



To: Institute Members
From: Mary Kay Kane
Chair, Governance Committee
Date: April 16, 2013
Re: Proposed Bylaw Amendments

I. Overview

The Governance Committee recommends to the membership the approval of proposed Bylaw amendments on May 20, 2013. The first set of amendments will provide flexibility in the term length for members of the Institute's standing committees, as well as flexibility in the term limit for standing committee members who become chairs of committees. The second group of amendments, along with related resolutions, arises from the District of Columbia's Nonprofit Corporation Act of 2010 and is recommended conditionally, subject to a determination that nonprofit corporations such as the ALI that were formed prior to January 1, 1963, must comply with that Act.

All the amendments have been approved by the ALI Council. The amendments will be presented at the Annual Meeting for your consideration and vote, and members of the Governance Committee and Council will be available to address questions and participate in the discussion.

II. Standing Committee Terms and Term Limits

Currently all appointed members of standing committees, including chairs, are limited to three consecutive two-year terms. Becoming chair while serving on the committee does not affect the term limit; thus, if a member is named chair after serving one term, that member still may serve only two more consecutive terms.

The Governance Committee recommends amending Bylaw 4.11 as shown in *Annex 1* to (A) change the term length for standing committee members from two years to a fixed term of up to two years, and (B) extend the term limit for standing committee members so that, at the end of a third consecutive term, an appointed member or chair is eligible for reappointment for one additional term only as chair, unless that person previously served more than two consecutive terms as chair.

These changes are needed due to the turnover on the Council and standing committees occurring as a result of the major governance changes implemented in 2007. The flexibility in term length

will permit staggered terms for committee membership, while the term-limit extension will provide continuity and allow committee members more time to gain experience before serving as chairs.

The Council approved the amendments to Bylaw 4.11 at its October 2012 meeting, along with conforming amendments to other governance documents. We recommend that the Institute's membership approve the proposed amendments to Bylaw 4.11 shown in *Annex 1* at the Annual Meeting.

III. District of Columbia Nonprofit Corporation Act of 2010

A. Background

The Institute was incorporated in the District of Columbia on February 23, 1923, under the nonprofit corporation law existing at that time, which was originally passed in 1901 ("Old Act"). In 1962 the District passed a new nonprofit corporation act that was not applicable to nonprofits formed under the Old Act unless they elected to become subject to its provisions. The Institute chose not to make that election.

B. Review of the New Act

The District of Columbia recently adopted the Nonprofit Corporation Act of 2010 ("New Act"). The Institute's counsel, Celia Roady, a partner in Morgan Lewis's District of Columbia office, reviewed the Institute's governance documents and discussed with the Governance Committee the changes that would need to be made to the ALI's governance practices to comply with the New Act. At that time, the New Act was undergoing a technical amendment process to clarify, among other things, whether Old Act corporations such as the ALI would be required to comply with the New Act.

Based on the review of the New Act and feedback received from the Council, the Governance Committee recommended to the Council that the ALI should remain under the Old Act if possible. The Old Act allows great flexibility in comparison to the more burdensome procedures called for by the New Act. In particular, the Committee identified the following provisions of the New Act that would have a significant impact on the ALI's governance practices: (i) only Council members (excluding Council emeriti) may serve on committees with board authority, such as the Audit and Investment Committees, and members of those committees must be appointed by a majority of all currently serving Council members; (ii) a quorum of Council members must be present each time an action is taken at a meeting; and (iii) actions taken by the Council without a meeting must be by unanimous written consent, with no abstentions. The Council approved the Governance Committee's recommendation at its January 2013 meeting.

Because we did not know in January whether the ALI would be required to comply with the New Act, the Institute's counsel prepared the revisions to the Bylaws and other governance documents that would be necessary for compliance. After review, the Governance Committee *conditionally* recommended the revisions to the Council; they were approved in January 2013, subject to a determination that Old Act corporations must comply with the New Act.

The Governance Committee also recommended to the Council that the indemnification provisions of the New Act should be adopted regardless of whether compliance is mandatory because the provisions offer improvements to those contained in the Rules of the Council. The Council approved the recommended amendments to the Rules and they are now in effect.

C. Current Status

After completion of the technical amendment process earlier this year, the New Act provides that Old Act corporations are not required to elect to be governed by the New Act. However, proposed regulations later issued for public comment by the District of Columbia's Department of Consumer and Regulatory Affairs ("DCRA") nevertheless provide that Old Act corporations must comply with the New Act.

The Institute's counsel and other parties have submitted comments to the DCRA stating that, among other things, the proposed regulations are inconsistent with the statute. The New Act requires Old Act corporations to be subject to the New Act only to the extent of filing biennial reports and providing certain other information specified in the statute. The proposed regulations, however, would force all Old Act corporations to be subject to all provisions of the statute and to adopt a resolution approved by a majority of the corporation's entire membership electing that the corporation be governed by the New Act. Failure to adopt such a resolution would lead to revocation of the corporation's charter. These provisions of the proposed regulations are under review. The DCRA recently indicated that the provisions will be revised and go through an additional round of public comment before becoming final.

As of the date of this memorandum, we do not know when the DCRA's regulations will be finalized or what they will require. Thus, the Governance Committee conditionally recommends the adoption of the Bylaw amendments shown in *Annex 2* so that, if it is determined that the ALI must comply with the New Act, the Bylaws will be in compliance.

D. Recommendations

The Institute's membership meets only annually and compliance with the New Act could be required as early as January 1, 2014. Depending on what the final regulations require, we may have to ask all Institute members to take additional action after the Annual Meeting. Nevertheless, after consulting with counsel concerning the next steps the Institute should take in this period of uncertainty, the Governance Committee recommends that the following actions be taken at the Annual Meeting:

1. That the Institute's membership adopt the resolution below approving the proposed Bylaw amendments shown in *Annex 2*, subject to a determination that Old Act corporations must comply with the New Act.

It is hereby resolved that the membership of the American Law Institute approves the proposed Bylaw amendments shown in *Annex 2* to the memorandum submitted to the membership, subject to a determination that

nonprofit corporations formed prior to January 1, 1963, must comply with the District of Columbia's Nonprofit Corporation Act of 2010, as amended, provided that the amendments shall be effective as of the date such corporations must comply with the Act.

2. That the Institute's membership adopt the resolution below electing to be governed by the New Act, subject to a determination that Old Act corporations must comply with the New Act, in case the final regulations issued by the DCRA are revised to require approval by a majority of a corporation's membership at a meeting with a quorum.

It is hereby resolved that the membership of the American Law Institute elects that the Institute shall be governed by the District of Columbia's Nonprofit Corporation Act of 2010, as amended, subject to a determination that nonprofit corporations formed prior to January 1, 1963, must comply with the Act, provided that the election shall be effective as of the date such corporations must comply with the Act.

3. That the Institute's membership adopt the resolution below adopting any additional resolutions that may be required to be approved by the membership if Old Act corporations are required to comply with the New Act. If the final regulations issued by the DCRA provide additional information about what the resolution for election to be governed by the New Act must contain, then this resolution will serve as the adoption of a resolution containing that information.

It is hereby resolved that the membership of the American Law Institute adopts any additional resolutions that may be required to be approved by the membership if nonprofit corporations formed in the District of Columbia prior to January 1, 1963, are required to comply with the District's Nonprofit Corporation Act of 2010, as amended, provided that the resolutions shall be effective as of the date such corporations must comply with the Act.

Proposed Amendments to Bylaw 4.11

4.11 A. Appointed members of standing committees serve for a fixed term set at the time of appointment not to exceed two years. All terms begin and end at the close of an annual meeting of the membership. ~~The term of appointed members of standing committees is two years, beginning at the close of one annual meeting of the membership and terminating at the close of the annual meeting two years later.~~ Except as provided in paragraph B or C of this Bylaw 4.11, appointed members of standing committees may serve no more than three consecutive terms.

B. At the end of the third consecutive term an appointed member or chair of a standing committee is eligible for reappointment for one additional term only as chair, unless that person previously served more than two consecutive terms as chair.

BC. Members of a standing committee at the time this Bylaw 4 is approved by the membership are eligible for reappointment to that standing committee only as provided in the applicable transition rule approved by the Council on December 7, 2006.

ED. Members of a standing committee who are ineligible for reappointment to the committee as a result of term limits under paragraph A, ~~or B,~~ or C of this Bylaw 4.11 and the applicable transition rule approved by the Council on December 7, 2006, may be reappointed to the committee after two years have elapsed.

DE. The Council may appoint special committees and prescribe the authority and responsibilities of each.

EF. Any member of a standing or special committee may be removed, with or without cause, by the Council or by any other person or entity that is authorized to appoint the committee.

Proposed Amendments to Bylaws

Bylaws

BYLAW 1 – PURPOSES

1.01 A. The Institute’s purposes are as stated in its Certificate of Incorporation:

The particular business and objects of the society are educational, and are to promote the clarification and simplification of the law and its better adaptation to social needs, to secure the better administration of justice, and to encourage and carry on scholarly and scientific legal work.

B. The Institute shall be operated exclusively for the purposes stated in paragraph A of this Bylaw 1.01. It shall not be operated for profit, and no part of its assets or net earnings shall inure to the benefit of any member or private individual.

1.02 To further its purposes as stated in paragraph A of Bylaw 1.01, the Institute

A. may make the results of its nonpartisan analysis, study, or research available to lawyers, judges, and the general public; and

B. to the extent specifically authorized only by the Council and consistent with the Institute’s tax-exempt status, may engage in educational activities to bring those results to the attention of appropriate legislative and other governmental bodies, their members, committees, and personnel.

1.03 The Institute may appear before, or communicate with, any legislative or other governmental body with respect to a possible decision of that body that might affect the existence of the Institute, its powers and duties, its tax-exempt status, or the deductibility of contributions to it.

1.04 The Institute shall not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

BYLAW 2 – INSTITUTE MEMBERSHIP

2.01 The Institute’s membership consists of all members in good standing at the close of the 2007 annual meeting of the membership. New members may be added as provided in these Bylaws and the Rules of the Council.

2.02 There are four classes of membership: elected members, ex-officio members, honorary members, and life members. (Life members are those transferred to such status after at least 25 years’ tenure in one or more of the other classes.) The Council may, by Rule, establish additional classes of membership. Subject to these Bylaws, only the Council may determine the qualifications, minimum eligibility requirements, and privileges for each class of membership.

2.03 The membership is to be composed primarily of elected members, the maximum number of which is fixed from time to time by the Council, by Rule, with the approval of the membership.

2.04 The Council, by Rule, determines, and from time to time may change, the structure and the amount of the membership dues.

2.05 The membership of any member may be reclassified or terminated by the Council, in accord with the Rules of the Council, for any of the following reasons: failure to participate in the work of the Institute during three consecutive years; failure to pay dues; or any other good cause as determined by the Council. The Council's power under this Bylaw 2.05 is reserved to the Council except with regard to a failure to pay dues.

BYLAW 3 – MEMBERSHIP MEETINGS AND ACTION

3.01 The Council shall call an annual meeting of the membership of the Institute and may call additional meetings of the membership. Notice of the time, place, and proposed agenda of any meeting of the membership must be provided to the members at least 30 days before the meeting.

3.02 A quorum for any session of a meeting of the membership is established by registration during the meeting of 400 members, or such other number as may be established by the Council before the meeting.

3.03 The Council may authorize concurrent sessions during any meeting of the membership to consider different matters.

3.04 A majority vote of members voting on any question during any meeting of the membership or any session of such meeting is effective as action of the membership.

3.05 Any action that may be taken at a meeting of the membership may be taken without a meeting if a vote on the matter is authorized by the Council, except that if at least 100 members request that the matter be considered at a meeting, the action may not be taken except at a meeting. Action without a meeting ~~requires approval of a majority of the members of the Institute, voting by a method determined by the Council~~ may be taken either by unanimous written consent (which may be transmitted electronically) or approval of the membership by written ballot (which may be transmitted electronically). Approval of the membership by written ballot is valid when the number of votes cast and the number of approvals submitted equals or exceeds the requirements for taking action under these Bylaws. Written ballots will be delivered to every member entitled to vote on the matter and will include each proposed action and the opportunity to vote for or against each action along with a notice indicating the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter, and the time by which a ballot must be received in order to be counted. The Council's authority under this Bylaw 3.05 is reserved to the Council.

3.06 All members of the Institute, regardless of class of membership, are eligible to vote on matters upon which a vote of the members is required. Proxy voting by Institute members is not permitted.

3.07 Meetings of the membership are held at the time and place, in or outside of the District of Columbia, specified in the notice of the meeting. Meetings of the membership do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology by which the members can read or hear the proceedings substantially concurrently with their occurrence, vote on matters, pose questions, and make comments.

BYLAW 4 – COUNCIL AND COMMITTEES

4.01 A. Subject to the delegation of authority to the Executive Committee in accord with Bylaw 4.03, the Council oversees the management of the business and affairs of the Institute. In carrying out this responsibility, absent knowledge that makes reliance unwarranted, a member of the Council ~~who acts in good faith and reasonably believes that reliance is warranted may rely on the acts, statements, reports, or opinions of the Executive Committee, of other duly constituted committees, of an officer of the Institute, or of any other person~~ may rely on the performance of officers, employees, and volunteers whom the Council member reasonably believes to be reliable and competent or the Executive, Audit, and Investment Committees and any other standing committees exercising powers of the Council if the Council member does not serve on the committee and the Council member reasonably believes the committee merits confidence. Absent knowledge that makes reliance unwarranted, a Council member may also rely on the information, opinions, reports, or statements prepared or presented by the aforementioned individuals and committees as well as legal counsel, public accountants, and others retained for matters involving skills or expertise that the Council member reasonably believes are within that person’s professional or expert competence or as to which the person merits confidence.

B. The primary functions of the Council are to determine projects, programs, and activities to be undertaken by the Institute, either alone or with other organizations; to determine the form of Institute projects; to evaluate and, in accord with Bylaw 6, to approve work as representing the position of the Institute; and to receive and review reports from the Executive Committee.

4.02 The authority reserved to the Council by these Bylaws is expressed by reference to the Council’s having to act “by Rule,” to the matter being “only” for the Council, or to the matter being specifically “reserved to” the Council. In addition, the authority reserved to the Council includes, but is not limited to, the following:

- A. To adopt and amend Rules of the Council, not inconsistent with these Bylaws;
- B. To make the final interpretation of any Bylaw or Council Rule; and

C. ~~To lease, mortgage, or sell any of the Institute's real property (only if authorized by a majority of the Council at a meeting called for that purpose); and~~D. To reserve additional authority to itself by Rule or resolution.

4.03 A. The Executive Committee is composed solely of Council members and is a required standing committee of the Institute. Its primary responsibility is the oversight of the management of the business and affairs of the Institute under a broad delegation of the Council's authority except what is reserved to the Council by applicable law, by these Bylaws, or by the Council by Rule, resolution, or other recorded action.

B. Six other standing committees of the Institute are also required: Audit, Governance, Investment, Membership, Nominating, and Program. The Council, by Rule, may create additional standing committees.

C. Each standing committee ~~of the Institute~~ must have a formal charter adopted (or amended) only by the Council, in which the committee's composition, authority, and responsibilities are stated. ~~The Executive and Nominating Committees are appointed only by the Council, but the~~

D. A majority of all currently-serving Council members is required to create any standing committee that exercises powers of the Council and to appoint its members, all of which must be members of the Council. Only the Council may appoint members of the Nominating Committee but such appointments do not require a majority of all currently-serving Council members.

E. The Council may delegate its authority to appoint any ~~of the other standing committees.~~ D. standing committees other than the Nominating Committee and standing committees that exercise powers of the Council. Any delegation of Council authority to a standing or other committee, whether by charter or otherwise, is not exclusive, and the Council continues to retain and may exercise all delegated authority.

4.04 The Council consists of no fewer than 42 and no more than 65 members. The Council may transfer Council members to emeritus status in accord with its Rules. Council members emeritus may participate in meetings of the Council but are not members of the Council and may not vote or serve as voting members of committees exercising powers of the Council.

4.05 A. Council members are elected from the Institute's membership by action of the members at an annual meeting of the membership. Except as provided in Bylaw 4.06, the term of Council members is five years beginning at the close of the annual meeting at which the election occurs and terminating at the close of the annual meeting five years later.

B. A vacancy that occurs on the Council due to the death, resignation, or removal of a Council member during the member's term may be filled temporarily only by the Council. A person appointed under this paragraph to fill a vacancy is a member of the Council only until the next annual meeting of the membership of the Institute.

C. Except as provided in Bylaw 4.06, a Council member may serve no more than three consecutive terms, except that if at the end of three consecutive terms a Council member is an officer of the Institute, that member's term on the Council is extended, if it otherwise would have terminated, so that it terminates at the same time as the member's then term of office. However, if the Council member is serving a first term as president and the Council elects the member to a second term as president, the member's term on the Council is extended to terminate at the same time as the second term in the office of president, after which it is extended further to terminate at the same time as the member's term as chair of the Council if so appointed.

4.06 Regardless of the Council class to which the member was assigned when elected to the Council, the term of each member of the Council at the time this Bylaw 4 is approved by the membership terminates at the close of the 2007 annual meeting of the membership. Such persons are eligible for reelection to the Council only as provided in the applicable transition rule approved by the Council on December 7, 2006.*

4.07 A Council member who becomes ineligible for reelection to the Council as a result of term limits under Bylaw 4.05 or 4.06 and the applicable transition rule (approved by the Council on December 7, 2006)* may be reelected to the Council after two years have elapsed. A Council member who leaves the Council (whether during or at the end of a term) prior to reaching the applicable term limits may be reelected to the Council at any time. However, no person may serve more than four terms on the Council, whether or not the terms are consecutive, unless so permitted under the applicable transition rule.

4.08 No member or former member of the Council may receive any compensation from the Institute for services rendered during that person's term as a Council member.

4.09 The Council should meet in person at least once a year.

4.10 One-third of all Council members constitutes a quorum for a Council meeting, ~~but one-third need not be present at all times.~~ Except as provided by applicable law, a majority vote ~~of those present when the vote is taken~~ on any matter ~~at a duly constituted Council meeting~~ when a quorum is present is effective as the Council's action.

4.11[†] A. Appointed members of standing committees serve for a fixed term set at the time of appointment not to exceed two years. All terms begin and end at the close of an annual meeting of the membership. The term of appointed members of standing committees is two years, beginning at the close of one annual meeting of the membership and terminating at the close of the annual meeting two years later. Except as provided in paragraph B or C of this Bylaw 4.11, appointed members of standing committees may serve no more than three consecutive terms.

* See Appendix A.

[†] For purposes of this comparison, Bylaw 4.11 assumes approval of the proposed amendments unrelated to the D.C. Nonprofit Corporation Act of 2010.

B. At the end of the third consecutive term an appointed member or chair of a standing committee is eligible for reappointment for one additional term only as chair, unless that person previously served more than two consecutive terms as chair.

C. Members of a standing committee at the time this Bylaw 4 is approved by the membership are eligible for reappointment to that standing committee only as provided in the applicable transition rule approved by the Council on December 7, 2006.

D. Members of a standing committee who are ineligible for reappointment to the committee as a result of term limits under paragraph A, B, or C of this Bylaw 4.11 and the applicable transition rule approved by the Council on December 7, 2006, may be reappointed to the committee after two years have elapsed.

E. The Council may appoint special committees and prescribe the authority and responsibilities of each.

F. Any member of a standing or special committee may be removed, with or without cause, by the Council or by any other person or entity that is authorized to appoint the committee.

4.12 A majority of the members of any standing or special committee constitutes a quorum for a committee meeting, ~~but a majority need not be present at all times.~~ A majority vote ~~of those present when the vote is taken~~ on any matter ~~at a duly constituted meeting~~ when a quorum is present is effective as the committee's action.

4.13 A. Except when an in-person meeting is required by applicable law, these Bylaws, a Council Rule or resolution, or a committee charter, any meeting of the Council or of a committee may be held in person, by teleconference, or by any other means whereby all participants in the meeting are able to ~~talk with~~ simultaneously hear each other. Special meetings of the Council may be called in accordance with the Council Rules.

B. Any action that may be taken at a meeting of the Council or of a committee may be taken without a meeting by ~~an approving vote of a majority of its members, except that~~ unanimous written consent (which may be transmitted electronically). Accordingly, if any of its members requests that a meeting be held on the matter, the action may not be taken except at a meeting (which need not be an in-person meeting). ~~Voting by the Council or by a committee without a meeting must be by a method determined by the President or Chair of the Council, in the case of the Council, and by the committee's chair, in the case of a committee.~~

C. Proxy voting by members of the Council or of any committee is not permitted.

BYLAW 5 – OFFICERS

5.01 The Institute’s officers are a president, a first vice president, a second vice president, a secretary, a treasurer, a director, and a deputy director. The Council may designate additional officers, including but not limited to a chair of the Council, an assistant secretary, and an assistant treasurer. No two offices may be held simultaneously by the same person. Officers serve with the authority and duties prescribed by the Council.

5.02 Neither the director nor deputy director may serve on the Council. All other officers must be members of the Council and persons in or formerly in those offices may not receive any compensation from the Institute for services rendered during their term in office.

5.03 Only the Council may elect, appoint, or, with or without cause, remove an officer, except that the Council may delegate such authority to the Executive Committee with respect to the deputy director.

5.04 A. The term of office of each officer other than the director and deputy director is three years. All officer terms begin and end at the close of an annual meeting of the membership of the Institute.

B. Except as provided in this Bylaw 5.04 and in Bylaw 5.05, no person may serve more than three terms in the same office.

C. Only the immediate past president may serve as chair of the Council, and, except as provided in Bylaw 5.05, no person may serve more than one term in that office.

D. The director and deputy director each serve for a fixed term set at the time of appointment not to exceed three years. There is no limit to the number of terms the director and deputy director may serve.

5.05 The officers at the time this Bylaw 5 is approved by the membership are eligible for reelection or reappointment to the same office only as provided in the applicable transition rule approved by the Council on December 7, 2006.[‡]

BYLAW 6 – PUBLICATIONS OF THE INSTITUTE

Publication of any work as representing the Institute’s position requires approval by both the membership and the Council. Use of the name of the Institute in connection with other publications may be authorized by the Council without specific approval of their contents by the membership or the Council.

[‡] See Appendix C.

BYLAW 7 – AMENDMENT OF THE BYLAWS

7.01 These Bylaws may be amended by a majority of the members of the Institute voting on the matter at a meeting of the membership, or by approval of ~~a majority of~~ the members without a meeting if so authorized under Bylaw 3.05.

7.02 Members must be sent a copy of any proposed Bylaw amendment at least 30 days before action on the amendment is required.

7.03 A proposed amendment must be submitted for a vote of the membership if recommended by a majority of the Council or if the requirements set forth in Bylaw 7.04 are met.

7.04 If at least 100 members of the Institute submit a proposed amendment to the Council, the amendment must be submitted for a vote of the membership if:

A. within six months after its receipt by the Council, the Council does not recommend the proposed amendment under Bylaw 7.03 and, following the Council's decision or inaction,

B. at least 100 members request that the proposed amendment be submitted for a vote of the membership.

Once both conditions are met, the submission for a vote of the membership, at or without a meeting, must occur no later than the first annual meeting of the membership that would permit the notice required under Bylaw 7.02.

BYLAW 8 – INDEMNIFICATION

The Council is authorized to provide indemnification to the fullest extent permitted by law. The Council, by Rule or otherwise, shall provide for such indemnification as the Council from time to time deems appropriate.

Transition Rules for Council Members

These rules apply to all persons serving on the Council at the time of the 2007 Annual Meeting. Once eligibility for reelection under the following provisions has expired, the person is eligible to transfer to emeritus status and, after two years have elapsed, is again eligible for reelection to the Council but only for a single five-year term. Reference in these provisions to a maximum number of terms or to ineligibility for reelection does not affect eligibility for reelection after a two-year period in which the person is not a member of the Council.

1. Those who have served on the Council up to 4 years are eligible for reelection to the Council for a maximum of 3 new 5-year terms.
2. Those who have served 5 to 6 years are eligible for a new term of 4 years in 2007 and thereafter for a maximum of 2 new 5-year terms.
3. Those who have served 7 years are eligible for a new term of 3 years in 2007 and thereafter for a maximum of 2 new 5-year terms.
4. Those who have served 8 years are eligible for a new term of 2 years in 2007 and thereafter for a maximum of 2 new 5-year terms.
5. Those who have served 9 to 10 years are eligible for a term of 1 year in 2007 and thereafter for a maximum of 2 new 5-year terms.
6. Those who have served 11 to 12 years are eligible for a term of 5 years in 2007 and thereafter for a maximum of 1 new 5-year term.
7. Those who have served 13 to 14 years are eligible for a term of 4 years in 2007 and thereafter for a maximum of 1 new 5-year term.
8. Those who have served 15 to 16 years are eligible for a term of 3 years in 2007 and thereafter for a maximum of 1 new 5-year term.
9. Those who have served 17 to 18 years are eligible for a term of 2 years in 2007 and thereafter for a maximum of 1 new 5-year term.
10. Those who have served 19 to 20 years are eligible for a term of 1 year in 2007 and thereafter for a maximum of 1 new 5-year term.
11. Those who have served 21 to 22 years are eligible for a term of 5 years in 2007 and thereafter are not eligible for reelection.
12. Those who have served 23 to 25 years are eligible for a term of 4 years in 2007 and thereafter are not eligible for reelection.
13. Those who have served 26 to 28 years are eligible for a term of 3 years in 2007 and thereafter are not eligible for reelection.
14. Those who have served 29 to 32 years are eligible for a term of 2 years in 2007 and thereafter are not eligible for reelection.
15. Those who have served 33 to 39 years are eligible for a term of 1 year in 2007 and thereafter are not eligible for reelection.

Transition Rules for Members of Standing Committees[§]

1. Except as provided in section 3 below, any member of a particular standing committee who, at the time of the 2007 Annual Meeting, has served on that committee (whether as an appointed member or by virtue of holding an office):

- (a) less than 5 years is eligible for reappointment to that committee, effective at the conclusion of the 2007 Annual Meeting, for no more than three consecutive two-year terms;
- (b) at least 5 years but less than 10 years is eligible for reappointment to that committee, effective at the conclusion of the 2007 Annual Meeting, for no more than two consecutive two-year terms;
- (c) at least 10 years but less than 15 years is eligible for reappointment to that committee, effective at the conclusion of the 2007 Annual Meeting, for no more than one two-year term;
- (d) 15 years or longer is ineligible for reappointment to that committee effective at the conclusion of the 2007 Annual Meeting.

2. A member of a particular standing committee who is ineligible for reappointment to that committee under the above rules again becomes eligible for appointment to the committee, for up to three consecutive two-year terms, after two consecutive years have elapsed.

3. Notwithstanding the above rules, any person who is an officer that is required, under the applicable charter for the standing committee, to be a member of that committee shall be a member of that committee regardless of any prior years of service on the committee; however, once the person no longer holds the relevant office, then the above rules apply to determine the person's eligibility to serve as an appointed member of the committee.

[§] These transition rules do not apply to members of special committees. Those committees are intended to be temporary and ordinarily should not continue longer than three years.

Transition Rules for Officers

Chair of the Council

The current Chair of the Council is eligible for reelection, effective at the end of the 2007 Annual Meeting, for an indefinite term not to exceed three years, which term shall terminate no later than the time that the current President's presidency concludes.

President

The current President is eligible for reelection, effective at the end of the 2007 Annual Meeting, for a three-year term, and thereafter is ineligible for any additional term as President.

Vice Presidents

The current First Vice President and Second Vice President are eligible for reelection, effective at the end of the 2007 Annual Meeting, each for a three-year term, and thereafter each is eligible for a maximum of one additional three-year term in the same office.

Treasurer

The current Treasurer is eligible for reelection, effective at the end of the 2007 Annual Meeting, for a three-year term, and thereafter is ineligible for any additional term as Treasurer.

Secretary

The current Secretary is eligible for reelection, effective at the end of the 2007 Annual Meeting, for a three-year term, and thereafter is eligible for a maximum of one additional three-year term in the same office.

Director and Deputy Director

The current Director and Deputy Director are eligible for reappointment, effective at the end of the 2007 Annual Meeting, each for a fixed term set at the time of appointment not to exceed three years, without limit on the number of consecutive terms each may serve.