

**CONSTITUTION
OF
COUNCIL OF AFFILIATED REGIONAL
RADIATION ONCOLOGY SOCIETIES (CARROS)**

Article I

NAME AND PURPOSES

Section 1. NAME

This association shall be known as the COUNCIL OF AFFILIATED REGIONAL RADIATION ONCOLOGY SOCIETIES (hereinafter referred to as the "Council").

Section 2. PURPOSES

The purposes for which the Council is organized are:

- (a) To provide a mechanism for the exchange, and the dissemination to the local and regional level, of information about the clinical practice of radiation oncology, with emphasis on information about socioeconomic developments and governmental actions which may influence patient management and scientific research.
- (b) To seek to develop, in appropriate circumstances, a consensus on major issues affecting radiation oncology and to transmit information about such a consensus to appropriate national organizations or governmental entities to encourage constructive action.
- (c) To provide a framework for relating to local and regional organizations representing other oncologic disciplines, with emphasis on the exchange of information about scientific developments and improved methods of cancer patient management.
- (d) To further generally at the local and regional level the purposes of The American College of Radiology.

Notwithstanding the foregoing, (i) no part of the net earnings or assets of the Council shall inure to the benefit of any member, director, officer, or other person, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above, and (ii) the Council shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, (the "Code") or the corresponding provision of any future United States revenue statute.

Article II

CONSTITUENT ORGANIZATIONS

Section 1. ELIGIBILITY

Those radiological societies recognized as chapters of the American College of Radiology shall be recognized as constituent organization of the Council. A formally organized society or group of radiation oncologists in a specifically defined geographic area or in a specifically defined demographic group (e.g. members of the armed forces, or employees of the Veterans administration) shall be eligible to be a constituent organization of the Council. In order to be

“formally organized” for purposes of this section, a society or group must have written organizing and governing rules and a written membership roster and must have duly elected officers.

Section 2. CONSTITUENT ORGANIZATIONS AND ADMISSION OF ADDITIONAL CONSTITUENT ORGANIZATIONS

- (a) The constituent organizations of the Council shall be:
 - i. the chapters recognized by the American College of Radiology; and
 - ii. such other eligible professional societies and organizations as may be approved as constituent organizations by the board of representatives of the Council.

- (b) Any eligible organization may be admitted as an additional constituent organization by either of the following two methods:
 - i. By the affirmative vote, at a duly called and constituted meeting of the board of representatives, of a majority of the representatives present; provided that notice of any proposal to admit a new constituent organization in that manner shall have been given to each representative with the notice of the meeting at which the board of representatives is to consider the proposal; or
 - ii. By the affirmative vote, at a duly called and constituted meeting of the executive committee of the Council, of a majority of the individuals then serving on the executive committee; provided that notice of any proposal to admit a new constituent organization in that manner shall have been given to each member of the executive committee with the notice of the meeting at which the executive committee is to consider the proposal; and further provided that any admission of a new constituent organization by action of the executive committee shall be subject to review by the full board of representatives at the next meeting of the board. If, at said next meeting of the full board, the board fails to approve the admission of the new constituent organization by a majority of the representatives present and voting, the participation of the newly admitted constituent organization shall terminate at the conclusion of that meeting and that organization shall be entitled to a prorated refund of any participation fees theretofore paid to the Council.

Section 3. RIGHT OF REPRESENTATION ON THE BOARD OF REPRESENTATIVES

Each constituent organization shall be entitled to appoint one (1) representative, to serve on the board of representatives of the Council and shall also be entitled to appoint one (1) alternate who shall be authorized to attend and vote at any meeting of the board of representatives in the absence of the representative appointed by that constituent organization. The appointment and certification of such representatives and alternates shall be in accordance with the provisions of Article IV, Section 4, of this constitution.

Section 4. FINANCIAL SUPPORT

Constituent organizations shall be obligated to pay such annual or special participation fees as may be determined from time to time by a two-thirds vote of the board of representatives.

Section 5. TERMINATION OF MEMBERSHIP

- (a) Any constituent organization may voluntarily terminate its participation by giving written notice of such termination to the secretary of the Council. Such notice of

termination shall be certified by an appropriate officer of the constituent organization. The secretary shall enter such notice of voluntary termination in the records of the Council, and such termination shall take effect at the time specified in the notice. Unless tendered to take effect upon acceptance thereof by the board of representatives, such acceptance of voluntary termination shall not be necessary to make it effective. Voluntary termination shall not relieve the constituent organization so terminating of any obligation to pay participation fees theretofore accrued and unpaid.

- (b) The participation of any constituent organization shall be officially terminated upon determination by the board of representatives, by a two-thirds vote, that such constituent organization no longer satisfies the eligibility requirements of Section 1 of this article. The participation of any constituent organization may be terminated by action of the board of representatives if such constituent organization fails to make full payment of any annual or special participation fee within sixty (60) days after the due date therefore established by the board of representatives.

Section 6. REINSTATEMENT

Any former constituent organization may be reinstated as a constituent organization in accordance with the procedure set forth in Section 2(b) of this article.

Article III

MEMBERS

Section 1. MEMBERSHIP STATUS

Any individual, identified as a radiation oncologist, who is a member in good standing of the American College of Radiology shall automatically be a member of the Council. Such status as a member of the Council shall be automatically suspended or terminated in the event of, and for the full duration of, any suspension or termination of such membership in the College.

Section 2. RIGHTS OF MEMBERS

Individuals who are members of the Council may participate in the affairs of the Council through their respective constituent organizations in a manner consistent with this constitution.

Article IV

BOARD OF REPRESENTATIVES

Section 1. POWERS

The property and affairs of the Council shall be managed by its board of representatives.

Section 2. COMPOSITION

The board of representatives shall consist of the representatives appointed pursuant to Section 4 of this article, and those Members of the Council who hold positions on the Board of Chancellors and Council Steering Committee of the American College of Radiology. All of said members of the board of representatives shall have full voting and other rights with respect to the operation of the board.

Section 3. QUALIFICATIONS AND TENURE OF APPOINTED REPRESENTATIVES

A representative appointed pursuant to Section 4 of this article must be a member in good standing of the constituent organization which appoints him or her as a representative, and a member in good standing of the American College of Radiology. The term for which a representative shall be appointed shall be two (2) years.

Section 4. APPOINTMENT AND ACCEPTANCE

- (a) Each constituent organization shall be entitled to appoint one (1) representative and one (1) alternate, who shall have all the rights and responsibilities of a representative in the absence of the representative. Where appropriate, all references in this constitution to representatives shall be deemed also to apply to alternates. Such appointments shall be made by each constituent organization in accordance with such procedure as it shall deem appropriate for that purpose. The credentials of the representative and alternate appointed by a constituent organization shall be certified by an appropriate officer of the constituent organization and shall be delivered to the secretary of the Council.
- (b) At the next meeting of the board of representatives following receipt of the certified credentials of a newly-appointed representative or alternate, the secretary shall report on such appointment and, upon determination that the credentials are in order, the board of representatives shall accept the new representative or alternate. Admission of a new constituent organization and acceptance of a representative and/or alternate appointed by such new constituent organization may occur at the same meeting of the board of representatives.

Section 5. VACANCIES

The powers of the board of representatives shall not be affected by any vacancy or vacancies in the board. Any vacancy shall be filled as soon as practicable by the appointment of a new representative by the appropriate constituent organization.

Section 6. MEETINGS

- (a) There shall be bi-annual meetings of the board of representatives. One meeting shall be held in connection with and at approximately the same time and place as the annual meeting of the American College of Radiology; this will be considered the annual meeting of the Council. One meeting shall be held in connection with and at approximately the same time and place as the annual meeting of the American Society for Radiation Oncology. The executive committee shall fix the exact time and place of these meetings and notice of the meetings shall be given in accordance with paragraph (d) of this section.
- (b) The board of representatives may provide, by resolution, the time and place for holding regular meetings in addition to the bi-annual meetings; and notice of such meetings shall be given in accordance with paragraph (d) of this section.
- (c) Special meetings of the board of representatives may be called by the president and shall be called by the president whenever he or she shall be requested to do so by any four (4) representatives. The person or persons calling a special meeting may fix the time and place for holding the meeting, and notice of the meeting shall be given in accordance with paragraph (d) of this section. Only business specified in the notice of a special meeting may be considered at a special meeting.

- (d) Written notice of the time and place of each meeting of the board of representatives shall be delivered to each representative and alternate not less than ten (10) nor more than sixty (60) days prior thereto. Notice of any special meeting shall also state the specific purpose or purposes for which the meeting is called.
- (e) One-third of the representatives then in office shall constitute a quorum for the transaction of business at any duly called meeting of the board of representatives.
- (f) The act of a majority of the representatives present and voting at a duly called meeting of the board of representatives at which a quorum is present shall be the act of the board of representatives, except where otherwise provided by applicable law or this constitution.

Section 7. INFORMAL ACTION BY WRITTEN CONSENT

Any action which is required by applicable law or by this constitution to be taken at a meeting of the board of representatives, or any action which may be taken at a meeting of the board of representatives, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the representatives entitled to vote with respect to the subject matter thereof. Any such consent signed by at least two-thirds of the representatives shall have the same force and effect as a two-thirds vote at a duly called and constituted meeting of the board of representatives. Alternatively, the board of representatives may act by electronic means including telephone conference as permitted by applicable law.

Section 8. EXECUTIVE COMMITTEE

- (a) The board of representatives shall establish an executive committee which shall consist of the president, the vice-president/president-elect, the immediate past president, the secretary, the Councilor and Alternate Councilor of this Council serving on the Council of The American College of Radiology, those Members on the board of representatives who hold a position on the Board of Chancellors and Council Steering Committee of The American College of Radiology, the chair of the nominating committee, a young physician, and a member-in-training, appointed by the president. All members of the executive committee must be members of The American College of Radiology. The board of representatives may remove any elected member of the executive committee without affecting his or her status as a representative. The board of representatives may dissolve by a 2/3 vote, the executive committee at any time without otherwise affecting the status of the officers and other representatives serving on the executive committee.
- (b) The executive committee shall have and exercise the full authority of the board of representatives in the management of the Council when the board of representatives is not in session, except that the executive committee shall not have the authority of the board of representatives with respect to:
 - i. amending, altering or repealing this constitution;
 - ii. adopting a plan of merger or consolidation with another organization;
 - iii. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Council;
 - iv. authorizing the voluntary dissolution of the Council or revoking proceedings therefore;
 - v. adopting a plan for the distribution of the assets of the Council;

- vi. amending, altering, or repealing any resolution of the board of representatives, which by its terms provides that it shall not be amended, altered, or repealed by the executive committee;
 - vii. admitting any new constituent organization;
 - viii. involuntarily terminating the participation of any constituent organization;
 - ix. electing or removing any officer or any member of the executive committee;
 - x. changing the participation fees or membership dues or assessments established by the board of representatives;
- (c) Meetings of the executive committee may be called by the president or by any three (3) members of the committee upon five (5) days' written notice to each committee member. A majority of the members of the executive committee then in office shall constitute a quorum for the transaction of business at any meeting thereof. The act of a majority of the members of the executive committee present at any duly called meeting at which a quorum is present shall be the act of the executive committee.
- (d) The executive committee may act by unanimous written consent or by electronic means, including telephone and video conference.
- (e) The establishment and appointment of the executive committee and the delegation thereto of authority shall not operate to relieve the board of representatives, or any individual representative, of any responsibility imposed by applicable law.
- (f) Notice of any action of the executive committee shall be given as soon as practicable to all other representatives on the board of representatives. At the next meeting of the board of representatives following any action of the executive committee, a complete report thereon shall be made to the board.

Section 9. RESIGNATION

Any representative may resign at any time by giving written notice to the president or secretary of the Council. Such resignation shall take effect at the time specified therein; and, unless tendered to take effect upon acceptance thereof, the acceptance of such resignation shall not be necessary to make it effective. Upon receipt of notice of the resignation of a representative, the president or the secretary of the Council shall promptly notify the constituent organization which appointed the resigning representative.

Section 10. REMOVAL

A representative may be removed from office by the constituent organization which appointed him or her pursuant to such procedure as may be established by the constituent organization for such purpose. If a representative is removed by action of the constituent organization, written certification of such action shall be given promptly to the secretary of the Council and shall be entered in the records of the Council. Such removal shall take effect at the time specified therein

Section 11. COMPENSATION AND PAYMENT OF EXPENSES

- (a) Representatives as such shall not receive any remuneration for their services; provided, however, that nothing herein contained shall be construed to preclude any representative from serving the Council in any other capacity and receiving compensation therefore.

- (b) Responsibility for the payment of expenses incurred by representatives in connection with attendance at meetings of the board of representatives, the executive committee or other committees of the Council, or in connection with other activities on behalf of the Council, shall be determined by the board of representatives. If authorized by action of the board of representatives, representatives may be reimbursed from the funds of the Council for reasonable expenses so incurred.

Article V

OFFICERS

Section 1. OFFICERS

The officers of the Council shall be an immediate past president, president, a vice president/president-elect, and a secretary as may be elected by the board of representatives in accordance with the provisions of this article. Officers must be members of The American College of Radiology. Officers may, but need not be, representatives appointed pursuant to Section 4 of Article IV of this constitution; and any officer who is not also such an appointed representative shall serve ex officio as a member of the board of representatives with full voting and other rights.

Section 2. ELECTION AND TENURE

The secretary of the Council shall be elected by the board of representatives at its annual meeting and shall take office upon the adjournment of the meeting at which he or she is elected. The term of office for secretary shall be two (2) years.

The office of vice president/president-elect shall be elected by the board of representatives at its annual meeting and shall take office upon the adjournment of the meeting at which he or she is elected. The term of office for vice president/president-elect shall be two-years.

The presidency shall be filled by the vice president/president-elect automatically becoming president after serving as vice president/president-elect for a term of two (2) years.

Each officer shall hold office for two (2) years until the adjournment of the second annual meeting of the board of representatives following his or her election, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner provided in Section 3, below.

Section 3. REMOVAL

Any officer elected by the board of representatives may be removed from office by the board of representatives whenever in its judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES

A vacancy in any office may be filled either by action of the board of representatives or by action of an executive committee established pursuant to Section 8 of Article IV, above. An officer selected to fill a vacancy shall serve in that office until the adjournment of the next annual meeting of the board of representatives and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal; and at that next annual meeting the board of representatives shall conduct an election to fill any office which, if the vacancy had not occurred, would have been filled by election or automatic succession, pursuant to Section 2, above, by the holder of the office with respect to which the vacancy arose.

Section 5. PRESIDENT

The president shall supervise and direct all of the business and affairs of the Council, subject to the direction and control of the board of representatives. The president shall preside at all meetings of the board of representatives. The president may sign, with the secretary or any other proper officer of the Council authorized by the board of representatives, any deeds, mortgages, bonds, contracts or other instruments which the board of representatives has authorized to be executed, except documents the execution of which shall be expressly delegated by law, this constitution, or the board of representatives to some other officer or agent of the Council. The president shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the board of representatives.

Section 6. VICE PRESIDENT/PRESIDENT-ELECT

The vice president/president-elect shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as may be assigned from time to time by the president or the board of representatives. In the absence of the president or in the event of the president's inability or refusal to act, the vice president/president-elect shall perform the duties of the president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. Upon completion of a two (2) year term as the vice president/president-elect, an individual shall automatically succeed to the office of president, to serve in that office for two years until the adjournment of the second annual meeting of the board of representatives following his or her election.

Section 7. SECRETARY

The secretary shall keep minutes of the meetings of the board of representatives in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law and this constitution; shall be custodian of the official records of Council activities; shall keep a record of the mailing address of each constituent organization, representative and officer of the Council, which addresses shall be furnished to the secretary by the constituent organizations, representatives and officers; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of representatives.

Article VI

**COUNCILOR AND ALTERNATE COUNCILOR
TO THE
AMERICAN COLLEGE OF RADIOLOGY**

Section 1. QUALIFICATION AND APPOINTMENT

Pursuant to Section 2 of Article IX of the Bylaws of The American College of Radiology (the "ACR"), this Council is authorized to appoint one (1) Councilor and one (1) Alternate Councilor to represent this Council on the Council of the ACR. Such appointments shall be made at an annual meeting by the affirmative vote of a majority of the representatives of this Council then in office. The individuals so appointed must be members of the ACR at the time of appointment and throughout the term of service.

Section 2. TERM OF OFFICE

The appointed Councilor of this Council serving on the Council of the American College of Radiology shall serve in that capacity for a term of three (3) years, said term shall commence upon adjournment of the annual meeting of the board of representatives of this Council at which such appointment is made and shall terminate upon adjournment of the third succeeding annual meeting of the board of representatives of this Council. An individual may be reappointed as such Councilor for one (1) additional term of three (3) years but shall not be eligible for reappointment to additional terms until after an interval of not less than one (1) year.

An Alternate Councilor of this Council serving on the Council of the American College of Radiology shall serve in that capacity for a term of one (1) year, said term shall commence upon adjournment of the next ACR annual meeting and shall terminate upon adjournment of the next succeeding annual meeting of the ACR. An individual may be reappointed as such Alternate Councilor without limit.

Section 3. VACANCY

Any vacancy in the position of Councilor or Alternate Councilor of this Council on the Council of the American College of Radiology shall be filled by an appointee of the president of this Council until the board of representatives of this Council appoints a new Councilor or Alternate Councilor, which the board shall do as soon as practicable. Any person so appointed as such Councilor or Alternate Councilor shall serve in that capacity for the remainder, if any, of the term as to which the vacancy arose initially.

Section 4. REPORTING AND CONSULTATION

Prior to each meeting of the Council of the American College of Radiology, the Councilor or Alternate Councilor of this Council on the Council of the American College of Radiology shall consult with the president of this Council about what, if any, proposals or additional information should be presented at such meeting by said Councilor or Alternate Councilor on behalf of this Council. Said Councilor or Alternate Councilor of this Council shall report promptly to the president of this Council about any significant action or decision of the American College of Radiology. In addition, said Councilor or Alternate Councilor shall provide the board of representatives of this Council with a written report on any significant action or decision of the American College of Radiology.

Article VII **NOMINATION OF COUNCILORS-AT-LARGE** **FOR THE** **COUNCIL OF THE AMERICAN COLLEGE OF RADIOLOGY**

Section 1. SCOPE OF AUTHORITY

In addition to making the appointments described in Article VI of this Constitution, the Executive Committee is authorized to participate in the nomination of Councilors-at-Large to serve on the Council of The American College of Radiology ("ACR") pursuant to Section 16 of Article IX of the bylaws of the ACR. An individual so nominated by this Council shall, if then appointed as a Councilor-at-Large of the ACR, take office at such time and for such term of office as shall be provided in the applicable bylaws and/or rules of the ACR.

Section 2. DEVELOPMENT OF NOMINATIONS

Each year, at the meeting of the board of representatives held in conjunction with the annual meeting of the American Society for Radiation Oncology or within thirty (30) days before or after Sept. 2010

such meeting, the president of the Council shall distribute to each member of the board of representatives a formal notice indicating the geographic areas which are in need of radiation oncology representation on the ACR Council. Said notice shall invite all constituent organizations and representatives to submit to the president of the Council suggestions as to radiation oncologists to provide such representation. Such notice shall also specify that in order to be eligible for nomination as an ACR Councilor-at-Large an individual must be a member of the ACR. In addition, such notice shall specify that each suggestion as to a possible nominee should be accompanied by a brief statement summarizing the personal history and professional qualifications of the nominee.

Section 3. SUBMISSION OF NOMINATIONS

The president shall submit promptly to the Speaker of the ACR Council the initial list of nominees developed by the Executive Committee pursuant to Section 2 of this article and any subsequent additions to or other changes in that list which are made by the Executive Committee.

Article VIII

COMMITTEES

Section 1. NOMINATING COMMITTEE

- (a) Prior to each annual meeting of the board of representatives of this Council, a nominating committee shall prepare a slate of nominees including at least one (1) nominee for each elective position to be filled by election at such annual meeting, including the elective offices of this Council, as well as nominees for consideration of Councilors at large positions, College Nominating Committee, and Council Steering Committee, if any.
- (b) The nominations prepared by the nominating committee shall be distributed to all members of the board of representatives of this Council at least thirty (30) days prior to the annual meeting of the board. Additional nominations may be made by any representative at the annual meeting.
- (c) The nominating committee of this Council shall consist of five (5) individuals, who shall be appointed by the Executive Committee of this Council. The president shall appoint the chairperson of the committee. If possible, each individual shall be a member of a different constituent organization of this Council. All members of the nominating committee must be members of The American College of Radiology.
- (d) The nominating committee members shall serve 3-year terms and the terms shall be staggered.

Section 2. FELLOWSHIP COMMITTEE

A Fellowship committee shall be responsible for developing recommendations as to individuals to be nominated by this Council for Fellowship in The American College of Radiology. The Fellowship committee shall be composed of the president of this Council, or his designee and two other members who are Fellows of the ACR. The president of this Council shall appoint the chairman of the Fellowship committee.

Section 3. COMMITTEE ON CONSTITUTION AND BYLAWS

A committee on constitution and bylaws shall be responsible for studying all proposed changes in this constitution (or in any bylaws which may be adopted for this Council from time to time) and for making recommendations to the board of representatives about such proposed changes. The committee on constitution and bylaws shall be composed of the president and two (2) members of the Council appointed by the president. The president of this Council shall appoint the chairman.

Section 4. GENERAL PROVISIONS

- (a) Committees, in addition to the executive committee authorized by Article III, Section 8, of this constitution and the specific committees authorized by Sections 1 through 4 of this article, may be established by resolution of the board of representatives adopted at any duly called and constituted regular or special meeting. The composition, size, purposes and powers of any such committee shall be as provided in such resolution. In addition, to the extent that such action is not inconsistent with specific prior action of the board of representatives, additional committees of this Council may be appointed by the executive committee or by the president. The composition, size, purposes and powers of any committee so established shall be as provided in the establishing resolution of the executive committee or in the declaration by which the president establishes the committee. Except as otherwise provided in the establishing resolution or declaration, the president of this Council shall appoint the members of each additional committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Council shall be served by such removal.
- (b) Each member of a committee shall continue as such until the next annual meeting of the board of representatives and until a successor is appointed, or until such member's death, resignation or removal, or until the committee shall be terminated.
- (c) One member of each committee shall be appointed chairperson of the committee by the person or persons authorized to appoint the members of the committee.
- (d) Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.
- (e) Unless otherwise provided in the resolution or declaration establishing a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Article IX

BOOKS AND RECORDS

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of representatives and of the executive committee.

Article X

NOTICE AND WAIVER OF NOTICE

Section 1. NOTICE

Whenever, under applicable law, this constitution, or a resolution of the board of representatives, notice is required to be given to any constituent organization, representative, officer or committee member, such notice may be given in writing, by electronic mail, or by postal mail, addressed to such constituent organization, representative, officer, or committee member at his, her or its address as it appears on the records of the Council. Such mailed notice shall be deemed to be given on the second business day after deposit in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 2. WAIVER OF NOTICE

Whenever, under applicable law, this constitution, or a resolution of the board of representatives, any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In addition, the attendance of a representative or committee member at any meeting shall constitute a waiver of notice of such meeting, except where an individual attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XI

AMENDMENTS

This constitution may be altered, amended or repealed, and a new constitution may be adopted, by the affirmative vote of a majority of the total number of representatives in office from time to time under Section 2 of Article IV of this constitution. Such action may be taken at any duly called and constituted meeting of the board of representatives, provided that written notice of any proposed amendment shall have been included in the notice of any such meeting, or may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the representatives in office from time to time under Section 2 of Article IV of this constitution.