

BYLAWS
of the
NATIONAL INFORMATION STANDARDS ORGANIZATION (Z39)
(NISO)

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National Information Standards Organization
One North Charles Street
Suite 1905
Baltimore, MD 21201

T. 301-654-2512
TF: 866-957-1593
F. 410-685-5278
www.niso.org

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ARTICLE I NAME

The name of this corporation is the National Information Standards Organization (Z39), hereinafter referred to as "NISO" or the "Corporation."

ARTICLE II PURPOSE

The purpose of the Corporation is to identify, develop, disseminate, and maintain voluntary, consensus-based technical standards for managing information in a changing environment. These standards are directed toward those who publish information and/or provide tools to access, use, or preserve information.

ARTICLE III SCOPE

The scope of the Corporation encompasses all aspects of technical standards and guidelines used to manage information. The tasks of the Corporation are to:

- Identify new areas for standardization.
- Prepare new standards and guidelines.
- Publish and disseminate standards and guidelines.
- Encourage use of standards.
- Review, modify, reaffirm, or terminate existing standards or guidelines.
- Review and participate in developing relevant international standards.
- Manage a certification process for selected NISO standards.
- Review standards within its scope that are developed by accredited and non-accredited organizations for approval as American National Standards.
- To exercise all the powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act in order to accomplish the Corporation's scientific and educational purposes. These powers include, but are not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

The corporation shall possess all power and authority permitted by law, except:

- (a) No part of the net earnings of the Corporation shall be to the benefit of, or be distributable to, its Members, Trustees, Officers or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- (b) No substantial part of the activities of the Corporation shall be concerned with propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- (c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation (i) that is exempt from federal income tax under Section 501(c)(3) of the Code or (ii) that fits the description in Section 170(c)(2) of the Code, contributions to which are deductible under Section 170(a), 2055(a)(2) and/or 2522(a)(2) of the Code.
- (d) The corporation shall not discriminate against any person on the grounds of race, color, creed, gender, age, handicap or national origin; and
- (e) The Corporation shall not declare or pay dividends.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Registered Office. The Corporation shall continuously maintain a registered office in the District of Columbia at a place designated by the Board of Directors. The principal office of the Corporation, and such other offices as it may establish, shall be located at such place(s), either within or outside the District of Columbia, as may be designated by the Board of Directors.

Section 2. Registered Agent. The Corporation shall continuously maintain within the District of Columbia a registered agent, which shall be designated by the Board of Directors.

Section 3. Changes. Any changes in the registered office or the registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided by these Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of the Corporation shall be the Chair, Vice-chair, Immediate Past Chair, Treasurer, and Secretary.

Section 2. Duties

A. Chair. The Chair is the chief officer of the Corporation and, under the jurisdiction and supervision of the Board of Directors, directs the Corporation. The Chair is a Voting Member of the Board of Directors and serves as its chair. The Chair may also serve as an ex officio member without right to vote on all Board committees. The Chair, with the approval of the Board of Directors, may discharge one or more members of any Committee.

B. Immediate Past Chair. The Immediate Past Chair is an ex officio member, with vote, of the Board of Directors.

C. Vice-chair. The Vice-chair is an ex officio member, with vote, of the Board of Directors and shall, in the absence of the Chair, preside over meetings and temporarily assume the responsibilities of the Chair. In the absence of the Managing Director, the Vice-chair shall serve as Secretary.

D. Treasurer. The Treasurer is an ex officio member, with vote, of the Board of Directors and serves as Chair of the Finance Committee. The Treasurer shall assist in the development of the annual budget and the financial plan and shall assist in raising funds for the Corporation's operation.

E. Secretary. The Secretary shall maintain the Records and minutes of the Corporation.

Section 3. Succession/Election.

A. The Chair shall automatically succeed the Immediate Past Chair at the end of the Chair's term.

B. The Vice-chair shall automatically succeed the Chair at the end of his/her term. The Vice-chair shall be elected by the Voting Members of the Corporation.

C. The Treasurer shall be appointed by the Chair with the approval of the Board of Directors and shall be an ex officio member, with vote, of the Board of Directors.

D. The Managing Director shall serve as Secretary and shall be an ex officio member, without vote, of the Board of Directors.

Section 4. Nomination. In accordance with the procedures specified in Article VIII, the Nominating Committee shall prepare and submit to the Voting Members of the Corporation at least one nomination for each elective office.

Section 5. Terms of Office.

A. Chair. The Chair serves a one-year term of office and then succeeds to a one-year term as Immediate Past Chair.

B. Vice-chair. The Vice-chair serves a one-year term of office and then succeeds to a one-year term as Chair.

C. Treasurer. The Treasurer is appointed to serve a two-year term and may be reappointed for no more than two additional successive terms.

Section 6. Reelection. No elected officer may be reelected to the same office for a successive term.

Section 7. Vacancy.

A. If the office of Chair becomes vacant, the Vice-chair shall succeed to that office, completing the year involved and then serving a full term.

B. If the office of Vice-chair becomes vacant, the Board of Directors shall designate one of its members to act in that capacity in the interim until the next election. At the next election both a Chair and Vice-chair will be nominated and elected.

C. If the office of Chair becomes vacant when there is no elected Vice-chair, the Board of Directors shall designate one of its members to serve in that capacity until both a Chair and a Vice-chair can be nominated and elected.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers and Duties. The governing body of this Corporation shall be the Board of Directors. The affairs and property of the Corporation shall be managed, controlled, and directed by the Board of Directors, which shall also be empowered to establish categories of participation other than Voting Membership and to set the requisite fees for all categories. The Board of Directors shall have and may exercise any and all powers provided in the Articles of Incorporation of the District of Columbia Nonprofit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation.

Section 2. Composition. The Board of Directors shall consist of the Chair, Vice-chair, Immediate Past Chair, Secretary, Treasurer, and nine additional Directors who shall be elected as provided herein and who shall serve in addition to the officers prescribed. The Board of Directors may include not more than three (3) non-member participants; the remainder of the Board of Directors shall consist of individuals from NISO Voting Member organizations.

In addition to the officers and elected members of the Board, the Chair of the senior strategic standards leadership committee, as created by the Board pursuant to Article VI, Section 10, B1, is an ex officio non-voting member of the Board of Directors. If the Chair of the senior strategic standards leadership committee is also an officer of the Corporation or an elected member of the Board at the time of their appointment, then the ex officio representation of the senior strategic standards leadership committee on the Board will have been achieved and no further action will be required by the Board.

Section 3. Term. The nine Directors shall serve three-year, staggered terms. Each year, three new Directors shall be elected. The term of a Director shall be three (3) years commencing on July 1 of the year of election. A Director is eligible for reelection for one additional three-year term.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Chair.

Section 5. Removal. A member of the Board of Directors may be removed for cause by a two-thirds vote of the Board of Directors.

Section 6. Vacancy. Any vacancy among Directors shall be filled by selection of a qualified individual by majority vote of the remaining members of the Board of Directors whether or not a

quorum is present. The elected Director shall serve for the duration of the unexpired term of the vacant position.

Section 7. Notices. The Directors shall register their contact information with the Secretary of the Corporation, so that notices of meetings and other announcements sent to that address shall be considered valid notes thereof.

Section 8. Compensation. The members of the Board who are not ex-officio members shall receive no compensation, and the members of the Board who are ex-officio shall receive no compensation other than salaries and benefits received as employees of the Corporation for serving as Directors of the Corporation.

Section 9. Meetings.

A. Regular Meetings. Regular meetings of the Board of Directors shall be held two (2) times each year.

B. Special Meetings. Special meetings shall be called at the discretion of the Chair, or at the request of at least one-third of the Board members.

C. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chair, or, in his or her absence, by the Vice Chair, or, in the absence of these persons, by a Chairperson chosen by a majority of the voting Board members in attendance.

D. Time and Place of Meetings. The time and place of all meetings of the Board of Directors shall be designated by the Chair.

E. Notice of Meetings. At least thirty (30) days written notice shall be given to each Board member of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon five (5) days notice. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, and should also specify the purpose of the meeting or the business to be conducted. Written notice must be delivered directly to each Director via personal delivery, postal mail, or e-mail, or other electronic means.

F. Quorum. A majority of the voting members of the Board of Directors, as fixed pursuant to these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors except that if a quorum is not present at a meeting, a majority of the voting Board members present may adjourn the meeting to another time without further notice.

G. Majority Vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present and voting at a meeting at which a quorum exists.

H. Phone Meetings. Any meeting of the Board of Directors may be conducted by conference telephone or any other appropriate technology provided that all members can hear the

proceedings simultaneously. Such telephonic meetings are subject to the same notice, quorum, and majority vote requirements.

I. Actions in Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed on is sent in writing or by e-mail, or other electronic means, to all the members of the Board of Directors and at least two-thirds of the members of the Board of Directors consent to the action. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

J. Attendance. Directors are expected to attend meetings of the Board of Directors. If a Director cannot attend a meeting in person, a telephonic participation may be arranged so the Director may participate in the meeting and will be deemed to be in attendance. Any Director who is absent from three consecutive regular meetings of the Board of Directors shall give cause for removal under Section 5 of Article VI of these Bylaws.

Section 10. Standing and Special Committees.

A. Board Committees. Board standing committees shall consist of an Executive, Finance, Governance, and Audit. Board committees shall be composed of members of the Board of Directors as are designated by the Chair. The Chair and the Managing Director are ex officio members, without vote, of all Board Committees, unless otherwise noted in these Bylaws.

A1. Executive Committee. The Executive Committee shall consist of five (5) individuals: the Chair, Vice-chair, Immediate Past Chair, Managing Director, and the Treasurer. The Executive Committee shall be advisory to the Chair and, when there is a clear need for timely action, shall act for the Board of Directors between meetings of the Board, subject to Board review at the Board's next meeting.

A2. Finance Committee. The Finance Committee shall consist of the Treasurer, Vice-chair, and at least one other Board member appointed by the Chair. The Treasurer shall serve as the Chair of this committee. The Committee shall assist in the preparation of the annual budget and shall make recommendations on financial matters to the Board of Directors. The Committee may perform such other duties in connection with the finances of the organization as the Board may determine.

A3. Audit Committee. The Board of Directors shall appoint an Audit Committee comprised of three (3) Directors who are not officers of the Corporation or members of the Executive Committee, whose duty it shall be to establish and periodically oversee the Corporation's processes for producing financial reports and for maintaining the adequacy of its internal financial controls and the independence of the external auditor. The Audit Committee shall recommend a firm of independent public accountants to conduct the annual audit of the books of the Corporation, and shall assist the accountants as required. The Audit Committee shall report to the Board of Directors at regular meetings, or at special meetings called for that purpose, as requested by the Board of Directors but not less often than once per year. The Audit Committee has the authority to engage independent legal, accounting and other advisors as it determines necessary to carry out its duties, and to approve each such advisor's fees and other retention terms.

A4. Governance Committee. The Governance Committee will consist of six (6) individuals: the Chair, Vice Chair, one additional Director, the Managing Director, and two at-large Voting Members appointed by the Board Chair with the approval of the Board of Directors. The Committee shall review any proposed changes to these Bylaws, pursuant to procedures outlined in Article XV.

B. Other Committees. Upon approval of the Board of Directors, the Chair may establish ad hoc committees.

B1. Standards Committees. To carry out standards development, the Chair shall establish at least one strategic standards leadership committee, and as many more as may be appropriate and necessary. The Board Chair will appoint a Chair or Co-Chairs of such Committees with the approval of the Board of Directors. The Chair, with the advice and consent of the Board of Directors, may dissolve a Standards Committee.

B2. Nominating Committee. The Chair shall appoint a Nominating Committee that shall consist of three (3) Voting Member Representatives (or Alternate Representatives) or Directors. The Nominating Committee shall invite suggestions from the membership for those offices and directorships that are vacant or about to expire, allowing at least thirty (30) days for suggestions to be submitted. The Nominating Committee shall then prepare a slate in accordance with Article VIII.

C. Task Forces. The Managing Director, subject to the advice and direction of the Board of Directors, may establish task forces, advisory panels, and other similar groups to work in areas of special interest to the Corporation.

ARTICLE VII MANAGING DIRECTOR

Section 1. Managing Director. The Board of Directors shall hire a salaried staff person who shall have the title of Managing Director, or such title as may be deemed appropriate and approved by the Board of Directors. The terms and conditions of the Managing Director's service shall be specified in writing by the Board of Directors.

Section 2. Authority and Responsibility. The Managing Director shall be the chief executive officer of the Corporation and shall be responsible for all management functions. The Managing Director shall manage and direct all activities of the Corporation, as prescribed by the Board of Directors, and shall be responsible to and serve at the pleasure of the Board of Directors.

ARTICLE VIII NOMINATIONS AND ELECTIONS FOR OFFICERS AND DIRECTORS

Section 1. Nominations. The Nominating Committee shall secure proposals for nominations for elected Officers and Directors by preparing and sending to the last known address of the Representative of each Voting Member a request for nominations. The request shall clearly indicate, describe, and present requirements for the positions for which nominations are being requested. The request shall also contain all information necessary for Voting Members to propose nominations. Nominations may also be proposed by Directors and Officers of the Corporation.

Section 2. Qualifications for Officers. No person may be nominated for or serve as an Officer of the Corporation unless he/she has served as a Director, as a Voting Member Representative (or Alternate Representative), or on a NISO strategic standards leadership committee and has consented to serve as an Officer of the Corporation. Only individuals affiliated with Voting Member organizations may serve as Officers.

Section 3. Qualifications for Directors. Persons affiliated with Voting Members of NISO, or who have demonstrated involvement or interest in the purpose of NISO are eligible for nomination as Director. They must have consented to serve if elected.

Section 4. Election Schedule. The Managing Director shall send a ballot to the registered address of the Representative of each Voting Member at least seven (7) weeks prior to July 1. In preparing this ballot, the Managing Director shall include on it without distinction the names of all eligible nominees designated by the Nominating Committee.

Section 5. Election to Office. For each elected office, the nominee receiving the largest number of votes shall be elected. When more than one position is being filled, as will generally be the case in electing Directors, the individuals receiving the highest number of votes (in descending order) shall be elected until all such positions are filled. The Secretary shall tabulate the votes and determine the results. The Managing Director shall promptly notify the nominees of the election results. The election results shall be announced at the Annual Business Meeting and sent to the Representative of each Voting Member.

Section 6. Tie Vote. In the case of a tie vote, the NISO Board of Directors shall break the tie by majority vote at a meeting at which a quorum is present or by unanimous written consent.

ARTICLE IX MEMBERSHIP

Section 1. Voting Members. Any organization supporting the goals of the Corporation is eligible to join the Corporation as a Voting Member. Voting Membership is granted upon submission of a completed application, and payment of membership dues. Voting Membership is renewed upon payment of annual membership dues.

Section 2. Voting Representative.

A. Each Voting Member of the Corporation shall have the right and responsibility to designate a Voting Representative and at least one Alternate Voting Representative to the Corporation. The duties of the Representative are to represent the Voting Member by electing Directors of the Corporation, commenting and voting on standards, attending Corporation business meetings, and voting on member-initiated amendments to the Corporation's Bylaws and Articles of Incorporation or any other matter, which may be put to a vote of the Voting Members. The duties of the Alternate Representative are to act for the Representative when needed. Voting members are entitled to receive one copy of all publications and published standards of the Corporation.

B. Voting on matters pertaining to the U.S. Technical Advisory Group (TAG) of ISO TC 46 is restricted to voting representatives whose organizations are domiciled in the United States.

Section 3. Other Participation Categories. As provided in Article VI, Section 1, the Board of Directors may establish such other categories of participation as will advance the purposes of the Corporation or honor those who contribute extraordinarily to these purposes. Participation categories created by the Board shall be defined in the NISO Operating Procedures.

Section 4. Applications for Voting Membership or Other Participation. All applicants for Voting Membership or other categories of participation shall complete and sign the appropriate NISO application and shall submit the application to the Corporation's Headquarters.

Section 5. Dues. As provided in Article VI, Section 1, dues for all categories of participation shall be established by the Board of Directors.

Section 6. Resignation. Any Voting Member or participant in another category of affiliation may resign by submitting a written resignation to the Corporation Office. Such resignation does not exempt the Voting Member or participant from accrued dues. No refunds are made on dues already paid.

Section 7. Removal. Any Voting Member may be removed from membership in the Corporation for nonpayment of dues or, upon majority vote of the Voting Members, for not supporting the purposes of the Corporation. Any participant in another category of affiliation, which requires the payment of dues, will be dropped from such category for nonpayment of dues.

ARTICLE X MEMBERSHIP MEETINGS

The Chair, with the advice of the Board of Directors, shall hold Business Meetings and such other convocations of the Voting Members as the Chair or Board of Directors deem necessary.

Section 1. Business Meetings. The Voting Members, when assembled for the purpose of transacting business of the Corporation, shall constitute a Business Meeting of the Corporation. At least one such Business Meeting, which shall constitute the Annual Meeting, shall be held each fiscal year and shall be held at such place and on such date(s) as may be determined by the Board of Directors.

Section 2. Notice of Meetings. Written notice of the time, date, place, and purpose of any Business Meeting shall be sent to the Representative and Alternate Representative of each Voting Member at least thirty (30) days prior to such a meeting.

Section 3. Quorum. At any Business Meeting, the presence in person of more than one-third of the designated Representatives or Alternate Representatives shall constitute a quorum. If a quorum of Voting Members is not present, actions requiring a vote of the Voting Membership shall be deferred to a written ballot.

Section 4. Majority Vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Voting Members shall be decided by a majority vote of the Voting Members present and voting at a meeting at which a quorum exists.

Section 5. Special Meetings. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the Managing Director of the corporation. In addition, special meetings of the members for any lawful purpose may be called by ten percent (10%) or more of the voting members.

ARTICLE XI FINANCES

Section 1. Budget. The Board of Directors shall review and approve an annual budget recommended by the Finance Committee.

Section 2. Audit. The Board of Directors annually shall review the financial condition of the Corporation and shall require an annual audit or review by a certified public accountant. The Audit Committee shall approve the appointment of the auditor.

Section 3. Bonding. The Board of Directors may arrange for the bonding of appropriate officers and staff of the Corporation. The amount of such bonds shall be determined by the Board and the cost paid by the Corporation.

Section 4. Signatory Authority. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other persons as the Board of Directors may designate.

ARTICLE XII INDEMNIFICATION

Section 1. Scope of Coverage. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and such person who may have served at its request as a Director, Officer, or Trustee of another corporation or trust, whether for profit or not for profit, against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him/her in connection with or arising out of any threatened, pending, or completed claim, action, suit, proceeding, issue, or matter of whatever nature, whether civil, criminal, legislative, administrative, or investigative, in which he/she may be involved as a party or otherwise by reason of his/her being or having been such Director, Officer, or Trustee.

Section 2. Settlements. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 3. Negligence. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director or Officer exists as to the Corporation, its Directors, Officers, agents, or employees or as to third parties, including creditors.

Section 4. Criminal Action. This indemnification also extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such Director or Officer or that he/she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation, or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director or Officer was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of legality.

Section 5. Exceptions. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director or Officer has been judged to be liable for gross negligence or misconduct in the performance of his/her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. Other Rights. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights that such Director or Officer may have under any agreement, vote of the Board of Directors, or otherwise.

Section 7. Modification/Severance/Waiver. Every provision of this Article XII is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XII.

ARTICLE XIII PROCEDURAL RULES

The rules of procedure for all meetings of Corporate bodies and committees shall be determined by *Robert's Rules of Order* (latest revised edition), insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation or with any provision of law, unless otherwise determined by each body or committee.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Section 1. Seal. The seal of the Corporation shall be circular and shall be inscribed with the words “National Information Standards Organization (Z39),” “District of Columbia,” and “Corporate Seal.”

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

ARTICLE XV AMENDMENTS

Section 1. Procedures. These Bylaws, as well as NISO's Operating Procedures, may be adopted, altered, amended, or repealed, or new Bylaws may be adopted, by a two-thirds (2/3) majority of the Voting Members, or by a three-quarters (3/4) majority of the then serving members of the Board of Directors. A proposal to amend may be made either by petition of a minimum of twenty (20) percent of the Voting Members of the Corporation filed in writing with the Chair, or by any member of the Board of Directors. All proposals will be referred to the Governance Committee of the Board of Directors for investigation and the Governance Committee will recommend appropriate action by the Voting Members, if the proposal was received from the Voting Members, or by the Board of Directors, if the proposal was made by a Director. Proposals received from the Voting Members shall be voted upon at the next Annual Meeting of the Voting Members, or at such regular or special meeting of the Board of Directors as the Chair shall deem to be most appropriate. If approved by the Voting Members or the Board of Directors, the amendment shall be effective as of the date of approval, or at such later date as provided in the amendment itself.

Section 2. Majority Vote. The Articles of Incorporation may be altered or amended or new Articles adopted by a two-thirds majority of the Voting Members of the Corporation.