. Candidates for Student or Postdoctoral Membership must be engaged in the study of anatomical or related sciences in an educational or research institution or working under the guidance of an established researcher or educator. The Board shall establish the process by which these criteria are evaluated to determine Student or Postdoctoral Membership eligibility.~~

~~(d) Honorary Members. The Association may grant honorary Membership to recognize exceptional accomplishments in the field of anatomical sciences. The general qualifications for Honorary Members~~

shall be established by the Board and the eligibility of any individual for this category shall be determined by the Board on a case-by-case basis.

~~(e) Associate Members. Candidates for Associate Membership do not fit into any category set forth above. These individuals may act as part of a team in a lab or classroom setting, have previously engaged in the teaching or investigation of anatomical or related sciences, are employed in a biomedical or anatomically related field, or are working in a related government or public policy field and wish to foster the mission and goals of the Association. The eligibility of any individual for Associate Membership shall be determined by the Board on a case-by-case basis.~~

Section 3. Application for Membership.

The Board shall establish the application for membership to be used by all individuals and entities seeking membership.

~~(a) Regular or Regular Member Emeritus Membership. Applications for Regular Membership or Regular Membership Emeritus shall be in writing or online using the official Association application form.~~

~~(b) Honorary Membership. The Board shall establish criteria and procedures by which the Association solicits and approves Honorary Members. For the avoidance of doubt, there shall not be an application process for Honorary Membership.~~

~~(c) Student or Postdoctoral Membership. To qualify for student or postdoctoral status, such prospective Member must provide his/her advisor's name when applying for Student or Postdoctoral Membership and paying dues each year. Applications for Student or Postdoctoral Members shall be in writing or online using the official Association application form.~~

~~(d) Associate Membership. Applications for Associate Members shall be in writing or online using the official Association application form.~~

Section 4. Meetings and Voting.

(a) Meetings. The Annual Meeting of the Association's Members (the "Annual Meeting") shall be held at the place, time, and date, as may be fixed by the Board, or, if not so fixed, as may be determined by the President. Special meetings of the Members shall be held whenever called by the Board, the President or ten (10) percent of the Members entitled to vote at such meeting.

(b) Notice of Membership Meetings. Notice of the place, time, and date of any meeting of the Members shall be given to each Member entitled to vote at such meeting in accordance with the following:

(i) if notice is given personally, by first class mail, or by fax or electronic mail, it must be given no less than ten (10) nor more than fifty (50) days prior to the meeting;

(ii) if notice is given by any other class of mail, it must be given no less than thirty (30) nor more than sixty (60) days prior to the meeting.

Such notice shall be deemed to have been given when it is deposited in the United States mail or sent via facsimile transmission, telegraph, telex, courier service, electronic mail or hand delivery. Notice of special meetings shall indicate the purpose for which they are called. Attendance at a meeting of the Members, in person or by proxy, without protesting such meeting prior to its conclusion shall constitute a waiver of notice.

(c) Quorum, Adjournment of Meetings. At all meetings of the Members, including the Annual Meeting, at least one hundred (100) Members entitled to vote thereat or one-tenth of the Membership entitled to vote thereat, whichever is lesser, shall be present in person or by proxy to constitute a quorum for the transaction of business. At any adjourned meeting for which a quorum was present at the original meeting, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, notice of the adjourned meeting shall be given.

(d) Voting. At any meeting of the Members, each voting Member present in person or by proxy who has paid current dues, if such dues are required, shall be entitled to one vote on all matters. Upon demand by any Member, any vote for Directors or any question before the meeting of the Members shall be by ballot.

e) Proxies. Voting by proxy shall be permitted. The Board shall determine the process for submitting and accepting proxies. A proxy is the authority to represent someone else, especially in voting.

(f) Action by the Members. Except as otherwise provided by law or by these Bylaws, any corporate action authorized by a majority of the votes cast by the Members entitled to vote at a meeting of the Members at which a quorum is present shall be an act of the Members (an "Action by the Members").

Section 5. Dues and Membership.

(a) Dues. The dues of the Association shall be determined by the Board. Dues are payable on or before January 1 of each calendar year. Members who have not paid by January 1 may be placed in an "inactive" status during which such Member will no longer receive Member benefits or have the right to vote, if any. "Inactive" Members will not receive mailings to the Membership. Payment of outstanding dues will reinstate an "inactive" Member. Such reinstated Member will then receive all journals for the period during which such Member was "inactive". Notwithstanding the foregoing, neither Honorary Members nor ~~Regular~~ Member Emeritus, while retired, are required to pay dues and, thus shall not be considered to be "inactive" for failure to pay dues required hereby. Honorary Members and ~~Regular~~ Members Emeritus, while retired, have the option to pay to receive all journals.

(b) Term of Membership. Membership in the Association shall be for the calendar year for which the membership dues have been paid.

(c) Renewal of Membership. Membership in the Association may be renewed by payment of the appropriate amount of Membership dues.

(d) Expulsion of Membership. The Board shall establish criteria and procedures by which the Association may suspend or revoke the Membership of any Member, including failure to meet or adhere to the standards, policies, or procedures of the Association.