

**Proposed Emergency Bylaws – to be voted/approved at the 2021 AAS Business Meeting,
Thursday, February 4, beginning at 6:00pm Eastern**

Emergency Bylaws

The Emergency Bylaws provided in Article VII shall be operative during any emergency, superceding any different provision in the preceding Articles of these Bylaws. An emergency exists if a quorum of the executive council or officers cannot be assembled as per usual protocol as outlined above because of some national/international event which precludes meeting. Matters not specifically addressed by these Emergency Bylaws will continue to be governed by the Bylaws in the preceding Articles. Emergency Bylaws may go into effect with approval of the Executive Committee. If the Emergency Bylaws are invoked, changes to them are exempt from the one-year waiting period prior to consideration by the full membership. All changes considered by the officers and executive council must be reviewed by the Secretary and Executive Director prior to finalization.

During any such emergency:

(a) Any meeting of the Executive Council may be called by the President or by any officer in order of succession (president elect, secretary, recorder, treasurer) if the President is unavailable. The notice thereof shall specify the time and date of the meeting. To the extent feasible notice may be given only to such of the Executive council members as it may be feasible to reach at the time, by such means as may be feasible at the time, and at a time less than 24 hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in (b) below.

(b) At any meeting of the Executive Council, a quorum shall consist of a majority of the number of Committee Chairs and Councilors fixed at the time by the Bylaws. If the Committee Chairs and Councilors present at any particular meeting shall be fewer than the number required for such quorum, other persons present as referred to below, to the number necessary to make up such quorum, shall be deemed necessary participants for such particular meeting as determined by the following provisions and in the following order of priority:

(i) Executive Director of AAS and other necessary AAS staff to facilitate the meeting, in the order of their seniority relevant to the organization.

(ii) Any other persons that are designated on a list that shall have been approved by the Officers before the emergency; such persons to be taken in such order of priority and subject to such conditions as may be provided in the resolution approving the list.

(c) The Officers and Executive Council, during as well as before any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an

emergency any or all officers or agents of the organization shall for any reason be rendered incapable of completing their duties as denoted in the bylaws.

(d) The Officers and Executive Council, during as well as before any such emergency, may change the organization's bylaws, or designate several alternative rules, or authorize the officers to do so in the setting of a national/international event which precludes meeting.

No officer, Director or employee shall be liable for action taken in good faith in accordance with these Emergency Bylaws.

These Emergency Bylaws shall be subject to repeal or change by further action of the Officers, except that no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action or inaction prior to the time of such repeal or change. Any such amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.