

SRNT BYLAWS

(approved February 2006)

SOCIETY FOR RESEARCH ON NICOTINE AND TOBACCO

ARTICLE I

NAME

The name of this organization shall be the “Society for Research on Nicotine and Tobacco, Inc.”

ARTICLE II

DEFINITION, MISSION STATEMENT, AND GOALS

- 1. *Mission Statement.*** The mission of the Society for Research on Nicotine and Tobacco, Inc. (the “Society”) shall be to stimulate the generation of new knowledge concerning nicotine and tobacco in all their manifestations, from molecular to societal.
- 2. *Goals.*** The main goal is to sponsor scientific meetings and publications to foster the exchange of information on the biological, behavioral, social, and economic effects of nicotine and tobacco. These activities shall include, though not be limited to, research on mechanisms of action and the use of nicotine as a probe of nervous system function as well as applied research on the behavioral, pharmacological, and health effects of tobacco use, nicotine dependence, the therapeutic uses of nicotine, and research on tobacco control policy. Additional goals are:
 - (a) To encourage scientific research on public health efforts for the prevention and treatment of smoking and tobacco use by constituting a forum for scientific research on these issues.
 - (b) To provide the means by which various legislative, governmental, regulatory, and other public agencies, and ethical corporate interests, such as the pharmaceutical industry, can obtain expert advice and consultation on critical issues concerning tobacco use, nicotine dependence, the therapeutic uses of nicotine, and tobacco control policy.

The Society will meet regularly, at least once per year in those regions where a large proportion of the membership resides (location to be determined annually by the Board of Directors). While the Society is incorporated in the United States, the intent is to be international in scope in order to foster productive interactions among colleagues from different countries and to facilitate the exchange of information on world issues.

ARTICLE III MEMBERS

1. *Membership.* There shall be six different classes of membership as set forth below. A committee, to be designated by the Board of Directors will be responsible for the evaluation of applications for membership and the recommendation to the Board of appropriate criteria for membership, for reviewing allegations of unethical conduct of members or conduct that contravenes the stated goals of the Society, and if necessary, for administering the provisions for revocation of membership. Application for membership presumes and implies support for the stated goals of the Society.

(a) *Full* membership confers the privileges of voting and holding elective office. The requirements include evidence of scientific training or specialized experience beyond the undergraduate level and at least one peer reviewed publication on nicotine, tobacco-control, or a related topic; subsequently, additional qualifications may be required as deemed appropriate by the committee charged with membership oversight. Members who enrolled by August 31, 1994, shall be known as “Charter Members.

(b) *Affiliate* membership is for people who do not meet the criteria for Full membership. Requirements include a statement documenting interest in nicotine research or tobacco control, emphasizing scientific, clinical, public health, policy, regulatory, legislative, and/or advocacy issues. Exceptions to the above-stated requirements (e.g., submission of other scholarly activity in lieu of a peer-review publication) will be considered by the committee charged with membership oversight on a case-by-case basis, subject to approval by majority vote of the Board of Directors. Though Affiliate Members do not have voting or elective-office privileges, they may lead or serve on committees. Affiliates who enroll by August 31, 1994, shall be known as Charter Affiliates.

(c) *Student* membership is for people who are enrolled in a full-time training program in a relevant field. To maintain membership, students/trainees are required to submit verification of full-time student or post-doctoral training status each year with the membership renewal form. Students/trainees pay a reduced fee and do not have voting or office-holding privileges.

(d) *Retiree* membership is for people who have retired from full-time paid employment and who otherwise meet the criteria for “full” membership. Retirees engaging in part-time consulting work or part-time paid employment, totaling no more than 20 hours per week, are eligible for retired member status. Retired members pay a reduced membership fee and enjoy all rights of full membership.

(e) *Sustaining* membership is conferred only to corporations or organizations. Membership in this category is determined by majority vote of the Board of Directors and is limited to three individuals per corporations. Representatives of organizations within this category are not entitled to vote or to hold office. While corporate members are considered valuable supporters of the Society and its functions,

membership affiliation does not imply endorsement by the Society of any corporate products or activities. This category of membership may be activated or de-activated at the discretion of the committee charged with membership oversight, subject to approval by majority vote of the Board of Directors.

- (f) The status of *Fellow* is a distinction conferred by the Society on members in recognition of outstanding contributions to the field having to do with the generation of new and useful knowledge; meritorious accomplishment can include contributions to scientific research, clinical practice, public health, public policy, regulation, legislation, or advocacy. Fellows are members who have met the requirements for Full or Affiliate membership, with all rights and privileges conferred therefrom in these bylaws. This category of membership shall be activated by majority vote of the Board of Directors, at which time a committee will be tasked with the responsibility of developing criteria and recommending to the Board consideration for the status of Fellow. Formal designation of “Fellow” is subject to approval by majority vote of the Board of Directors.

2. *Revocation of Membership.* Any member may be suspended for a period of time or expelled from the Society for just cause, including but not limited to, violation of any of the bylaws or rules of the organization, or for public conduct prejudicial to the best interests of the Society. Specific causes for expulsion shall include, but shall not be limited to, the following: (a) the representation of personal views or opinions to the media or to the public as official positions or policies of the Society, in the absence of explicit authorization by the Board of Directors or outside the context of official duties such as press officer; (b) conduct that contravenes the stated goals and objectives of the Society; (c) evidence of misrepresentation of information on the application form; (d) proof of moral turpitude, or; (e) conviction for a felony or other serious legal offense. (Items (d) and (e) pertain to the applicant’s professional activity.) Suspension or expulsion shall require a two-thirds vote of the Board of Directors. A specific statement of charges shall be sent by certified mail to the last known address of the member so charged, at least 30 days prior to the action of the Board. The statement shall also include a notice of time and place where the Board will meet to consider the charge, so that the accused member has the opportunity to prepare a defense and refute the charge if he or she so desires.

3. *Dues.* Dues for all classes of membership shall be established by the Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS AND VOTING

1. *Time, Place, and Call.* The annual meeting of the Society shall be held at such place and on such date as may be determined by the Board of Directors. Special meetings of the Society may be called by the Board of Directors at any time or shall be called by the Secretary upon receipt of a written demand, specifying the date and month thereof, signed by at least ten (10) percent of the Full Members. The date and month specified

shall not be less than two (2) nor more than three (3) months from the date of such written demand.

2. Notice. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called, and, at such meeting, any such business may be transacted which is related to the purpose or purposes set forth in the notice. A copy of the notice of any meeting shall be given personally, electronically, or by first-class mail, not less than ten days nor more than fifty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, to each member at his/her address of record or at such other address which he/she may have furnished by request in writing to the Secretary-Treasurer of the corporation.

3. Voting. Each Full Member shall have one vote. In the election of directors and officers, a plurality of the votes cast for the individual shall elect. Any other action shall be authorized by a majority of the votes cast except where Not-for-Profit Corporation Law prescribes a different portion of votes, in which case the affirmative votes cast shall at least be equal to a quorum.

4. Membership Action at a Meeting. When voting at an in-person meeting on issues affecting the Society, a quorum must be present. Twenty (20) percent of the Full Members shall constitute a quorum.

5. Membership Action without Meetings. Whenever Full Members are required or permitted to take any action by vote, such action may be taken without a meeting if the requisite number of members required for such action consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the written consents thereof by the Full Members shall be filed with the minutes of the proceedings of the Board.

6. Procedure at Meetings. The meetings and proceedings of the Society shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for Parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE V OFFICERS AND DIRECTORS

1. Election. The President-Elect, Secretary-Treasurer, and all Member Delegates shall be elected by the Full Members. Upon completion of his or her term, the President-Elect shall become President. Upon completion of his or her term, the President shall become Immediate Past President.

2. Terms of Office. The President, President-Elect, and Immediate Past-President shall serve a one-year term for each office, or a total of three (3) years for all three offices.

The Secretary-Treasurer shall serve for no more than two consecutive terms of three (3) years.

From three to seven Member Delegates shall each serve a term of three (3) years; to ensure continuity, time of service will be staggered. Member Delegates are eligible to serve two terms, with a period of at least one year separating the second term from the first.

Individuals who have served the maximum number of terms as either Secretary-Treasurer or Member Delegate shall be eligible to run for the office of President-Elect.

3. *Qualification for Office.* Any Full Member of the Society in good standing shall be eligible for nomination and election to any elective office.

4. *Vacancies.* If the office of President becomes vacant, the President-Elect shall fulfill the unexpired term; whether or not this person continues to serve as President during the year following the conclusion of the unexpired term will be at his or her discretion, subject to approval from the majority of the Board.

If the office of President-Elect becomes vacant, a special election will be held and the successful candidate will be installed as president or President-Elect as the case may be, within three months of when the vacancy occurred. In the interim, the Immediate Past-President will serve as President.

If the office of Secretary-Treasurer or Member Delegate becomes vacant with less than one year remaining in the term, the President, with approval of a majority of the Board, shall appoint a member to complete the term; if more than one year in the term remains, a special election will be held and the successful candidate will be installed within three months of when the vacancy occurred.

If the office of Immediate Past-President becomes vacant, an individual who has previously served as Immediate Past-President may be appointed to fill the vacant office by the President, with approval of a majority of the Board.

5. *Duties of Officers.* The duties of officers will be as hereinafter specified or as otherwise provided by law.

a) *President.* The President shall preside at and schedule meetings of the Board, the annual meetings of the Society, and any special meetings that may be called. The President shall prepare the agendas for said meetings. The President shall not hold any other position on the Board while in office. The President shall be responsible in all matters, stated or implied, that are related to the welfare, stature, and proper operation of the Society. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

b) *President-Elect.* In the President's absence at any meeting except the annual Board meeting, the President-Elect shall be chairperson. In case of the absence, disability, or resignation of the-President, the President-Elect shall perform the duties of the President. The President-Elect shall make nominations for approval by the Board for any appointed

position which must be filled except as otherwise stated. The President-Elect shall work closely and cooperatively with the President on all executive matters.

c) *Immediate Past-President.* The Immediate Past-President shall preside at the annual Board meeting in the absence of the President, and at all meetings in the absence of both the President and President-Elect.

d) *Secretary-Treasurer.* The Secretary-Treasurer is responsible for the receipt, custody, and disbursement of all funds of the Society. The Secretary-Treasurer shall report on the financial condition of the Society to the Board and the general membership at the annual meeting. The Secretary-Treasurer shall, in consultation with the Finance Committee, review the Society's financials quarterly and bring substantial variances to the attention of the Board of Directors. The Secretary-Treasurer shall receive the auditor's report, detailing monies received and expended. The Secretary-Treasurer shall assume responsibility for the minutes of all meetings. Minutes must be mailed to the Directors within one month after the meeting. As specified by the Board, certain duties of the Secretary-Treasurer may be delegated (e.g., to administrative staff). The Secretary-Treasurer shall be an ex-officio member of the Finance Committee.

e) *Member Delegates.* Member Delegates (minimum of three; maximum of eight) are charged with representing the broad-based interests of the membership. One Delegate will be elected by the full membership as a Member At Large. Up to seven additional Member Delegates may be elected by members within the following broadly defined regions if the total number of members residing in a given region equals five percent or more of the total membership of SRNT: North America (defined for this purpose as Canada and the United States); Latin America (defined for this purpose as South America, Central America and Mexico); Europe; the Middle East; Africa; Asia; and Oceania (defined for this purpose as Australia, New Zealand, and the islands of the South Pacific). Members living in the broadly defined geographic regions that do not have the minimum number of members necessary to elect a Member Delegate shall, collectively, vote for one Member Delegate to represent those regions, provided the total number of members in the unrepresented regions equals five percent or more of the total membership of SRNT. If membership within any of the above-defined groups falls below five percent of the total membership of SRNT, the corresponding Member Delegate position will be eliminated at the conclusion of the term during which the shortfall occurred. If a Member Delegate moves out of the geographic region he or she was elected to represent, the seat will be forfeited and considered vacant; vacancies will be filled in accordance with Article V, Section 4 of these Bylaws.

ARTICLE VI BOARD OF DIRECTORS

1. *Functions.* The governing body of the Society shall be the Board of Directors herein called the Board. The Board shall have supervision, control, and direction of the affairs of the Society, its committees, and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds.

The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee (and/or the Executive Director in the case in which there is central administration for the Society).

2. Composition of Board. The Board shall be comprised of the following Voting Members (total, from 6 - 12): President, Immediate Past-President, President-Elect, Secretary-Treasurer, and from two to eight (2 – 8) Member Delegates.

A Board Member may not concurrently hold more than one position on the Board. If a Member Delegate or officer is elected to another office, the vacancy shall be filled in accordance with Article V, Section 4 of these Bylaws. In no event shall any member of the Board be allowed more than one vote.

Non-Voting Member: The Executive Director (central office representative) shall be a non-voting member of the Board.

3. Removal. Failure by any officer or Member Delegate to carry out assigned duties, or unexcused absences from two consecutive Board meetings will be grounds for removal from office and from the Board; removal will be decided by a two-thirds vote of the Board. Should informal discussions with designated representatives of the Board fail to resolve the problem, the person in question will be given written notice of the Board's intention to remove him/her, 30 days prior to voting for removal, so that he/she may prepare and present a defense. Issues related specifically to conflicts of interest are addressed in Article XI.

4. Meetings. Meetings of the Board shall be held no less than two times during each administrative year at such time and at such place as the Board may prescribe. One of these meetings shall be held in association with the annual meeting of the members of the Society. Other meetings of the Board may be called by the President or at the request of any three directors by notices mailed, personally delivered, or communicated electronically (e.g., faxed or e-mailed) to each member of the Board, not less than one week before the meeting is held. The President may invite other persons to attend any Board meeting ex-officio. Action taken with the consent of a majority of Directors shall constitute a valid action of the Board and shall be reported at the next regular meeting of the Board.

Any action allowed or required of the Board may be taken without a meeting if all members of the Board consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the written consents thereof by the members of the Board shall be filed with the minutes of the proceedings of the Board. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to speak or otherwise communicate with each other at the same time. Participation by such means shall constitute the equivalent of presence in person at a meeting.

5. *Executive Committee.* The Executive Committee may act in place and stead of the Board of Directors when time does not permit the convening of the full Board on all matters, except those specifically reserved to the Board by the Bylaws, pursuant to delegation of authority to such Executive Committee by the Board of Directors.

The Executive Committee shall consist of the following voting members of the Board of Directors: President, President-Elect, and Immediate Past-President. The Executive Director (central-office representative) shall also serve as a non-voting member of the Executive Committee.

The President shall call such meetings of the Executive Committee as the business of the Society may require, or a meeting shall be called by the President at the request of two (2) members of the Executive Committee.

6. *No Compensation.* No officer or member of the Board of Directors of the Society may receive a fee for any services rendered to the Society.

ARTICLE VII COMMITTEES

1. There will be at least three (3) standing committees:

a) *Nominating Committee.* The President, with the approval of the Board, shall appoint a Nominating Committee whose purpose is to identify candidates for election who are capable of gaining the support of the membership and advancing the purposes of the Society. The Nominating Committee shall consist of five (5) Full members not holding office, of whom at least one shall have served on the Nominating Committee during the previous year. The term of office for all members of the Nominating Committee shall be a maximum of three (3) years and members on this committee shall not serve successive terms. The President shall appoint one (1) member of the Nominating Committee to serve as its chairperson for a term of no more than three years.

The Nominating Committee shall in writing invite suggestions from the membership for nominations for those offices which are vacant or are about to expire, allowing at least thirty (30) days for such suggestions. The Nominating Committee shall consider the nominations received from the membership for inclusion on the formal ballot. The Nominating Committee may also place one or more candidates of its own choice on the ballot but at least one of the candidates on the final ballot must be derived from among the nominees forwarded by Society members who are not on the Nominating Committee. At least ninety (90) days prior to the annual meeting, the Nominating Committee shall submit to the membership a complete ballot for the election of officers with no less than two (2) candidates for each office; should the Committee be unable to identify two qualified candidates for a particular office, one name can be submitted.

Additional duties may be assigned to the Nominations Committee by the Board of Directors.

b) *Finance Committee*. This committee shall be responsible for recommendations regarding fiscal policy to the Board, including but not limited to proposals and recommendations regarding investment and management of Society reserves. The Finance Committee shall determine accounting and fiscal procedures and shall propose a budget for the next year for approval by the Board at the annual Board meeting, or for the annual report submitted in lieu of the annual Board meeting. The Finance Committee shall review finances quarterly. If variances to the budget are of sufficient concern to the Committee, the Chair or the Secretary-Treasurer will bring the variances to the attention of the Board of Directors.

Additional duties may be assigned to the Finance Committee by the Board of Directors.

c) *Program Committee*. This committee shall be responsible for planning the educational content of the annual meeting.

2. Additional committees may be created and seated by the Board of Directors in order to carry out the business of the Society. Ad hoc committees may be created for the purpose of researching and recommending action on a specific, goal-oriented project or issue. At the completion of an ad hoc committee's work, the committee will be disbanded.

3. Structure and Terms of Office. Committees shall have a minimum of three (3) members, the terms of which shall be 3 (three) years and which shall be staggered in order to ensure continuity; a maximum of two (2) consecutive terms can be served by committee members. The term of office for committee chairs shall be three (3) years; individuals may serve a maximum of two consecutive terms as committee chair, subject to reappointment by the President. If a qualified candidate cannot be found to replace a committee chair at the conclusion of his/her second term of office, the current chair can be asked to serve again; the same shall be the case with committee members.

The exceptions to the above are the positions of Nominating Committee Chair and the Program Committee Chair. The Nominating Committee Chair may only serve one three-year term. The term of the Program Committee Chair shall last for one (1) year. Furthermore, the Program Committee Chair shall recommend a co-chair to the President, who will make the official appointment with approval of the Board; the approved co-chair will be expected to become chair of the annual meeting committee the following year.

4. Appointments. The President shall appoint committee chairs, subject to Board approval. Committee chairs shall appoint committee members, subject to Presidential approval, and must annually report to the President or his/her designee the names of individuals joining or departing the committee.

ARTICLE VIII
AMENDMENTS

Bylaws may be amended or repealed at the initiative of the Full Members or the Board of Directors. Sixty (60) percent of votes cast must support the bylaws changes in order to be adopted. Electronic or mail ballots may be accepted.

ARTICLE IX
CHAPTERS

The purpose of this Amendment is to provide a mechanism and procedures for enrolling and sustaining geographically defined chapters, in order to facilitate regional educational and networking opportunities among members, increase the scope of the Society and to enhance its international impact in keeping with the Mission Statement and Goals. Creation of individual chapters is not related to elected member representation on the Board of Directors.

A *Chapter* consists of SRNT members that, by virtue of geography (cities, states or countries), have chosen to work collectively on common research or educational objectives concerning nicotine, tobacco control, or related public health issues and in which said members have devised an organizational structure presided over by elected officers to accomplish that end. Specific regions may change affiliation from one chapter to another, or may form a new chapter, if a majority of the regional membership so desires.

To be recognized as a chapter by the Society, members from the proposed body must petition the Board of Directors and meet any other such requirements as the Board may specify.

Endorsement by a majority of the Board of Directors is required to confer Chapter status. Chapter status can be revoked in the case of serious infraction, such as ignoring violations of scientific ethics by individual members of the group, condoning activities that compromise the Society's credibility, major fiscal irregularities, or repeated violations of the Bylaws of the Society; revocation also requires a majority vote of the Board.

Following approval by the Board of Directors, chapters must abide by all rules of SRNT. A chapter may formally represent itself as an SRNT affiliate and is authorized to use the SRNT logo on official documents and communications. While chapters may solicit funds in their own name from regional corporations and governmental agencies to support specified goals and activities, there must be consultation with the Society's primary fundraising designee for overall coordination of fund raising. Publicity efforts should similarly be coordinated with the Public Relations representative of the Society. Further, large-scale regional meetings and conferences should be scheduled for a time of year that does not conflict with the annual meeting of the Society.

Finally, it shall be understood by chapters and all parties with whom such affiliates enter into contractual or professional relationships that the Society does not assume responsibility for the business activities of chapters nor shall the Society be held liable for contractual defaults or financial deficits of chapters.

ARTICLE X ***Special Funds***

The Board of Directors may create special funds to support programs, projects or activities including but not limited to global development; scholarships (travel and educational); research; and country/region-specific projects. Committees will be appointed by the Board to develop fund-specific guidelines and to oversee individual funds. Special funds will receive allocations from the General Fund as recommended by the Finance Committee and respective special fund committees, and approved by the Board. Should the need arise, monies from special funds can be used to defray operating expenses for the Society (i.e., used as general funds) at the initiative of the Secretary-Treasurer and subject to approval by a majority of the Board of Directors. Applications for monies or grants from special funds may be conveyed to the Board-designated committee; awards will be based on approval by a majority of the Board of Directors, following careful prioritization of needs and assessment of funds available. Likewise, the Board-designated committee can request funds from the Board to support a particular program, project or activity that will have an impact on SRNT members.

ARTICLE XI ***Disclosure of Conflicts of Interest and Sources of Past Financial Support***

1. *Running for Office.* Prior to being placed on the official ballot, members running for elected office must provide full, written disclosure of all potential conflicts of interest and full disclosure must be made of activities and funding sources from the previous 5 years, as well as current funding sources or future funding sources that have been arranged but have not yet taken effect, that could influence, or have the appearance of influencing, one's nicotine- and tobacco-related positions and activities or give the appearance of bias in the execution of duties or functions on behalf of the Society. Disclosure statements must be available to SRNT members during the period of the election.

2. *Committees.* Prior to final approval by the Board of Directors, individuals being considered for chairmanship of SRNT committees must provide full, written disclosure of all potential conflicts of interest and of funding sources from the previous 5 years, as well as current funding sources or future funding sources that have been arranged but have not yet taken effect, that could influence, or have the appearance of influencing, one's nicotine- and tobacco-related positions and activities or give the appearance of bias in the execution of duties or functions on behalf of the Society. Disclosure statements must be available to Board members prior to the confirmation vote. Committee members shall likewise disclose to their respective committee chairs all potential conflicts of interest and funding sources from the previous 5 years, as well as current funding sources or future

funding sources that have been arranged but have not yet taken effect, that could influence, or have the appearance of influencing, one's nicotine- and tobacco-related positions and activities or give the appearance of bias in the execution of duties or functions on behalf of the Society; such activities or funding sources deemed to be conflicts by the committee chair will be shared with the Board President, who will make the final determination as to whether or not the individual may serve.

3. *Availability of Disclosure Statements.* Disclosure statements of elected officials, committee chairs or Society members who otherwise represent SRNT in a formal or official capacity to individuals and/or groups outside the Society must be available to SRNT members and must be updated annually.

4. *Presenters at SRNT-Sponsored Programs.* Full, written disclosure of potential conflicts of interest and funding sources pertaining to the work being presented will be required of all individuals (non-members as well as members) presenting at SRNT-sponsored events. Presenters' disclosure statements will be available to SRNT members in attendance at respective events.

5. *Addressing Breaches.* Members who are found to be in breach of the above disclosure requirements or who fail to disclose will be subject to review and action by the Board of Directors. Such action will depend on the nature of the breach and may range from a request to fully and publicly disclose the activity(s) in question, to removal from elected office, appointed position or SRNT-sponsored program. The Board has the authority to revoke an individual's membership in the Society if the breach of disclosure or the conflict of interest is sufficient to endanger the Society or its financial well-being.

If, during the term of his/her office or service to SRNT, an elected or appointed official other than the President undertakes an activity that can be construed as a conflict of interest, that individual shall immediately alert the President. The Board will review the case and determine what, if any, action is required. If, during his/her term in office, the President undertakes an activity that can be construed as a conflict of interest, he/she shall immediately alert the Immediate Past President. The Board will review the case and determine what, if any, action is required. In both instances, such action will depend on the nature of the activity(s) in question and may range from a request to fully and publicly disclose the activity(s) to the membership, to removal from office. In sufficiently ambiguous cases involving an elected official, the Board may bring the issue to a vote of the full membership.