

**THIRD AMENDED AND RESTATED
BY-LAWS OF
THE AMERICAN GERIATRICS SOCIETY, INC.**

Article I

THE AMERICAN GERIATRICS SOCIETY, INC., hereafter referred to as the Society, is a non-profit organization incorporated on September 9, 1963, pursuant to the Membership Corporations Law of the State of New York (subsequently repealed with the Not-For-Profit Corporation Law of the State of New York), as successor to the American Geriatrics Society, founded in 1942 and incorporated in the State of Rhode Island on July 17, 1952, pursuant to the Non-Business Corporation Law of that State.

Article II

The goals of the Society shall be limited to those set forth in the Certificate of Incorporation. To these ends, the Society shall:

- (a) develop, support, and promote the clinical practice of geriatrics and support practitioners providing such care;
- (b) increase the number of health care professionals knowledgeable about geriatrics and/or gerontology who are committed to the clinical care of the aged;
- (c) engage in a public policy effort that will focus on the improvement and study of health care for older people;
- (d) promote effective, high quality research that addresses the health care problems of older people;
- (e) foster and encourage active participation of its members, and serve the needs of the membership;
- (f) develop and maintain productive relationships with other organizations concerned with the issues and study of health care of older persons.

**Article III
MEMBERSHIP**

Section 1. Classes of Membership. The Society shall have the following classes of membership:

- (1) **Members.** Membership in the Society shall be open to any individual or institution interested in the objectives and activities of the Society. Each candidate for membership shall make application on forms provided by the administrative staff of the Society. Each candidate must pay the annual membership dues in order to remain in good standing.
- (2) **Associates.** This category of membership is open to graduate students, interns, residents, and fellows-in-training. Verification by the training program director is required on the application in order to be eligible for this lower dues category of membership. Associates do not have voting privileges.
- (3) **Interim.** This category is open for one year only to members who are making the transition from associate to member status. It is a lower dues category of membership.

Interim members shall have voting privileges.

- (4) **Students.** This is a lower dues category open to undergraduates and medical students. Verification by the department chairperson, dean of students, or program director is required on the application. Students do not have voting privileges.
- (5) **Fellows.** When so recommended by the Membership Committee, any member may be admitted to Fellowship when approved by a majority of the Board of Directors. The Board of Directors by a majority vote may elect to Fellowship any distinguished individual who has made important contributions to the field of geriatrics or gerontology. Should a fellow not remain in good standing and later elect to reinstate his membership, fellow status is not automatically reinstated. A second application must be completed and circulated to the Membership Committee.
- (6) **Honorary Fellows.** The Board of Directors may confer Honorary Fellowship on any individual who has made outstanding contributions to geriatrics or gerontology. Honorary Fellows shall not be required to pay dues, nor shall they have voting privileges. When a member is elected to Honorary status he/she may, at his/her option, retain the right to vote by continuing to pay dues.
- (7) **Emeritus Members.** Any member who (i) has been in good standing for fifteen (15) years, (ii) is at least seventy (70) years old, and (iii) does not have full-time employment may, apply for the privilege of becoming an Emeritus member. Any member who has obtained Emeritus member status prior to the date hereof shall remain an Emeritus member without regard to the new requirements set forth herein. Emeritus members shall be relieved of payment of dues but shall retain all of the rights and privileges of active membership, except for receiving the *Journal of the American Geriatrics Society*. The Emeritus member will be eligible to receive the *Journal* at cost per issue.

Any member who has been in good standing for a period of fifteen (15) years who becomes incapacitated may apply for Emeritus status.

For the purpose of simplification, all members of the Society regardless of their classification shall hereinafter be referred to as members.

Section 2. **Transfer of Membership.** Membership in the Society is personal and cannot be transferred or assigned to another individual.

Section 3. **Resignation, Forfeiture, Discipline, Reinstatement.** Any member who is in good standing and has no outstanding obligation to the Society may resign by filing a written resignation with the administrative staff of the Society. A member may be disciplined and his/her membership suspended or terminated for actions deleterious to the purposes of the Society. Reasons for removal must be presented in writing. The action requires a two-thirds vote of the Board of Directors after an appropriate hearing. The member has the opportunity to appeal the decision in person or in writing. The Board of Directors may, by a majority vote of the Directors present at any regularly constituted meeting thereof, reinstate any former member upon such terms as the Directors may deem proper.

Section 4. **Discrimination.** Membership in any category of the American Geriatrics Society shall not be denied or abridged on account of sex, sexual orientation, color, creed, race, religion, handicap,

ethnic origin, or national origin.

Article IV MEETINGS OF THE SOCIETY

- Section 1.** **Annual Meeting.** The Annual Meeting of the members of the Society shall be held at a time and place designated by the Board of Directors, for the purposes of presenting the Annual Report of the Directors as required by Section 519 of the Not-For-Profit Corporation Law of the State of New York; announcement of Directors and Officers elected by ballot by the members prior to the annual meeting; presenting a Scientific Program: and transacting such other business as may come before the meeting.
- Section 2.** **Special Meetings.** A special meeting of the members of the Society may be called at any time (a) by the President; (b) by the President upon written request of a majority of the Board of Directors; or (c) by the President when at least fifty (50) members entitled to vote request him/her to do so. Such request shall specify the time, place and purposes of the proposed meeting.
- Section 3.** **Meeting Notices.** Written notice of the time and place of the Annual Meeting and of all other meetings of the members of the Society shall be sent by the administrative staff of the Society to each member entitled to vote via mail, e-mail or other electronic means, or facsimile, addressed to said member at the address, e-mail address or facsimile number set forth in the records of the Society, not less than ten (10) and not more than fifty (50) days before the meeting. Publication in the official Journal of the Society shall be equivalent to mailing notice of meetings.
- Section 4.** **Quorum.** One hundred (100) members or one-tenth of the total number of members of the Society entitled to vote, present in person or by proxy as hereinafter limited, whichever is less, shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the members, but a lesser number may adjourn the meeting to a day specified. Action by proxy shall only be permitted on actions with respect to which the Not-For-Profit Corporation Law of the State of New York requires the vote of a specified proportion of the members.
- Section 5.** **Inspectors.** If the Board of Directors so chooses, the Board may appoint inspectors to act at any meeting of the members.
- Section 6.** **Place of Meetings.** Meetings of the Society may be held within or without the State of New York.
- Section 7.** **Annual Report.** The Board of Directors shall present to the Annual Meeting of the Society a Report, verified by the President and Treasurer, or by a majority of the Directors, and dated as of the date of the meeting, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the Report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Society during such year; which Report shall be filed with the records of the Society and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Article V BOARD OF DIRECTORS

Section 1. **Management.** The management of the Society shall be vested in a Board of Directors.

Section 2. **Number of Board Members.** The number of Board members with voting privileges shall be not less than six (6) or more than twenty (20), the exact number to be fixed by the Board of Directors. Only members of the Society shall be eligible for election to the Board of Directors. In addition, there shall be a number of *ex officio* non-voting members of the Board, in accordance with Article V, Section 4.

Section 3. **Terms of Directors.**

Each term for Directors shall be three (3) years. Individuals shall not be eligible for election as Directors for more than two consecutive terms (but see Article VI regarding election of Officers, who are not subject to this limitation), and Directors shall serve a maximum of ten (10) years. This includes their terms as Officers.

Section 4. **Classes of Directors.**

Prior to each Annual Meeting of the members of the Society, the members shall elect a number of Directors sufficient to bring the total number of Directors to that number then authorized pursuant to Section 2 hereof. Ballots shall be sent to the members by mail, e-mail or other electronic means, or facsimile, and the members may vote for such Directors by mail, e-mail or other electronic means, or facsimile, in accordance with such time constraints or other conditions as may appear on the ballot.

Two seats on the Board of Directors shall be designated for representatives from the Council of State Affiliate Representatives (“COSAR”). COSAR representatives to the Board shall serve up to two (2) three (3) year terms as COSAR representatives. (See Article VIII, Section 2.)

The Chief Executive Officer of the Society will be an *ex officio* member of the Board of Directors, without voting privileges.

The editor of the *Journal of the American Geriatrics Society*, will be an *ex officio* member of the Board of Directors without voting privileges. If an individual is on the Board of Directors when appointed as editor of the *Journal*, the remaining term of his/her Board seat will be effective at the completion of his/her term as editor. The term on the Board as editor will not be included in computing the maximum 10 year limit as a Board member set forth in Article V, Section 3.

The President of the Association of Directors of Geriatrics Academic Programs, Inc. (“ADGAP”) will be an *ex officio* member of the Board of Directors, without voting privileges. If an individual is on the Board of Directors when appointed President of ADGAP, such individual will continue to serve on the Board of Directors for the remaining term(s) of his/her Board seat, with full voting privileges. If such an individual is still the President of ADGAP following completion of the remaining term(s) of his/her Board seat, including, without limitation, any reelection or reappointment to the Board, then he/she will at that point become an *ex officio* member of the Board of Directors, without voting privileges, for the remainder of his/her term as President of ADGAP. The term on the Board as President of ADGAP will not be included in

computing the maximum 10 year limit as a Board member set forth in Article V, Section 3.

The Chairperson of the AGS Foundation for Health in Aging (“FHA”) will be an *ex officio* member of the Board of Directors, without voting privileges. If an individual is on the Board of Directors when appointed Chairperson of FHA, such individual will continue to serve on the Board of Directors for the remaining term(s) of his/her Board seat, with full voting privileges. If such individual is still the Chairperson of FHA following completion of the remaining term(s) of his/her Board seat, including, without limitation, any reelection or reappointment to the Board, then he/she will at that point become an *ex officio* member of the Board of Directors, without voting privileges, for the remainder of his/her term as Chairperson of FHA. The term on the Board as Chairperson of FHA will not be included in computing the maximum 10 year limit as a Board member set forth in Article V, Section 3.

In addition to the four *ex officio* members specified herein, the Board of Directors, in its discretion, may appoint up to two (2) additional *ex officio* members of the Society to serve on the Board of Directors, without voting privileges. Such Board-appointed non-voting members may serve up to two (2) three (3) year terms as Board-appointed Directors, and the terms of such Board-appointed Directors shall not be included in computing the maximum 10 year limit for election to the Board set forth in Article V, Section 3.

Section 5. **Vacancies.** Vacancies in the Board of Directors may be filled by the Board of Directors. Any Board member appointed by the Board to fill a vacancy shall serve until the next Annual Meeting of members.

Section 6. **Resignations.** Any Board member may resign at any time by written notice to the Secretary.

Section 7. **Place of Meetings.** The Board of Directors shall hold its meetings at such place or places within or without the State of New York as the Board may from time to time designate.

Section 8. **Regular Meetings.** The Board of Directors shall hold two (2) or more regular stated meetings each year, as determined by the Board of Directors. One of the meetings shall be held at the Annual Meeting of the members of the Society.

Section 9. **Special Meetings.** In addition to the regular stated meetings, the Board may meet at any time when the affairs of the Society shall require. Special meetings of the Board may be called by the President or Chairperson of the Board, and shall be called by such Officer on the written request of at least three (3) of the whole number of members of the Board of Directors.

Section 10. **Notice.** Written notice of the time and place of all meetings of the Board of Directors shall be sent by mail, e-mail or facsimile to each Director by the Secretary or, in his/her absence, by any other Officer of the Society, not less than ten (10) days before the meeting. Notice of a special meeting shall also state the purposes of such meeting.

Section 11. **Quorum.** At the meetings of the Board of Directors, a majority of the whole number of Directors shall constitute a quorum for the transaction of business, except as otherwise provided in the laws of the State of New York or in these By-Laws, but a lesser number may adjourn the meeting to a day specified.

Section 1. **Officers.** The Principal Officers of the Society shall be a Chairperson of the Board of Directors, a President, a President-Elect, a Secretary, and a Treasurer. Only members of the Board of Directors are eligible for election to the positions of Principal Officers.

The Principal Officers shall constitute the Executive Committee of the Board of Directors. With the exception of the President-Elect, who shall be elected by the members of the Society in accordance with Article IX, Section 3 hereof, the Executive Committee shall be appointed by resolution adopted by a majority of the Board of Directors and shall function at the direction of the Board of Directors. Minutes of the meetings of the Executive Committee shall be kept by the Secretary and are to be reviewed by the Board of Directors at the ensuing Board meeting. The Board of Directors may delegate any authority of the Board to the Executive Committee, except that the Executive Committee shall not have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the Not-For-Profit Corporation Law of the State of New York.
- (b) The filling of vacancies in the Board of Directors.
- (c) Fixing compensation of Directors serving on the Board or any Committee.
- (d) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 2. **Qualifications and Tenure.** The President, President-Elect and Chairperson of the Board may serve only one (1) one-year term in each such office, except with respect to an unexpired term of the President. The President-Elect, in the year succeeding his/her tenure of office, automatically becomes President of the Society. The President, in the year succeeding his/her tenure of office, automatically becomes Chairperson of the Board. The Secretary's and the Treasurer's terms of office will each be one (1) year with the possibility of reappointment for up to five (5) consecutive terms.

Section 3. **Compensation.** No Director or Principal Officer of the Society shall, directly or indirectly, receive any salary, compensation or emolument from the Society, either in his/her capacity as such Officer or Director, or in any other capacity, or have an interest in any contract relating to the operations conducted by the Society, or in any contract for furnishing supplies thereto, unless authorized by the concurring vote of two-thirds of the whole number of Directors of the Society. Other Officers and agents appointed by the Board of Directors may receive reasonable compensation for services actually rendered as fixed by a majority vote of the Directors present at any meeting.

Section 4. **Vacancies.** The Board of Directors may fill any vacancies which may occur in any office until the next Annual Meeting of the Society. In case the President deems it necessary or advisable, he/she may appoint persons to fill vacancies until the Board of Directors or the membership has had an opportunity to fill such vacancy.

Section 5. **Removal.** Any Officer of the Society may be removed for cause, after an appropriate hearing, by the affirmative vote of three-fourths of the whole number of the Board of Directors whenever,

in their judgment, the best interests of the Society will be served thereby.

Section 6. **The President.** The President shall preside at all meetings of members of the Society. The President, or the President's appointed representative, shall preside over all scientific sessions of the Society. The President, in consultation with the President-Elect, shall have the responsibility for appointing, subject to approval by the Board of Directors, all Committees except those fixed in Article IX. He/She shall perform such other duties as may be required by these By-Laws and by the Board of Directors and shall be, *ex officio*, a member of all Committees without voting privileges.

Section 7. **The President-Elect.** The President-Elect shall be an *ex officio* member of all Committees, without voting privileges. In the event of a vacancy in the office of President, or during his/her absence or inability to act, the duties and powers of the President shall devolve upon the President-Elect.

Section 8. **The Chairperson of the Board.** The Chairperson of the Board shall preside at all meetings of the Board of Directors.

Section 9. **The Treasurer.** The Treasurer, through the office of the Chief Executive Officer, shall be charged with the custody of all papers and documents relating to the property of the Society, and shall receive all funds of the Society. He/She shall be responsible to assure that the staff shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. Such funds shall be maintained and disbursed in accordance with Article XI hereof. The Treasurer shall render to the Board of Directors whenever requested, and at least once a year, an accurate account of all his/her transactions as Treasurer and of the financial condition of the Society.

In the event of a vacancy in the office of President-Elect, or during his/her absence or inability to act, the duties and powers of the President-Elect shall devolve upon the Treasurer.

Section 10. **The Secretary.** The Secretary shall be responsible to assure that the staff keep a careful record of the proceedings of the meetings of the members of the Society and of the Board of Directors, and give notice of all meetings of members of the Society and of the Board of Directors. The Secretary shall oversee the responsibilities concerning liaisons with other organizations. In general, the Secretary shall perform all other duties incident to his/her office subject to the control of the Board of Directors.

Section 11. **The Chief Executive Officer.** The Chief Executive Officer, or such other title as the Board of Directors may deem appropriate, including, without limitation, Executive Vice President, shall be responsible for the overall management of the Society and shall report to the Board of Directors. The Chief Executive Officer shall be an *ex officio* member of the Board, without voting privileges.

Section 12. **Limitation on Authority of Officers.** The Board of Directors may adopt such resolutions not inconsistent with these By-Laws as they deem advisable limiting and defining the powers and duties of the Officers of the Society.

Article VII COMMITTEES

The Board of Directors may from time to time, by resolution, appoint Committees as it may deem advisable or appropriate to advise and assist the Board in the management, direction, and supervision of the various activities of the Society, and such Committees shall have such authority and perform such duties as the Board of Directors may from time to time determine. The President, in consultation with the President-Elect, and subject to approval by the Board of Directors, may appoint to such Committees members of the Board of Directors or persons who are not members of the Board, and may fill any vacancies which may occur in such Committees.

Article VIII STATE AFFILIATES

Section 1. **State Affiliates.** States may develop an Affiliate of the American Geriatrics Society which shall be known as “The (name of the state) Geriatrics Society, an Affiliate of the American Geriatrics Society.” Before the AGS Board of Directors may grant the status of State Affiliate, the state organization shall submit By-Laws consistent with the AGS Model By-Laws for State Affiliates.

Dual membership is not required of members of State Affiliates.

Section 2. **Council of State Affiliate Representatives.** At such time as there are fifteen (15) approved State Affiliates, a Council of State Affiliate Representatives shall be established. Each State Affiliate shall elect one representative to the Council of State Affiliate Representatives. The Council of State Affiliate Representatives shall have representation on the Board of Directors (See Article V, Section 4, and Article IX, Section 3.).

Article IX NOMINATIONS

Section 1. **Nominating Committee.** The Nominating Committee shall consist of the Chairperson of the Board, the President, three members appointed by the Board of Directors, and two members elected by the members of the Society. At least two members of the Nominating Committee shall be non-physicians. Such interdisciplinary members may be appointed by the Board of Directors or elected by the membership of the Society. The Chief Executive Officer will be an *ex officio* member. The President shall serve as the Chairperson of the Committee.

Section 2. **Term.** The members of the Nominating Committee appointed by the Board of Directors and the members of the Nominating Committee elected by the members of the Society shall serve terms of three (3) years. The terms of the Nominating Committee members may be staggered by the Board of Directors in its discretion for continuity purposes.

Section 3. **Nominations Process.** The Nominating Committee shall solicit names from the membership-at-large for nominations to open Director and Nominating Committee positions. Notice of solicitation will be announced no less than sixty (60) days before the Committee meets. Nominations to the Board and to the Nominating Committee must come from a member in good standing. The Nominating Committee will request a curriculum vitae and a letter from the nominee consenting to serve if elected.

The Nominating Committee may meet immediately preceding or following any regular or special meeting of the Board of Directors. Notice of said meeting of the Committee shall be given concurrently with the notice of such meeting of the Board. The candidates for election to Director and Principal Officer positions of the Society who receive the largest plurality of the Committee's votes shall be nominated by the Committee.

For each open Director and Nominating Committee position, the Nominating Committee shall nominate two persons from among the members of the Society.

Each term for Directors and Nominating Committee members shall be three (3) years. If the Nominating Committee decides to renominate a Director or a Nominating Committee member for a second consecutive term, the single candidate shall be put forth.

For the position of President-Elect, the Nominating Committee shall nominate one person from among the Board members. Only Board members are eligible for nomination to the position of President-Elect. The term as President-Elect shall be one (1) year.

For the positions of Secretary and Treasurer, the Nominating Committee shall nominate one person for each office from among the Directors and the Board of Directors will elect these officers. Only Directors are eligible for nomination to the positions of Secretary and Treasurer. The Nominating Committee shall decide whether the Secretary and Treasurer should be renominated for additional terms. (See Article VI, Section 2.)

The Council of State Affiliate Representatives shall elect one member of the Council for each open state affiliate seat on the Board; nominees must be members of the national organization. The elected COSAR representative will be reviewed by the Nominating Committee for final approval. Terms for COSAR representatives will be staggered; each representative may serve up to two three-year terms as COSAR representatives.

The report of the Nominating Committee shall be in writing, and shall be signed by the Chairperson of the Committee. Notice of the election will be published not later than thirty (30) days prior to the date of the Annual Meeting of the members in any one of the Society's communication vehicles (e.g. newsletter, Journal, Website, list serv, etc.). The ballots will be sent to the membership by mail, e-mail or other electronic means, or facsimile, the votes returned to the national office by mail, e-mail or other electronic means, or facsimile, and the results announced at the Annual Meeting of members.

Article X SAFEKEEPING OF SECURITIES

Section 1. All bonds, stocks and other securities and evidence of value, shall be deposited for safekeeping with a bank, stock brokerage firm, or trust company approved by the Board of Directors, to be held for the account of the Society and subject to the joint order of the Treasurer and any other Principal Officer or of the Chief Executive Officer and any Principal Officer.

Section 2. All transfers and assignments of any securities registered or standing in the name of the Society shall be executed under its seal by the Treasurer and any other Principal Officer or by the Chief Executive Officer and any Principal Officer.

Article XI BANK ACCOUNTS

Section 1. All dues and other funds received by the Society, whether by way of interest, dividends, bequest or otherwise, shall be deposited in such Banks or Trust Companies as the Board of Directors shall select, to be held in an account to be designated "The American Geriatrics Society, Inc.

Lock Box Account.” All checks or other orders for the payment of money drawn by or in the name of the Society on the Lock Box Account shall be signed jointly by the Chief Executive Officer and another senior staff member.

The Society may also maintain an account with any such Bank or Trust Company to be designated as “The American Geriatrics Society, Inc. Operating Account.” Checks or other orders for the payment of money drawn by or in the name of the Society on the Operating Account may be signed by such person or persons, signing jointly or singly, as the Board of Directors may determine.

If the Board of Directors so chooses, the Board may require that any or all the persons authorized to sign or countersign checks, whether by this Article or by resolution of the Board of Directors, be bonded in such amounts and with such sureties as the Board may designate.

Section 2. Bills for current expenses in the regular course of business shall be approved by the Chief Executive Officer.

Article XII
PURCHASE, SALE, ETC. OF REAL ESTATE

Section 1. No purchase of real property or sale, mortgage, or lease of the real property of the Society shall be made unless authorized by the vote of two-thirds of the whole number of the Board of Directors then in office.

Section 2. No sale or mortgage, other than a purchase money mortgage, of real property within the state, or lease thereof for more than five (5) years, shall be made without leave of the Supreme Court in a Judicial District in which some of the property is located.

Section 3. The provisions of the foregoing Sections 1 and 2 of the Article XII shall not apply to real property acquired on a sale in any action or proceeding for the foreclosure of a mortgage owned by this Society or to real property acquired by this Society by deed in lieu of foreclosure of a mortgage owned, either in whole or in part, whether in certificate form or otherwise, by this Society.

Article XIII
CONTRACTS

All contracts not made in the ordinary course of business must be approved by a majority of the whole number of the Board of Directors.

Article XIV
SEAL

The seal of the Society shall contain the name of the Society and shall be in the form as shown in the impression hereon.

The Chief Executive Officer shall have custody of the corporate seal, and shall affix the same upon all contracts and instruments requiring the seal.

Article XV

FISCAL YEAR

The fiscal year of the Society shall begin on the 1st of January and end on the 31st of December of each year.

Article XVI RULES OF ORDER

Unless otherwise provided, all deliberations of the Society shall be conducted in accordance with Robert's Rules of Order, insofar as they do not contravene the laws of the State of New York.

Article XVII WAIVER OF NOTICE

The giving of any notice required to be given under these By-Laws and the Laws of the State of New York may be waived by a waiver in writing, signed by the person or persons entitled to said notice, whether before or after the time or event referred to in said notice, which waiver shall be deemed equivalent to such notice.

Article XVIII AMENDMENTS

The members of the Society may, by an affirmative vote of not less than two-thirds of those present, amend these By-Laws at any regular or special meeting of the members, subject to the limitations hereinafter provided. Amendments shall be proposed in writing and, except for those made from the floor, a copy thereof shall be sent to each member of the Society by mail, e-mail or other electronic means, or facsimile with the notice of the meeting. Publication in the official Journal or Newsletter of the Society or on the Society's website shall be equivalent to mailing notice of amendment.

Amendments proposed from the floor, if approved, shall be submitted to the Board of Directors for further approval at the next regular or special meeting of the Board and, if approved by two-thirds of the whole number of Directors at such meeting, shall thereupon become effective. If not so approved by the Board of Directors, such amendment shall not become effective unless re-approved by two-thirds of the members present at an ensuing Annual or special meeting of the members of the Society.

Notwithstanding the foregoing, the By-Laws of the Society shall not be amended at a meeting of the members or the Board of Directors, unless the number of members or directors at such meeting, as the case may be, constitutes a quorum as set forth herein.

CERTIFICATION OF SECRETARY

The undersigned Secretary of The American Geriatrics Society, Inc. (the “Society”) hereby certifies that the foregoing document is a true and correct copy of the Third Amended and Restated By-Laws of the Society, as approved by the Members of the Society at the Society’s Members Business Meeting on May 3, 2013.

Wayne McCormick, MD
Secretary