Bylaws

Council of Engineering and Scientific Specialty Boards

ARTICLE I — NAME

The name of the Corporation is the Council of Engineering and Scientific Specialty Boards, hereinafter referred to as the Corporation or CESB.

ARTICLE II — PURPOSES

The goals and purposes of the CESB shall be the improvement of engineering practice for the public benefit through:

(a) the establishment of professional criteria and monitoring of qualifications used to recognize special capabilities in engineering and related fields of practice through specialty certification;

(b) the encouragement of continuing professional development as a condition for continued specialty certification;

(c) the encouragement of ethical practice as a condition for continued specialty certification.

In pursuit of these, the CESB shall, as the coordinating body,

1. Serve as a forum for specialty boards in the engineering and scientific community, giving appropriate recognition to all specialties at all levels of qualifications.

2. Receive and act upon applications of existing or proposed new specialty boards for recognition and for membership.

3. Establish criteria for, receive, and act upon applications for recognition of new types of certification, modification of existing types, and related matters.

4. Coordinate activities of the member specialty boards with the aim of avoiding duplication of effort.

5. Attempt to resolve problems or conflicts encountered among Member boards.

6. Represent the member boards in communications and, when appropriate, in negotiations with other groups or agencies or individuals, public or private, with respect to matters of common interest to the members.

7. Establish and maintain minimum criteria for organization and operation of specialty boards and assist the membership in meeting and maintaining these criteria.

ARTICLE III — MEMBERS

Section 3.1 Categories of Membership

There shall be four (4) categories of membership: Member Boards, Associate Members, Public Members, and Affiliate Members.

Section 3.2 Member Boards

(a) Member Boards shall consist of specialty certification boards in engineering and related fields recognized by this Corporation, including Professional Engineer Specialty Certification Boards, Graduate Engineer Specialty Certification Boards, Engineering Related Specialty Certification Boards, and Technical Specialty Certification Boards.

(b) Any specialty certification board may submit to the Executive Director an application for membership, but in such form as is provided by this Corporation. The application once considered complete will be put forth to the Executive Committee who will make a recommendation to the membership. An organization may be elected as Member Board at any membership meeting at which a quorum is present by an affirmative three-fourths (3/4) majority of the votes cast. Alternatively, the specialty board may be approved by an electronic or mail ballot submitted the members eligible to vote, by an affirmative three-fourths (3/4) majority of the members eligible to vote.

Section 3.3 Associate Members

Associate membership shall be limited to such interdisciplinary, profession-wide organizations interested in engineering education or the standards of engineering practice as, in the sole opinion of this Corporation, can assist it significantly in the attainment of its

purposes The application once considered complete will be put forth to the Executive Committee who will make a recommendation to the membership., An organization may be elected as an Associate Member at any meeting of the membership at which a quorum is present by an affirmative three-fourths majority of the votes cast. Alternatively, the specialty board may be approved by an electronic or mail ballot submitted the members eligible to vote, by an affirmative three-fourths (3/4) majority of the members eligible to vote.

Section 3.4 Public Members
Public Members shall be persons appointed by the Executive Committee to bring viewpoints from the public to the deliberations of the Corporation. They shall not exceed two in number and shall be appointed for an initial term of two years; their tenure shall not exceed three terms unless approved by Executive Committee for an extended term. Public Members may serve on committees but may not hold office and are not required to pay dues.

Section 3.5 Affiliate Members
Affiliate membership shall consist of those engineering, scientific and engineering-related organizations which are considering the development of a specialty certification program and/or which have objectives and programs which can effectively support those of CESB. The application once considered complete will be put forth to the Executive Committee who will make a recommendation to the membership. An organization may be elected as an Affiliate Member at any membership meeting \ at which a quorum is present by an affirmative three-fourths (3/4) majority of the votes cast. Alternatively, the Affiliate Member may be approved by an electronic or mail ballot submitted the members eligible to vote, by an affirmative three-fourths (3/4) majority of the members eligible to vote

ARTICLE IV — **MEETINGS AND VOTES**

Section 4.1 Meetings
(a) The first regular assembly of the membership in the calendar year shall be designated the Annual Meeting. It shall be held at such time and place as the members may have determined at a previous meeting of the members, but if the members have made no such determination, then the Annual Meeting shall be held at such time and place as the Executive Committee may determine. At the Annual Meeting, the members shall elect such officers, adopt the annual budget, and transact such other business as shall be required.

(b) A Special Meeting of members shall be called by the President upon petition therefore by a majority of the members eligible to vote. Special Meetings may also be called by the President or the Executive Committee.

Section 4.2 Notice of Meetings
Written or printed notice stating the place, day and hour of the Annual Meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered 1) in the case of an Annual Meeting, not less than sixty (60) days before the date of the meeting and 2) in the case of a Special Meeting, not less than thirty (30) days before the date of the meeting. Such notice shall be delivered by electronic means/mail, to each member

Section 4.3 Quorum and Manner of Acting
At any meeting of the Corporation a quorum shall consist of no less than nine (9) voting members present and eligible to vote at any meetings of the Corporation. In addition, official business of the Corporation can be conducted by electronic or mail ballot between meetings if deemed necessary by the President with approval by the Executive Committee. For electronic or mail ballots, an affirmative vote by three-quarters (3/4) of the members eligible to vote shall be necessary for the adoption of any matter voted upon. Except as these Bylaws may otherwise specifically provide, each meeting of the CESB shall be conducted in accordance with the then-current edition of *Robert's Rules of Order, Newly Revised*.

Section 4.4 Voting Representatives and Alternates
Each category of member shall be entitled to vote in accordance with the following. At the Annual Meeting or a Special Meeting, votes must be cast in person and written proxies are not allowed; however, for electronic or mail ballots used to conduct business outside these meetings, votes may be by electronic means or mail.

(a) Member Board: Each Member Board shall be entitled to one (1) vote. Each Member Board shall designate its Voting Representative and Alternate in writing to the Secretary. Each Member Board is entitled to select its Voting Representative and Alternate as it may choose, except that the Voting Representative and Alternate each must be a current member of the governing

board of the Member Board or hold an active specialty certificate from that Member Board.

(b) Associate Members: Each Associate Member organization shall be entitled to one (1) vote and shall designate its Voting Representative and Alternate in writing to the Secretary.

(c) Public Members: Each Public Member is entitled to one (1) vote, and may not be represented by an alternate.

(d) Affiliate Members: Each Affiliate organization is entitled to have one (1) Representative present for each meeting of the membership and shall designate its Representative and Alternate in writing to the Secretary. Affiliate representatives may participate in meeting discussions, but may not vote.

Section 4.5 Special Voting Procedure
At the direction of the President and approval of the Executive committee, voting by CESB on matters deemed to be of sufficient importance, voting may be by done by an electronic or mail ballot submitted the members eligible to vote, by an affirmative three-fourths (3/4) majority of the members eligible to vote. Alternatively, a meeting can be held via video conference with notification and participation as provided in and by these Bylaws.

ARTICLE V — **OFFICERS**

Section 5.1 Officers
The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and the most recent Past President available to serve. The Executive Director, appointed pursuant to Article VII of these Bylaws, shall be the Secretary and an ex-officio officer.

Section 5.2 Qualifications
To be eligible for election as an officer, a candidate must, at the meeting of members at which elected, be certified as a current or past Voting Representative from a Member Board.

No person may hold more than one (1) office at any one (1) time; nor may more than one (1) representative from any one (1) Member Board serve as an officer at any one time.

Section 5.3 Election and Term of Office
The President, Vice-President, and Past President shall hold office for a term of one (1) year. The Treasurer shall hold office for a term of three (3) years and may be appointed to one additional three-year term. Each of these officers shall be elected at the Annual Meeting of members and shall hold office until the close of the next Annual Meeting of members and until a successor shall be duly elected and qualified, or until death, resignation, removal, or disqualification. The Vice-President shall succeed automatically to the office of President in the event the President is unable to perform his/her duties. No person may hold the offices of President and Vice-President for more than three years, or any combination thereof for more than four (4) consecutive years. The Executive Committee may fill any vacancy in an elected office, created by death, resignation, removal, or disqualification, by designating an acting officer to serve for the remainder of the unexpired term (other than the office of President, which will be filled by the Vice-President).

Section 5.4 Resignation or Removal
Any officer may at any time resign by giving a written notice of such resignation to the Secretary of the Corporation to be effective at the time stated therein. Any officer may be removed from office by an affirmative three-fourths (3/4) majority of the votes cast by the Voting Representatives at any meeting of members at which a quorum is present, whenever in their judgment the best interest of the Corporation will be served thereby.

Written notice of any such pending action for removal shall be given to all Voting Representatives prior to any meeting at which such action shall be considered.

Any vacancies will be filled by the Executive Committee for the unexpired term by a qualified candidate.

Section 5.5 President
The President shall:

(a) Call meetings of members and meetings of the Executive Committee as provided in these Bylaws;

(b) Preside at all meetings of members;

(c) In the event of a tie vote at a meeting of members, cast a deciding vote;

(d) Appoint the Chair and members of each committee, including interim appointments, except as otherwise provided in these Bylaws;

(e) Serve as Chair of the Executive Committee;

(f) Perform such other duties as the Executive Committee may determine; and

(g) Serve as an ex officio non-voting member of any established committee except the Nominating Committee.

Section 5.6 Vice-President
The Vice-President shall:

(a) Perform the duties of the President during the latter's absence, disability, or inability to act;

(b) Serve as a member of the Executive Committee;

(c) Serve on any committees as assigned by the President;

(d) Perform such other duties as the Executive Committee may determine.

Section 5.7 Secretary
The Secretary shall:

(a) Serve as an ex officio member of all committees. The Secretary shall not have the right to vote except as otherwise specified in these Bylaws.

(b) Keep minutes of the meetings of members and of the Executive Committee;

(c) See that all notices are duly given in accordance with the provision of these Bylaws;

(d) Be custodian of the corporate records and of the seal of the Corporation and verify that the seal of the Corporation is affixed when necessary to instruments and documents, the execution of which has been authorized by the Executive Committee;

(e) Keep a record of the post office address, email address and telephone numbers for each member, officer and committee member; and

(f) Perform all duties incident to the office of Secretary, and such other duties as the Executive Committee may determine.

Section 5.8 Treasurer
The Treasurer shall:

(a) Serve as a member of the Executive Committee;

(b) Serve as Chair of the Finance Committee.

(c) Perform such other duties as the membership and/or the Executive Committee may determine;

(d) Have charge and custody of, and be responsible, for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation; deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as may be designated by the Executive Committee; and in general perform all duties incident to the office of Treasurer. The Treasurer may delegate some of these duties to other officers or Executive Office..

ARTICLE VI — **COMMITTEES**

Section 6.1 Executive Committee
During the interval between the meetings of the membership, the property, business and affairs of the Corporation shall be managed by the Executive Committee. At each meeting of the membership, the Executive Committee shall make a report of its activities since the last meeting of the membership. The Executive Committee shall provide comments and recommendations concerning all proposals to be presented to each Voting Representative for action. The Executive Committee may appoint other ad-hoc committees that they feel will best serve the interest of CESB.

Sec. 6.1.a. Membership of the Executive Committee
The Executive Committee shall consist of the current President, Vice-President, and Treasurer, the most recent Past President available to serve, and three (3) at-large members appointed by the Executive Committee.. The Secretary of the Corporation shall serve as ex officio member but without the right to vote. The President shall act as Chair of the Executive Committee and

the Secretary shall act as Secretary of the Executive Committee.

The At-Large Members of the Executive Committee shall serve terms of two (2) years, with staggered appointment of one (1) and two (2) members. Subject to Section 5.3, at large members shall serve their stated terms and until their successors are appointed. No person may serve as an At-Large Member of the Executive Committee for more than six (6) consecutive years.

Sec. 6.1.b. Qualifications of At-Large Members
To be eligible for appointment as an At-Large Member of Executive Committee, a candidate must, be certified as a current or past Voting Representative from a Member Board.

Sec. 6.1.c. Notice of Meetings
Written or printed notice stating the place, day and hour of any meeting shall be given at least twenty (20) days before the date of such meeting, either personally or by email, mail, facsimile or telegram, addressed to each member of the Executive Committee at the address which appears on the records of the Corporation. Neither the business to be transacted nor the purpose of any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, except as may otherwise specifically be provided by the Articles of Incorporation, by these Bylaws, or by law.

Sec. 6.1.d. Quorum and Manner of Acting
A majority of the members of the Executive Committee then in office shall constitute a quorum. The act or vote of a majority of members present at a meeting at which a quorum is present shall be the act or vote of the Executive Committee unless the act or vote of a greater number is required by the Articles of Incorporation, by these Bylaws or by law.

Section 6.2 Finance Committee
The Finance Committee shall consist of the Treasurer who shall be Chair of the Committee, the Vice-President, and one (1) other member from the Executive Committee appointed by the Executive Committee representing a Member Board. This Committee shall:

(a) prepare an annual budget for the CESB,

(b) recommend to CESB the amount of fees to be paid in each category by applicants for membership and renewal of membership in CESB,

(c) have general supervision over the financial affairs of the CESB, and

(d) annually make recommendations to CESB on the financial status and activities of the CESB, including the adoption or revision of any investment policies.

Section 6.3 Nominating Committee
The Nominating Committee shall consist of the most recent Past President available, serving as Chair, and any other members as approved by the Executive Committee. The Nominating Committee shall recommend a slate of officers and members-at-large for the Executive Committee. The names of the candidates selected by the Nominating Committee shall be submitted to the Executive Director not less than thirty (30) days before the Annual Meeting and transmitted to the membership in the Meeting Notice. Additional nominations may be made from the floor at the Annual Meeting.

Section 6.4 Accreditation Committee
The Accreditation Committee shall be appointed by the President and shall consist of the Chair and five (5)members, 4 representatives of Member Boards and one (1) Public Member. The Committee shall: Review and evaluate specialty certification programs submitted for accreditation and reaccreditation and make recommendations to the President and the Executive Committee regarding each program's compliance with CESB certification requirements.

ARTICLE VII — **EXECUTIVE DIRECTOR**

Section 7.1 Appointment
The Executive Committee, by the affirmative vote of a majority of its members then in office, shall have the right to appoint an Executive Director, to fix and alter the amount of compensation, to prescribe tenure in office, and to bind the Corporation to a contractual agreement regarding services.

Section 7.2 Duties and Authority
The Executive Director shall be the chief staff officer of the Corporation and shall have and exercise, subject to the direction of the Executive Committee, general charge, supervision, and control over the business affairs of the Corporation. The Executive Director:

(a) Shall have general supervision and direction over all employees or contracted staff of the Corporation and shall see that their duties are properly performed. The Executive Director shall have full authority to employ and discharge employees.

(b) May sign, on behalf of the Corporation, any documents or instruments which the Executive Committee has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed.

(c) Shall act as Secretary of the Corporation, Secretary of the Executive Committee, Secretary of the Finance Committee, and Secretary of the Nominating Committee, all ex officio and without the right to vote.

ARTICLE VIII — **DEFINITIONS**

Section 8.1 Terms Relating to Specialties
(a) A Specialty is a defined area of practice which connotes special knowledge and ability resulting from specialized education and training in the special field.

(b) A Subspecialty is an identifiable area of a recognized specialty to which an individual practitioner may devote a significant proportion of time.

Section 8.2 Terms Relating to Certification
(a) Certification is the recognition of special capability conferred on individuals who meet the education, experience, competency and other requirements for certification in a specified area of practice.

(b) Recertification is the recognition of the continuing qualification of an individual.

(c) A Certified Specialist is a person who has fulfilled the requirements and received a certificate of qualification from a specialty board recognized by the CESB.

(d) The title of "Diplomate", with or without modifiers, is reserved to those engineering specialists holding a currently valid professional engineers license and the certification of a Professional Engineer Specialty Certification Board (see Section 8.3(a) below).

Section 8.3 Categories of
Specialty Certification Boards
A Specialty Certification Board is an independently organized body which determines its own requirements and policies for certification, governs itself in accordance with the procedures stipulated in its own bylaws, accepts its candidates for certification from persons who fulfill its stated requirements, administers examinations or otherwise determines qualifications and issues certificates to those who voluntarily apply and meet its requirements. It may issue certificates in one or more of the following categories:

(a) A Professional Engineer Specialty Certification Board is a board which certifies engineers whose minimum qualifications include a license or registration as a Professional Engineer issued by that lawfully constituted licensing board of any state or jurisdiction of the United States or an equivalent license from another country as determined by a State Board, and at least six (6) years of acceptable experience in engineering following the baccalaureate degree, or at least two (2) years of acceptable experience in engineering following licensure.

(b) A Graduate Engineer Specialty Certification Board is a board which certifies engineers whose minimum qualifications include a degree in Engineering from a program accredited by the Engineering Accreditation Commission of the Accreditation Board for Engineering and Technology (ABET), and at least four (4) years acceptable experience in engineering following the degree.

(c) An Engineering Related Specialty Certification Board is a board which certifies individuals who have as a minimum a baccalaureate degree in an engineering or science related field, such as physics, chemistry, biology, mathematics or engineering technology, and at least four (4) years acceptable experience in an engineering related specialty. At the discretion of the Certifying Body, a supplementary examination or four years of related education and/or experience beyond

the four-year minimum requirement may be accepted in lieu of an accredited degree.

(d) An Engineering Technician Specialty Certification Board is a board which certifies engineering technicians who have demonstrated a level of knowledge equivalent to that associated with an accredited engineering technology associate degree and have at least the equivalent of two (2) years of relevant work experience.

ARTICLE IX — **MISCELLANEOUS**

Section 9.1 Dues
Each Member Board, Associate, Affiliate and other organization that has its program(s) accredited by CESB shall pay annual dues to the Corporation in amounts to be determined by the membership periodically. All dues shall be due and payable at such time or times as the Executive Committee may determine and, in the absence of such determination, no later than December 31 of each year. If a member or organization with an accredited program is delinquent in the payment of dues, a grievance may be brought against such member or organization, and the Executive Committee shall determine the appropriate action (if any) to be taken. The Executive Committee will review any special circumstance requests and determine the course of action that is not currently addressed regarding Dues.

Section 9.2 Waiver of Notice and Informal Action
Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to giving such notice. As stated in Section 4.5 of these Bylaws, on matters deemed to be of sufficient importance may be acted upon as prescribed.

Section 9.3 Non-Profit Corporation; Dissolution
The Corporation is organized under the General Not-For-Profit Corporation Act of Virginia and is organized for charitable, scientific and educational purposes and no part of its net earnings shall inure to the benefit of any private member, director, officer or other individual or organization. No substantial part of its activities shall be that of carrying on propaganda or otherwise attempting to influence legislation. In event of a dissolution of this Corporation, the net distributable assets, after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provisions have been made therefore, and after assets held upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution have been returned, transferred or conveyed in accordance with such requirements, shall be distributed to one or more corporations, societies or organizations which are organized and operated not for profit and which, in the judgment of a majority of the members of the Executive Committee then in office, are deemed to be engaged in activities advancing the causes of the engineering profession and the health, safety and welfare of the public.

Section 9.4 Corporate Seal
The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation and the words “Corporate Seal,” and “established 1990.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 9.5 Location
The Location of the principal office of the Corporation shall be determined by the Member Boards.

Section 9.6 Fiscal Year
The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December of each year.

Section 9.7 Contracts,
Checks and Depositories
The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. All checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined and authorized by the Executive Committee. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Committee may select.

Section 9.8 Indemnification of Executive Committee Members, Officers and Representatives

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of current or past service as Executive Director or as a member of the Executive Committee or current or past service at the request of the Corporation as a representative to another organization, (such persons being hereinafter referred to in this Section 9.9 as "persons who may be indemnified"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and necessarily incurred by him/her in connection with such action, suit or proceeding, except in relation to matters as to which he/she shall be adjudged in such section, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

(b) A person who may be indemnified and does not meet the criteria set forth in Paragraph (a) of this Section 9.9, but has nonetheless been successful on the merits or otherwise in defense of any particular claim, issue or matter which is a part of any actual action, suit or proceeding referred to in Paragraph (a) of this Section 9.9 shall be indemnified against expenses (including attorneys' fees) actually and necessarily incurred in connection with the defense of such claim, issue r matter.

(c) Any indemnification under Paragraphs (a) or (b) of this Section 9.9 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of a person who may be indemnified is proper in the circumstances because such person has met the criteria set forth in either Paragraph (a) or Paragraph (b) of this Section 9.9. Such determination shall be made: (1) by the Executive Committee by a majority vote of a quorum consisting of members of the Executive Committee who were not parties to such action, suit or proceeding, or (2) by independent legal counsel in a written opinion if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested members of the Executive Committee so directs, or (3) by a majority vote of a quorum of Members voting in accordance with Sections 4.3 and 4.4 of the Bylaws of the Corporation.

(d) Expenses incurred in defending an action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Committee in the specific case upon receipt of an undertaking by or on behalf of the person who may be indemnified to repay such amount unless such a person shall ultimately be determined to be entitled to be indemnified by the Corporation as authorized in this Section 9.9.

(e) The indemnification provided by this Section 9.9 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the members of the Corporation or disinterested members of the Executive Committee or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold the office permitting indemnification and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) The Corporation shall have the power to purchase and maintain insurance on behalf of any person against any liability asserted against and incurred by such a person as a result of serving in an office whose holder may be indemnified whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Section 9.9.

ARTICLE X — **AMENDMENT AND BYLAWS**

Section 10.1 Power and Voting

The power to alter, amend or repeal Bylaws or to adopt new Bylaws shall be vested solely in the voting members. An affirmative three-fourths (3/4) majority of the votes cast by the Voting Representatives at a meeting at which a quorum is present shall be sufficient to alter, amend or repeal any Bylaw or adopt any new Bylaw, except that a unanimous affirmative vote shall be required to alter, amend, or repeal Section 8.2(d).

Section 10.2 Submission Procedure

A proposal for the alteration, amendment or repeal of Bylaws or adoption of new Bylaws may be initiated by the Executive Committee, or by any member pursuant to a resolution which has been introduced by that member and endorsed by at least two (2) other members, or by a duly appointed Bylaws Committee. The Executive Committee shall review each proposal or resolution and prepare it as a Bylaw for submission to the Members with such technical changes and conforming amendments to the proposal or any existing Bylaw and explanatory comments and recommendations as the Committee shall deem necessary or desirable as to form or for clarity without change in substance. The Executive Committee may delegate such review and preparation to a committee established pursuant to these Bylaws. The proposed Bylaw amendment shall be submitted to a vote of the members at

the next Annual Meeting for which notice can be given as provided in Section 10.3.

Section 10.3 Notice
Notice of a proposal for alteration, amendment or repeal of any Bylaw, or adoption of any new Bylaw, shall be sent to each Member at least thirty (30) days prior to the meeting at which the proposal is to be submitted to the vote of Members. Such notice shall include the text of any Bylaw which it is proposed to alter, amend or repeal, reflecting the proposed alteration or amendment and its rationale; the text of any proposed new Bylaw; the comments and recommendations of the Executive Committee, if any; and a statement that the proposal will be submitted to a vote of Members at the meeting on the date specified in the notice.

Amended 03-23-2016
Amended 03-17-2020