

DESERT CORVETTE ASSOCIATION, Inc. BY-LAWS

Adopted as amended herein on June 27, 2019 for use starting Jan. 1st, 2020

Desert Corvette Association is an Arizona Non-profit corporation hereinafter referred to as the "Association"

OBJECTIVE - The intent of the By-Laws is to provide the Association with an operating environment that sets limits, but does not attempt to pre-ordain the actions and decisions of the Board of Directors or the membership.

ARTICLE I ASSOCIATION RELATIONSHIPS

SECTION 1 - REFERENCE THERETO

Any reference herein made to the Association's Articles is deemed to refer to its Articles of Incorporation and all amendments thereto, as filed with the Arizona Corporation Commission under Corporation Number 01044680.

SECTION 2 - SENIORITY OF ARTICLES

The Articles of Incorporation shall, in all respects, be considered senior and superior to these By-Laws, with any inconsistency to be resolved in favor of the Articles. These By-Laws shall be expeditiously amended in favor of the Articles should a conflict occur.

SECTION 3 - ORGANIZATIONAL AFFILIATION

Desert Corvette Association shall operate independently without association with any national or umbrella organization.

ARTICLE II MEMBERSHIP

SECTION 1 - REQUIREMENTS

- A. All Regular Members must own, lease, or dwell permanently in the household of the owner or lessee of a General Motors Chevrolet Corvette and may be required to prove such ownership to the Board of Directors upon application or renewal.
- B. All members driving a Corvette in an Association event must hold a current valid driver's license and have appropriate automobile insurance.

SECTION 2 - CLASSES OF MEMBERSHIP

- A. **Regular Member** - Any member who meets the requirements set forth in Article II, Section 1, who is not 90 days in arrears of dues or any other monetary obligation to the Association, and is in good standing in the Association.
- B. **Spouse/Companion** - The spouse or domestic partner of a Regular Member, residing at the same address, who is in good standing with the Association and is not 90 days in arrears of dues or any other monetary obligation to the Association, is considered a Regular Member for purposes of Association rights and privileges.
- C. **Associate Member** - Anyone who does not meet the requirements of Regular Membership can become an Associate Member.
 - a. Associate Members must have a sponsor who is a Regular Member.
 - b. A Regular Member who relinquishes possession and/or ownership of a qualifying Corvette must replace it within 180 days or the member automatically becomes an Associate member. The Board of Directors may extend this time for a specified member at its discretion.
- D. **Honorary Member** - Anyone recommended for honorary membership must be approved by the Board of Directors and announced at the next General Membership Meeting. Honorary Membership may be terminated if the circumstance for granting Honorary Membership ceases. Honorary members pay no dues.

SECTION 3 - OBLIGATIONS

- A. All members shall be responsible for accepting and performing their full share of the obligations imposed upon the members by the activities of the Association, including the obligation to pay when due, any dues or fees established or assessed by the Association as provided herein, or by the Association's Standing Rules.
- B. Any Regular Member not fulfilling the above requirements will be recommended by the Membership Director to the Board of Directors for a change of membership status.
- C. Members are obligated to safeguard the membership mailing list and use it only for Association related purposes. Members shall NOT use any form of media including, but not limited to, Internet e-mail, direct mail, etc. to solicit business from members for any reason. The Association may maintain and

make available a business card directory for members to inform others of their business.

SECTION 4 - PRIVILEGES

- A. Regular Members shall be entitled to all privileges of membership, including the right to hold office, to vote and participate fully in the activities of the Association.
- B. Associate and Honorary members shall similarly be entitled to all privileges of membership except that they may not hold, be elected or appointed to, any office of this Association and may not vote at any time on any matter brought before the Association for action of the members.

SECTION 5 - RESIGNATION FROM MEMBERSHIP

A member may resign at any time from the Association by directing a letter of resignation to a Board member. The member's resignation shall become effective upon receipt of the letter of resignation. The letter of resignation may be electronic. The member has the obligation to return all Association properties (real, personal, or intellectual) to the Second Vice President at the time of resignation and to fulfill all outstanding financial obligations. The Association is not obligated to refund any balance of Association dues.

SECTION 6 - MEMBER SANCTIONS

- A. A member may be subject to sanctions for violation(s) of any By-Law or rule of the Association or for, in the judgment of the Board of Directors, conduct inconsistent with and/or prejudicial to the best interest, objectives, and purposes of the Association. Sanctions shall be ordered by a 2/3 vote of the Board of Directors for any member it deems to be culpable of such violation or misconduct. The Board of Directors, in their judgment, may impose private or public reprimands, suspension, or expulsion upon the member based upon the facts and circumstances presented.
- B. Any member may prefer charges against another member specifying the member's questionable acts or actions. All charges must be in writing and notarized. All charges must be filed with a member of the Board of Directors. If a member of the Board of Directors or their Spouse/Companion Member is the object or initiator of the complaint, said Board Member must recuse him or herself as a Board Member for all actions relative to that complaint. The Board of Directors shall call a special meeting to consider the complaint within fifteen days of its receipt. The special meeting shall be a closed session of the Board of Directors. If a majority of the Board determines that

there is sufficient cause to continue the process, it shall notify the affected member to appear before the full Board at a hearing established solely to consider the complaint. The notice shall contain the time, date, and place of such hearing and shall further contain a written specification of the charge that has been preferred against the member.

Such notice shall be mailed (certified, return receipt) to said member at least 10 days prior to the date of the hearing.

- C. **Penalties** - The Board of Directors, upon a 2/3 vote thereof, may impose such penalties as they deem fitting and proper, including reprimand (public or private), suspension, or expulsion of the member. Should the Board of Directors, by a 2/3 vote, determine any member to be guilty of using the Association for personal gain, having committed embezzlement against the Association, or having falsified Association records, said member shall be expelled.
- a. **Reprimand Penalties** - In its sole judgment, the Board of Directors may impose either a public or a private reprimand upon the member. The reprimand may not deny the member:
 - i. Any organizational privileges.
 - ii. The right to hold office.
 - iii. The right to vote.
 - iv. The right to attend meetings and activities.
 - b. **Suspension Penalties** - A member suspended for a definite term shall not represent the Association in any manner and shall be denied all organizational privileges of the Association. A suspended member may not attend Association meetings or functions, may not vote, and may not hold office. A suspended member must immediately surrender all Association properties (real, personal, or intellectual) to the Second Vice President. The definite term of suspension cannot exceed one (1) year. Upon expiration of the definite term of suspension, the suspended member shall be automatically reinstated to his/her membership status in effect immediately prior to the suspension, provided the member has paid all bills owed to the Association.
 - c. **Expulsion Penalties** - An expelled member shall not represent the Association in any manner and shall be denied all organization privileges of the Association. The expelled member is a former member of the Association and must immediately surrender all Association properties (real, personal, or intellectual) to the Second Vice President.

D. **Appeal Process** - Any sanction imposed by the Board of Directors may be appealed by the affected member's written request delivered to a member of the Board of Directors. The Board shall call a special meeting of the general membership within 15 days of receipt of the appeal request. The Board of Directors' written notice of the special meeting to the general membership shall contain the purpose, time, date, and place of such special meeting, and include an agenda for the special appeal process meeting. Both the Board of Directors and the affected member shall have an equal amount of time to present their case to the general membership. The imposed sanction can be overturned by a two-thirds (2/3), or greater, vote of the Regular Members present at this special meeting.

ARTICLE III OFFICERS AND DIRECTORS

SECTION 1 – BOARD OF DIRECTORS

The Board of Directors of the Association shall be comprised of the elected officers of the Association including the President, Vice President, Second Vice President, Secretary, Treasurer, Membership Director, and Webmaster; and other such officers as may be elected by the Regular Members at an Annual or deferred Annual Business Meeting. The Board of Directors shall be responsible for the overall control and management of the Association and, in particular, shall have all of the powers and duties conferred or imposed by the Articles of Incorporation and these By-Laws.

SECTION 2 - HOLD HARMLESS & INDEMNIFICATION CLAUSE

Desert Corvette Association, Inc. shall hold harmless and indemnify the Board of Directors, Officers, and committee chairpersons for any actions, malfeasance, or nonfeasance as long as the action or inaction is not willful or purposely negligent.

SECTION 3 - OFFICERS

The elected officers of the Association are the members of the Board of Directors as specified in Article III, Section 1. The President or the Board of Directors may appoint additional officers as deemed appropriate. No person may hold multiple concurrent elected and/or appointed offices. Only elected officers of the Board of Directors may vote on Board of Directors' decisions. Terms of office are defined in the Standing Rules. There are no term limits for elected or appointed officers. Officers shall take office on the first day of the following year as defined in the Standing rules.

SECTION 4 – COMMITTEES

The President or Board of Directors may create and/or dissolve committees, and appoint members thereto, as deemed necessary for the conduct of activities described in Article IV, Section 1, and other Association business.

- A. The President shall appoint a chairperson for each committee. The chairperson shall be given full authority to plan and conduct the applicable event or activity, after it is approved by a simple majority of the Board of Directors.
- B. The Board of Directors shall appoint a Nominating Committee no later than October of each year as specified in the Standing Rules.
 - a. The committee shall be chaired by the Vice President.
 - b. The Committee shall recommend candidates for each office designated in Article III, Section 1 and the Standing rules.
 - c. Only Regular Members, at least 18 years of age, are eligible for nomination. Nominating Committee members are eligible for nomination and election. The committee shall consult with each selectee to ensure that they desire to serve.
 - d. Nominations shall be announced at the General Membership Meeting one month prior to the Annual Business Meeting in an election year at which time nominations from the floor will also be accepted.
 - e. The Nominating Committee may add a candidate to the ballot at any time prior to the Absentee Ballot mailing, as provided for in Article III, Section 5B.
 - f. Nominations are closed once Absentee Ballots have been mailed. Write-in votes are allowed at the Annual Business Meeting when voting commences.
- C. The Second Vice President shall periodically appoint a Charities Committee. The Association is a non-profit corporation and, as such, has a goal of donating, when circumstances permit, to local charities as a demonstration of good will and the Association's desire to be a responsible community member. The Charity Committee will be chaired by the Second Vice President and shall be responsible for:
 - a. Reviewing prospective charity partners for the Association, including those recommended by the membership and those the committee may

discover through local research. The committee shall interview prospective charity personnel, review the charity's percentage of funds received versus actually used for the charity's intended purpose, and evaluate the charity's potential for partnership with the Association.

- b. The Charity Committee shall prepare a report of recommended Charities and brief the Association on potential charity partnerships.
 - c. The Treasurer shall consult with the Board of Directors regarding the amount of funds available for donation each year. The Second Vice President shall make a recommendation for donation amounts for each applicable charity and obtain approval by a majority vote at a General Membership Meeting.
 - d. The Second Vice President shall coordinate with the selected charity, or charities, to make the Association's donation in a manner that may potentially generate Association-favorable publicity within the community.
 - e. The Second Vice President shall coordinate with the Webmaster to ensure that the Association's Charity Partners and its donations are visible on the Association's web site.
- D. The Board of Directors shall organize a By-Laws Review committee when deemed necessary.
- E. Committee Chairpersons shall ensure that accurate minutes are recorded for all meetings and submitted to the Association Secretary in accordance with Article IV, Section 8E.

SECTION 5 - ELECTIONS

- A. **Election Procedures** - The elected officers of the Association shall be elected at the Annual or deferred Annual Business Meeting of the membership. Election voting shall be by a secret written ballot. Election requires a simple majority vote of the combination of those Regular Members present and voting, plus the Absentee Ballots. The counting of all ballots, including Absentee Ballots, shall be prescribed by the Board of Directors. There shall be no proxy voting.
- B. **Absentee Voting** - An Absentee Ballot may be requested from the Vice President by any qualified voting member at least three (3) weeks prior to the election. Upon receipt of said request, the Vice President shall cause an Absentee Ballot to be provided to the requesting member at least fourteen (14) days prior to the election.

- C. **Qualified Voters** - A qualified voter is a Regular Member for the upcoming term of office whose dues are current before voting commences at the Annual Business Meeting held in conjunction with the last General Membership Meeting of the election year as prescribed in the Standing Rules.
- D. **Qualified Candidates** - A qualified candidate is a Regular Member for the upcoming term of office whose dues are current before voting commences at the Annual Business Meeting held in conjunction with the last General Membership Meeting of the election year as prescribed in the Standing Rules.

SECTION 6 - RESIGNATION

- A. **Resignation Procedures** - Any appointed or elected officer of the Board of Directors, or a chairperson of an Association committee, may resign from office at any time by giving written notice thereof to the Board of Directors. Such resignation shall be effective upon receipt by the Board of Directors if the date of resignation is not stipulated in the notice. The letter of resignation may be electronic. The officer has the obligation to return all Association properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.
- B. **Resignation in Absentia** - Any elected or appointed officer of the Board of Directors who has missed three consecutive regularly scheduled Board meetings or any other officer including, but not limited to, event chairpersons or special committee chairpersons who has missed three consecutive regularly scheduled committee meetings may be deemed to have resigned in absentia by the Board of Directors. An affected board member may not vote on the resignation decision. The Board shall formally notify the affected officer. The notification may be electronic. The officer has the obligation to return all Association properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.
- C. **Resignation by Qualification** - Any appointed or elected officer of the Board of Directors who is no longer a Regular Member shall be deemed to have resigned from said office. The officer may be extended in office for the remainder of the term due to extenuating circumstances by a majority vote of the Board of Directors. The affected officer may not vote in this matter. The Board shall formally notify the affected officer. The notification may be electronic. The officer has the obligation to return all Association properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.

SECTION 7 - VACANCIES

The resignation, death, unwillingness to perform obligations, or incapacity of any elected or appointed officer of the Board of Directors, or committee chairperson shall cause the Board of Directors to designate a Regular Member to fill such vacancy, both in office and on the Board of Directors, if applicable, for the remainder of that officer's term, except for the office of the President. Should the Presidency become vacant for any reason, the Vice President shall assume the Presidency per Article III, Section 8B, and the Board of Directors shall designate a Regular Member as the new Vice President.

SECTION 8 - POWERS AND DUTIES

All officers are obligated to encourage member participation in all Corvette activities and encourage use of their Corvettes at those activities by setting a personal example.

At the conclusion of an officer's term of office, said officer shall forward all files, supplies, and equipment of said office to the newly elected officer of the same position. The outgoing officer shall meet with the incoming officer to provide a turnover on the position's responsibilities, including all applicable documentation and history data associated with the position.

The elected officers shall have the following powers and duties, in addition to all others prescribed by these By-Laws and as may be determined by the Board of Directors, and are established in the following hierarchy:

- A. **President** - The President shall act as Chief Executive Officer of the Association. The President shall perform all of the duties pertaining to this office and shall:
 - a. Sign all official documents of the Association.
 - b. Preside over all meetings of the membership and of the Board of Directors.
 - c. Call special meetings of the membership or the Board of Directors when necessary.
 - d. Have the power to create and dissolve various committees and appoint committee chairpersons as deemed necessary. The President is an exofficio member of all committees and sub-committees.
- B. **Vice President** - The Vice President shall perform the duties of the President in the event of an absence or inability for any reason to perform the duties of

office by the President as may be determined by the President or the Board of Directors. In the event of a vacancy in the office of the President, the Vice President shall automatically assume the office of the President for the remainder of the term and the office of Vice President shall be filled as prescribed in Article III, Section 7. The Vice President is considered an exofficio member of all committees and sub-committees, and shall:

- a. Organize and preside over all election procedures as prescribed in Article III, Sections 4 and 5.
- b. Fulfill the responsibility of the Association's Activities Director and shall coordinate and oversee the progress of the Association's social and competition event committees.
- c. Appraise the membership of upcoming Association and other events at the regular business meetings and through other media.

C. **Second Vice President** - The Second Vice President assists the President during Association meetings, chairs finance-related committees, and shall:

- a. Keep a written inventory of all Association properties, including their location(s); and shall care for Association properties not listed as responsibilities of other officers.
- b. Administer the "Clean Car Award" Program at applicable the club's monthly General Meetings.
- c. Conduct 50/50 or other raffles and/or drawing at club functions as determined by the Board.
- d. Oversee the Association's charity programs, including chairing the Charity Committee when convened by the Board.

D. **Secretary** - The Secretary shall keep, or cause to be kept, minutes of all meetings of the membership and the Board of Directors. The Secretary shall have custody of, and be required to safeguard, all of the records of the Association. In the absence of the Secretary at any meeting of the membership or the Board of Directors, an Acting Secretary shall be designated for the meeting by the presiding officer. The Secretary shall:

- a. Assist the Vice President in administering the election process.
- b. Ensure that the Association's annual filing with the Arizona Corporation Commission is completed by the State's required filing deadline.

- c. Ensure that the Treasurer, or other responsible party, as directed by the Board of Directors, files applicable State and Federal Income Tax Returns by the applicable filing deadlines.
 - d. Prepare Association correspondence as necessary.
- E. **Treasurer** - The Treasurer is responsible for maintaining the Association's bank account(s), monitoring the Association's financial fitness, and reporting on the Association's financial status at all Board and General Membership Meetings. The Treasurer shall incur no obligation, debt or other liability on behalf of the Association, without prior approval of the Board of Directors, or a majority of the membership of the Association, or as authorized in Article IV, Section 7. The Treasurer, subject to such conditions and restrictions as may be established by the Board of Directors, shall:
 - a. Have custody of all monies, and records of debts, and obligations of the Association.
 - b. Receive all monies of the Association and deposit the same to the Association account in a bank or other depository designated by the Treasurer with the consent of the Board of Directors.
 - c. Maintain correct and adequate accounts of the transactions and finances of the Association.
 - d. Be responsible for the payment of all Association debts and obligations.
 - e. Ensure that all checks, drafts, notes, and other orders for the payment of money are signed in the name of the Association by the Treasurer or President.
 - f. Ensure that the Association President and Secretary are listed as authorized signees on the Association's bank account(s).
- F. **Membership Director** - The Membership Director shall maintain the status and records of all prospective, Regular, Spouse / Companion, Associate, and Honorary Members and report same at each meeting of the Board of Directors and the general membership. Communications with prospective members, and all activities relative to recruiting of prospective members are the responsibility of the Membership Director. The Membership Director shall:

- a. Ensure that all prospective members receive fliers with all the information relative to the Association and its events.
 - b. Welcome new members into the Association with a letter of welcome and introduce new members at Association meetings.
 - c. Develop and maintain the membership database and listing.
 - d. Make every effort to protect the confidentiality of said database and lists, and ensure that the lists are used for Association purposes only (or as approved by the Board of Directors).
- G. **Webmaster** – The Webmaster shall maintain an Association web site. The purpose of the web site is to provide Corvette and Association information to the membership and the general public, and to encourage all Corvette owners to participate in the Association’s public events. The Webmaster shall:
- a. Ensure that the web site is current and up-to-date at all times.
 - b. Ensure that the web site’s Domain Name License and the Internet Service Provider Hosting contract are renewed in a timely manner to ensure that the Association’s web site availability is not interrupted.
 - c. Ensure that the Association’s Calendar of Activities is current for all Association.
 - d. Maintain web site sections containing the Association’s By-Laws and Standing Rules, Officer contact information, and other information determined to be beneficial to members, prospective members, and the general public.
 - e. Ensure that the President is provided continuously up-to-date web site documentation to include, at a minimum, the holder of the web site’s contracts for its Domain Name and hosting services, applicable passwords, and any pertinent data access instructions in order that the web site can be properly maintained in the event of the Webmaster’s incapacity for any reason.

ARTICLE IV CONDUCT OF THE ASSOCIATION

SECTION 1 - ACTIVITIES

The chairperson for an Association activity (competition events, social gatherings, planned trips and other events) shall coordinate the event date with the Vice President. The Chairperson shall keep the Vice President informed of any planning, promotion, or special problems as appropriate.

SECTION 2 - MEMBERSHIP DUES

Dues for all classes of membership shall be recommended by the Board of Directors and approved by a majority vote of the Regular Membership at a General Membership Meeting. Membership dues will not be refundable except as determined by the Board of Directors. The amount of dues for each class of Association membership and required payment dates shall become part of the Standing Rules upon approval.

SECTION 3 - ACTIVITY FEES

- A. An event chairperson, with the approval of a majority vote of the Board of Directors at a regular Board meeting, may establish special activity or registration fees for Association members and non-members as may be appropriate.
- B. For special and/or large events such as the annual Holiday Party at a hotel, Sweetheart Car Show, or their successors, etc., fees must be approved by the Board of Directors. The Board of Directors has the authority to delegate such approval to the respective event committees.

SECTION 4 - QUORUMS

At all business meetings of the membership of the Association, a quorum shall consist of the Regular Members present at the membership meeting. At all meetings of the Board of Directors, a quorum shall consist of a simple majority of the members of the Board of Directors then in office.

SECTION 5 - ACTIONS OF THE ASSOCIATION AND THE BOARD OF DIRECTORS

Except as otherwise provided in the Articles of Incorporation or these By-Laws, all actions of the Association shall be approved upon a majority vote of the quorum, and all actions of the Board of Directors shall be approved upon a majority vote of the directors then in office. Voting by proxy or absentee ballot shall not be permitted except as provided in these By-Laws.

SECTION 6 - INFORMALITIES AND IRREGULARITIES

All informalities or irregularities in any call or notice of a meeting, or with regard to quorums, voting or similar matters, shall be deemed waived if no objection is made by the next General Membership Meeting.

SECTION 7 - FINANCIAL CONDUCT AND BUDGETS

- A. All Members shall act in a prudent manner to protect the assets of the Association.
- B. The Board of Directors, by a simple majority, may form a budget committee. This committee will have the powers and authority bestowed by the Board of Directors. The Board of Directors may require that a budget for a special event or activity be submitted for review and approval before authorizing funds for that event.
- C. Committee chairpersons shall make budget requests to the Board of Directors for approval prior to the respective events. The Board of Directors may delegate budget approval to committee(s) by a simple majority vote of the Board of Directors. Budget requests shall include projected revenue and expenses. No later than 60 calendar days following an event, the Board of Directors must receive a closing financial statement, including but not limited to, actual revenue and expenses, and a variance analysis as compared to the approved budget, comparisons of participation and budgets with prior years, etc.
- D. The Board of Directors has the authority to approve all prospective and retrospective purchase requests not to exceed a value established in the Standing Rules. The amount set in the Standing Rules will be reviewed and modified periodically as deemed necessary and appropriate. Changes shall be recommended by the Board of Directors and approved by a majority vote of the quorum at a General Membership Meeting. The Board of Directors has the authority to disallow any requests for reimbursements for purchases made without prior approval. All approvals shall be documented in the minutes of the respective Board of Directors meeting during which the item(s) was/were approved.
- E. Purchases exceeding the amount specified in the Standing Rules for Board of Director approval shall be approved by a majority of the quorum at a General Membership Meeting. Exceptions to this requirement include those expenses related to a special event for which a budget request has received Board of Directors approval as authorized in Article IV, Section 7C.

- F. The Board of Directors may at any time require financial reports including, but not limited to, income and expense reports, balance sheets, time series analysis (comparisons to prior year or previous events), or cost accounting analyses.
- G. The Treasurer shall make the financial reports available to Regular Members upon request after the General Meeting or at the Board Meeting.
- H. The Board of Directors may, at any time, call for an audit of any/or all financial records of the Association. The form and manner of the audit shall be at the sole discretion of the Board of Directors.

SECTION 8 – MEETINGS

- A. All meetings and deliberations of this Association shall be open to all members of the Association and guests unless closed as prescribed elsewhere in these By-Laws.
- B. Action may only be taken on Association policy, procedure, event, property and/or budget matters at an officially scheduled Board of Directors, membership, or committee meeting unless otherwise specified in these By Laws.
- C. Notice of the time, date, place, and tentative agenda of regularly scheduled open meetings shall be posted on the Association website.
- D. Notice of Annual, deferred Annual, or special business meetings shall be sent, electronically or by regular post, to all Association members stating the time, place, and purpose of the meeting a minimum of seven days in advance of said meeting.
- E. Minutes of open meetings shall be kept, including a record of any votes taken, and shall be open to inspection by Regular Members. The Association Secretary shall be responsible for keeping these minutes and records. Committees shall file their minutes with the Association Secretary in a timely manner.
- F. All records of the Association shall be open to Regular Members unless closed as prescribed elsewhere in these By-Laws.
- G. General Membership Meetings shall be held monthly unless otherwise specified by the Board of Directors.
- H. The Annual Business Meeting shall be held the last month of the Association's fiscal year in conjunction with the General Membership Meeting.

ARTICLE V AMENDMENTS

SECTION 1 - PROPOSED BY-LAW CHANGES

By-Law changes in Article V, Section 1, may be proposed in one of the following manners:

- A. A proposal approved by a majority of the Board of Directors.
- B. A written proposal for such a change signed by one-fifth of the Regular Members and submitted to the Board of Directors.
- C. A proposal submitted to the Board of Directors by a formal By-Laws Review Committee.

SECTION 2 - AMENDMENT APPROVAL PROCEDURE

These By-Laws may be amended, supplemented, repealed, temporarily or permanently suspended, or new By-Laws may be adopted by a proposal adopted by a majority vote of the Board of Directors and then by a subsequent majority vote of the Regular Members at a General Membership Meeting or a special business meeting called for this purpose. The Regular Membership must be notified in a timely manner.

- A. When a By-Law change motion has been made and seconded at a General Membership Meeting, it must be tabled until the subsequent General Membership Meeting.
- B. The proposed By-Law change must then be made available for the entire Association membership to review prior to the next General Membership Meeting.
- C. The proposed By-Law change shall be opened for discussion and a vote at the next General Membership Meeting.
 - a. Voting for By-Law changes shall follow the voting procedures for Elections as set forth in Article III, Section 5, Elections, including the absentee ballot procedure.
 - b. Approval of the change shall require a simple majority of the quorum, including any absentee ballots timely received.