



## **WASHINGTON AIRPORT MANAGEMENT ASSOCIATION**

A not-for-profit organization organized under the laws of the state of Washington

### **CONSTITUTION AND BYLAWS**

Revised: October 1987, June 1991, October 1993, May 2001, October 2004, March 2006, May 2007, May 2008, May 2010, May 2011, December 2011, May 2014, October 2015, January 2024

#### ARTICLE I

##### NAME, STATEMENT OF PURPOSES, AND PRINCIPAL OFFICE

SECTION 1. NAME. The name of this corporation shall be Washington Airport Management Association. For brevity, the Association may be known by the capitalized first letter of each of the words comprising the name, that is, “WAMA.”

SECTION 2. MISSION/PURPOSE: (Revised May 2001)

##### Mission:

To improve Airports and Airport Management in Washington State.

##### Purpose: (Revised May 2014)

- a. Link airport managers in Washington State to achieve their common interests.
- b. Identify and address problems and opportunities among airports in the state.
- c. Provide mutual support among members to benefit aviation.
- d. Provide educational opportunities for development of airport managers and staff.
- e. Review and refine industry procedures and regulations.
- f. Educate the public and airport users regarding the value and benefits of airports.
- g. Assist airports in meeting their obligations to the larger community.

SECTION 3. OFFICES. The location of the office will change from time to time and will be maintained by either an Association Officer or the Executive Director, as determined by WAMA's Board of Directors. (Revised October 2004, October 2015)

SECTION 4. DEFINITIONS. (Added May 2014)

- a. Public Airport shall mean and include airports owned or leased by a public corporation, authority or commission and also airports owned or leased by private corporations or other private owners that are used and are available for use by persons other than the operator, upon reasonable, uniform and nondiscriminatory terms and conditions.
- b. Public Corporations shall mean and include municipal corporations, political subdivisions, Tribes, and other governmental agencies having legal authority to own, operate, manage or administer a public airport. (Revised May 2014)
- c. The term "in good standing" as used herein shall refer to management and associate members of the Association who have paid their annual dues. (Revised October 1993, October 2004)

## ARTICLE II MEMBERSHIP CLASSIFICATION AND QUALIFICATION

SECTION 1. MEMBERSHIP. The Membership of the Association shall be open to all individuals eligible for any one of the classes of membership in the Association defined in Article II, Section 2, and who have qualified for membership in the manner prescribed by this Constitution and By-Laws, or as provided by resolution of the Board of Directors, and who have maintained their membership in the Association in good standing. (Revised October 1993)

SECTION 2. CLASSES OF MEMBERSHIP. The membership shall be of five classes: Management, Associate, Honorary, Complimentary, and Education. New members shall be issued such certificates of membership and/or membership cards as may be prescribed by the Board of Directors. (Revised June 1991, October 2004, May 2010, May 2014)

- a. Management Membership. Management membership shall be open only to persons exercising active responsibility for the management, general superintendence or administration of a public or a privately owned public airport in the State of Washington, and who are continuously engaged in such activity as a gainful occupation, and who are approved as possessing such qualifications for membership by the Board of Directors. The Board of Directors reserves the right to require from the Management Member applicants evidence of managerial skills and proficiency in such form as the Board may prescribe.
- b. Associate Membership. Associate Membership shall be open to individuals who do not meet the qualifications for other membership categories and who are interested or involved in one or more of the following activities that are approved for such membership by the Board of Directors: (Revised May 2014)
  - (1) The manufacture or sale of aircraft, aviation fuels, air navigation facilities, and equipment or materials or the provision of services used in the establishment,

development, operation, maintenance, or management of airports; (Revised May 2014)

(2) The publication of periodicals dealing with aviation;

(3) The flight of aircraft, air commerce, aviation education, fixed base operations, or the ownership or use of aircraft. (Revised May 2014)

- c. Honorary Membership. An Honorary Membership may be bestowed upon an individual by vote of the Management members present at a regular or special meeting of the Associates. Honorary Memberships may be bestowed on previous members who have actively participated in the Association for at least five (5) years, and who are retiring from their active professional career or on others who have made a significant contribution to the Association or Profession. (Revised May 2014)

Honorary Members will not be eligible to vote at a regular or special meeting and will not be required to pay dues. Honorary Members may, however, serve at the pleasure of the President as members or chair of any of the various Association Committees. (Revised October 1993, May 2014)

- d. Complimentary Membership. Complimentary Membership shall be restricted to individuals who represent federal, state, or local resource or regulatory agencies that have significant interest in and influence on the members' activities, as well as aviation industry association representatives. Individuals and entities including governments, who own, manage or operate an airport in Washington State may not hold Complimentary membership. Those holding Complimentary membership are not eligible to vote at a regular or special meeting and are not required to pay dues. (Revised May 2007, May 2014)
- e. Education Membership. Education Membership, which is a non-voting category, shall be open only to students actively enrolled in a program of an accredited school in pursuit of an aviation or aviation management degree. Students enrolled in a school in Washington State or residents of Washington State attending school out of state are eligible to apply. The Board of Directors reserves the right to require from the Education Member applicants evidence of enrollment. This category of membership may be held by a graduated student for up to two years pending employment in the industry. (Revised May 2014)

**SECTION 3. NEW MEMBERSHIPS.** All memberships in the Association, except Honorary Membership shall be dependent upon application made therefore, verification of the Secretary and payment of dues for the current year. All membership applications shall be subject to approval in the manner heretofore prescribed. New members shall be classified by the Secretary or Executive Committee in accordance with their qualifications. (Revised June 1991)

SECTION 4. MEMBERSHIP LISTS. The Secretary of the Association shall maintain a list of all members. No charge shall be made for registration of any such individual or organization on such list other than annual dues, if any, which are payable for such membership. (Revised June 1991, May 2014)

SECTION 5. DUES. The dues for membership shall be in accordance with a schedule of such dues, which shall be adopted and amended by a majority vote of the eligible membership. (Revised October 1993, May 2014)

SECTION 6. PAYMENT OF DUES. Dues shall be assessed annually effective through the calendar year. Any member failing to pay annual dues shall cease to be a member of the Association without further action on the part of the Association. (Revised October 1993, October 2004)

SECTION 7. VOTING PRIVILEGES. Voting privileges shall be limited to Management members in good standing and Associate members serving on the Board of Directors. Each said member shall be entitled to one vote. (Revised October 1993, October 2004, May 2014)

The Board of Directors or the members present at any members' meeting may poll Associate Members upon any business or question which may be under consideration or proposed for consideration by the Board of Directors or the voting members, but the poll taken of such nonvoting members shall not be determinative upon any such business question.

SECTION 8. REGULAR AND SPECIAL MEETINGS OF MEMBERSHIP. One or more regular meetings of the members of the Association shall be held each year at a time and place to be determined by the Board of Directors for the transaction of such business as may come before such meeting. (Revised March, 2006, May 2011, May 2014)

A special meeting of the members of the Association may be called by a two-thirds (2/3) vote of the Board of Directors or by one-fifth (1/5) vote of the Management Membership of the Association. Any notice of a special meeting shall be issued by the Secretary, or, in the Secretary's absence, inability, or refusal to act, by the President of the Association. No regular or special meeting shall be called upon less than ten (10) days of notice in writing to all members. (Revised June 1991)

SECTION 9. QUORUM. Not less than 10% of the total Management membership at any regular meeting or any special meeting of the Association shall constitute a quorum for the conduct of business. (Revised October 1993, October 2004)

SECTION 10. CONDUCT OF BUSINESS BY ELECTRONIC MEANS. Alternatively to the conduct of Association business at the annual meeting, the Board of Directors or the President and Secretary acting for them, may put issues before the membership by electronic means such as email. The voting-eligible membership shall be given an opportunity to consider such issues and after consideration of comments received the Board may call for a vote, to be conducted electronically. A response rate of 10% of the eligible voters shall be deemed sufficient to make a vote official. This procedure may be used also for the election of Board Members. (Added May 2014)

ARTICLE III  
BOARD OF DIRECTORS

SECTION 1. MANAGEMENT. (Revised May 2014, October 2015, January 2024)

- a. The business and affairs of the Association shall be managed by a nine member Board of Directors. The Board of Directors shall include eight Directors, four of whom shall be the Association's Officers, and the Immediate Past President, a total of nine (9). All nine members of the Board of Directors are eligible to vote.
- b. A minimum of eight of the nine members of the Board shall be Management members. An Associate member may be elected to serve on the Board either as Secretary or as a Director (non-officer). An Associate member serving as Secretary or Director shall be eligible to vote.
- c. No more than one member of the Board of Directors excluding the Past President may be from a single airport. (Revised January 2024)
- d. In order that the Board of Directors may understand, and account for, the interests of the Associate members, the Board may appoint up to two Associate members to serve on the Board as advisory members.

SECTION 2. PAST PRESIDENTS. (Added October 2015)

- a. Past Presidents. All Past Presidents shall be ex-officio members of the Board of Directors without vote except the Immediate Past President, who shall have one vote.
- b. Immediate Past President. The Immediate Past President serves the Board of Directors without election and remains on the Board of Directors until his or her successor, having completed at least one term as President, assumes the position, or until death, or until he or she shall have resigned or been removed in the manner hereinafter provided. Because the Immediate Past President serves as an unelected member of the Board, he or she shall abdicate any remaining years of his or her term as a Director, if any, creating a vacancy on the Board. Said vacancy shall be filled according to ARTICLE III, SECTION 4, herein.

SECTION 3. ELECTION OF DIRECTORS AND TERM OF OFFICE. Directors shall be elected for a calendar-year term of two years, and assume office on January 1. The two-year terms for the eight elected Directors shall alternate, with four Director positions to be elected each year. Each Director shall hold office until his or her successor shall have been duly elected and qualified, or until death, or until he or she shall have resigned or been removed in the manner hereinafter provided. (Revised October 1993, May 2007, May 2014, October 2015)

SECTION 4. NOMINATION OF CANDIDATES FOR ELECTIVE OFFICE AND CONDUCT OF THE ELECTION.

- a. Nominating Committee. By September 15 of each year the President shall appoint the Chairperson and two (2) members of the Nominating Committee, which shall be a subcommittee of the Human Resources Committee. (Revised October 1993, May 2008, May 2011, May 2014)

- b. Rules of Nomination. By October 1 the Nominating Committee shall select one eligible person for nomination to each Officer or Director position which is vacant or is to become vacant at the beginning of the coming calendar year. The Nominating Committee will invite nominations electronically from the membership. For vacant Director positions, the Nominating Committee may present additional Director candidates to the membership for election should the number of eligible members that wish to be considered exceed the number of vacancies.

A vote of the majority of the members of the Nominating Committee shall be binding on all. If a majority of the Nominating Committee shall be unable to agree on a single nominee for an Officer position, the Committee shall so report and no name shall be submitted for that office. Any member entitled to vote for the election of Officers and Directors shall be privileged to make such nomination or nominations as he or she may desire in response to the invitation from the Nominating Committee. (Revised June 1991, May 2014, October 2015)

- c. Conduct of the Election. To ensure that all elected positions are filled by the beginning of the calendar year, the election will commence no later than October 15 of each year. The slate of candidates shall be submitted by electronic means to members eligible to vote and a deadline close-of-business response date will be established for votes to be considered valid. A quorum response, as defined in Article II, shall be required for a valid election.

Since only one candidate is submitted to the membership for each Officer position, a candidate must receive at least fifty percent (50%) of the votes plus one (+1) to be elected. If any Officer candidate does not meet that minimum threshold for election, then the Nominating Committee will reconvene and submit a new Officer candidate for that position to the membership.

Should there be more Director candidates submitted to the membership than there are Director position vacancies, those Directors receiving the greatest number of votes will fill the available vacancies in descending order until all vacancies are filled.

Results will be ratified by the Nominating Committee no later than October 31 and the membership informed of the results as soon as practicable thereafter. (Added October 2015)

**SECTION 5. REMOVAL.** Any Officer, Director, member or agent elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the full Board of Directors at a regular or Special Board meeting whenever, in its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. A Director may vote by mail, but not by proxy, upon any such question.

**SECTION 6. VACANCIES.** A Director position that becomes vacant may be filled on an interim basis by a vote of the Board of Directors or may be left vacant until the next scheduled election for that specific Director position. (Added October 2015)

SECTION 7. MEETINGS. A Board of Directors meeting shall be held prior to all regular meetings of the Association. The Board of Directors shall have such other meetings as the Board of Directors may provide by resolution, and at such time and place as may be determined by the Board, and shall have such special meetings as may be called by or at the request of the President. The President may call any special meeting of the Board of Directors and may fix in such call the place and time for the holding of such meeting. (Revised April 1986, June 1991)

SECTION 8. NOTICES OF MEETINGS. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days previously thereto in writing. Such notice shall be delivered to each Director electronically or by mail at his or her business address or his or her address as registered with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive written or other notice of any meeting. (Revised October 2004)

The attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting has not lawfully been called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, but it is advisable that an agenda be prepared and mailed to all Directors prior to the meeting.

SECTION 9. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 10. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 11. COMMITTEE ACTION. The Board of Directors may appoint committees or panels (other than Standing Committees) and may appoint representatives with titles and delegate authority thereto to perform such duties or tasks as may be determined upon by the Board. All committees shall coordinate their activities with the President and Executive Director. (Revised October 2015)

## ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, and such other Officers as may from time to time be provided for by resolution of the Board of Directors. The office of Secretary may be held by a member in Management or Associate status. All Officers shall be chosen from the eight elected members of the Board of Directors. (Revised December 2011, May 2014, October 2015)

SECTION 2. ELECTION OF OFFICERS AND TERM OF OFFICE. The Officers of the Association shall be elected for a calendar-year term of one year and assume office on January 1.

Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until death, or until he or she shall have resigned or been removed in the manner hereinafter provided. (Revised June 1991, May 2014, October 2015)

SECTION 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or other cause, may be filled by the Board of Directors to serve until the next regular meeting of the Association or the next annual election, whichever is sooner. (Revised May 2014)

SECTION 4. EXECUTIVE COMMITTEE. An Executive Committee is hereby created to act for the Board of Directors in the approval of applications for membership, reclassifying or classifying members, or upon any business of the Association of an emergency character or requiring prompt action of the Board. Such committee shall consist of any three or more of the following: The President, Vice President, the Secretary, the Treasurer, and the Immediate Past President. Any three of said members may constitute a quorum of said Executive Committee. The Executive Committee, so acting, shall, within ten (10) days of such action, report in writing to the members of the Board of Directors the action of the Executive Committee. (Revised October 2015)

SECTION 5. PRESIDENT. The President shall be principal executive officer of the Association and shall in general supervise all of its affairs, and offices, or directorships, or appointments. He or she shall preside at all meetings of the Directors and Members. He or she may sign with the Secretary or any other authorized Officer of the Association certificates of membership and any contract or other instruments which the Board of Directors have authorized to be executed unless the Board of Directors shall have otherwise expressly provided.

The President shall perform such other duties and shall assume and discharge such other responsibilities as the Board of Directors may by resolution from time to time direct.

SECTION 6. STANDING COMMITTEES, PANELS OR REPRESENTATIVES. In addition to the Officers and Directors, there shall be the Standing Committees, panels or representatives, which shall be appointed by the President and subject to the supervision of the President. They shall perform the duties enumerated for them and such additional duties as the President may request.

SECTION 7. VICE-PRESIDENT. In the absence of the President from any meeting or conference, or in the event of his or her inability or refusal to act in the performance of official duties, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all restrictions upon the President.



SECTION 8. SECRETARY. The Secretary shall:

- a. Keep the minutes of the Board of Directors' meetings.
- b. See that all notices of members' and Directors' meetings are duly given in accordance with these By-Laws.
- c. Be custodian of the records and seal, if any, of the Association and affix such seal to all documents requiring such affixation. (Revised June 1991)
- d. Keep a register or list of all members of the Association showing their classification and voting rights, collect membership dues, issue membership cards and certificates and promptly remit all dues to the Treasurer together with the name of each and every member for whom such dues are remitted and cards or certificates issued. Create and distribute annual membership roster. (Revised October 2004)
- e. Sign with the President or Vice-President, cards and certificates for membership in the Association; and
- f. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the President, or by the Board of Directors or Executive Committee.

SECTION 9. TREASURER. The Treasurer shall:

- a. Keep a complete roll of the membership of the Association.
- b. Be responsible to account for all funds and securities of the Association, manage receipts for any and all monies due and payable to the Association from any source whatsoever, and shall ensure the deposit all such monies in the name of the Association, in such banks, trust companies or other depositories as shall be selected in accordance with the financial policies of the Association and the provisions of Article V of these By-Laws. (Revised May 2014)
- c. Keep an itemized record of his or her receipts and disbursements for the account of the Association, and maintain all canceled checks and drafts, a copy of each and every deposit slip, invoice, receipted bill, cash receipt, and all other papers vouching for the deposit, expenditure or receipt of WAMA funds or evidencing any indebtedness or monetary obligation of the Association. Such records shall be open for inspection by the membership. Before payment of any bill, the Treasurer shall first obtain approval of the President or other officers as may be directed by the Board of Directors.
- d. Render a true account at the succeeding regular meeting, and at such other times required by the Board of Directors, of all monies received and disbursed by him or her. Said account shall be in writing, itemizing receipts and disbursements, listing outstanding obligations, and showing the balance of funds on hand belonging to the Association.

SECTION 10. EXECUTIVE DIRECTOR. An Executive Director may be appointed by the Board of Directors, and when so appointed shall have such duties and responsibilities and receive such

compensation as the Board of Directors may from time to time direct and determine. The Executive Director may not hold office or serve as a member of the Board of Directors. (Revised May 2014)

SECTION 11. COMPENSATION. None of the Directors or Officers of the Association shall be paid any compensation for their regular services to the Association, but if the funds in the Treasury of the Association permit, and if approved by the Executive Committee prior to the time the meeting is called, the Officers and Directors may be compensated for reasonable and necessary expenses in attending meetings of the Board of Directors, (except the Directors' meetings held just prior to, during, or immediately following the regular Association meetings), or expenses incurred in the official performance of duties for the Association authorized by the Executive Committee. The Board of Directors may employ and compensate an Executive Director and other administrative staff, and may provide for the compensation of an Officer, Director, member, or other person for special services to the Association. Decisions on compensation will require approval by the Board of Directors. Such decisions will be recorded in the meeting minutes. (Revised May 2014)

## ARTICLE V STANDING COMMITTEES

The following standing committees have been formed to carry out the general duties as noted under the direction of a Committee Chairperson who is appointed by the current President. All committees shall coordinate their activities with the President and Executive Director. Other committees may be formed from time to time by the Board of Directors. (Revised May 2010, May 2014, October 2015)

### Airport Committee

Evaluates proposed guidelines or standards related to environmental compatibility, planning, zoning, design, operations or financing of airports. At the request of the President (or the Board) represents the Association in regard to proposals potentially affecting airports and the airport environs, made by State and Federal agencies. Advises the membership through the Board of Directors, of operational, financial and environmental trends as they pertain to airports. In all such matters, at the request of the President, and on behalf of the Association, may develop recommended policies or standards for consideration by State and Federal Agencies. (Revised June 1991, May 2001, May 2010)

### Legislative Committee

Studies, evaluates, and summarizes proposed and existing legislation that may or does have an impact on the State's airports. Provides regular updates, including recommended actions, to the Board and membership. At the request of the President, may draft legislative provisions that support the interests of the Association. The Chairman or other designee of the President may be requested to represent the Association before a legislative body, when it is deemed necessary to contribute to legislative deliberations. Matters of interest include legislation related to taxes (property, fuel, excise, etc.) land use, environment and other State aviation and regulatory actions. (Revised May 2010)

### Membership Recruitment and Relations Committee

Focus is on recruitment and retention of members. Responsible for publishing and distributing to the membership information deemed pertinent and timely concerning current events and matters of interest. Promotes communication among Association members, the board, and affiliates and strongly encourages membership in the Association by proving value. Assures that new members are familiar with working committees and are properly oriented in the goals, purposes and programs of the Association. (Revised May 2001, May 2010)

### Scholarship/Internship Committee

Manages the Association's Financial Assistance program, including scholarships, internships, and grants for professional development and community education. Establishes objective standards by which students can be evaluated to receive various academic scholarships offered from time to time by the Association. Makes recommendations to the Board regarding the offering of such scholarships. The Committee works with academic institutions to recruit applicants. Evaluates and recommends grant applicants to the Membership through the Board of Directors for receipt of financial aid in the form of a scholarship, internship or professional development grant. (Revised June 1991, May 2001)

### Conference/Education Committee

Conducts periodic membership surveys to identify topics of conference/educational interest important to the membership. Plans conference and meeting agendas, coordinates conference and meeting activities, invites speakers, and recommends and secures conference sites. Coordinates with other airport/aviation associations to develop joint meetings, conferences and other educational opportunities of interest to the membership; works with other committees as needed. (Revised May 2001, May 2010)

### Finance Committee

Works with Board and other committees to set an annual budget. Oversees the collection and handling of WAMA funds and disbursement of expenditures. Works with other committees to develop sustainable funding sources for operations while holding Association responsible to operate within set budget limitations. Monitors timely collection of all pledges, dues, assessments and donations and assures all funds are managed and used properly, oversees investments, conducts research and makes investment recommendations to the Board of Directors, works with treasurer to ensure the highest interest rates and yields possible on all funds and investments. Reviews Association Financial Reports, Balance Sheets, Investments and Bank Accounts. (Established May 2010)

### Human Resources Committee

Working in concert with the President and the Board of Directors, facilitates handling of human resource and personnel activities associated with paid or volunteer positions in the association. A subcommittee of the Human Resources Committee with members appointed annually by the

President will form a Nominating Committee and will develop a slate of candidates for the annual elections. (Revised May 2014)

## ARTICLE VI CONTRACTS, FINANCES AND ETHICS

SECTION 1. CONTRACTS. The Board of Directors 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 Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

SECTION 4. AUDITS. Periodic audits of the financial affairs of the Association, and such other audits as the Board of Directors may require, shall be made by an audit committee within the Association or by a qualified person or persons outside the association. The audit committee or outside auditor shall be appointed by the President and confirmed by resolution of the Board of Directors. (Revised October 2004)

SECTION 5. ETHICS AND CONFLICT OF INTEREST. In the conduct of all Association activities, members of the Board of Directors shall take care to avoid a perception of a conflict of interest. If there are specific activities in which there is concern of a potential conflict, they will be examined and acted upon by the Board of Directors. (Added May 2014)

## ARTICLE VII AMENDMENTS

These By-Laws may be altered or revised at any regular or special meeting of the Association by a two-thirds (2/3) vote by the members present who are in good standing. The Board of Directors may propose an amendment to the By-Laws at any other time and vote thereon may be taken by a letter or electronic ballot. (Revised October 1993, May 2014)

Members in good standing, desiring to vote shall use the ballot forwarded by the Secretary and shall indicate thereon their approval or disapproval of the proposed amendment. Each said member shall have thirty (30) days within which to return the ballot. Upon expiration of the thirty (30) days the President and Secretary shall canvass the ballot and record the vote. (Revised October 1993)

If the proposed amendment shall receive two-thirds (2/3) of the vote cast by members in good standing, provided that votes are received from at least 10% of the eligible membership, the

amendment shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. (Revised October 1993, May 2014)

The Secretary shall announce the result of any vote taken by ballot or by electronic means and shall insert such result in the minutes of the Association as having been taken at a meeting of the Association held by the correspondence as of the date on which the ballot was canvassed. Notwithstanding the foregoing provisions, however, if any proposed amendment is submitted to a vote of the members in good standing by a letter-ballot, and a regular or special meeting of the Association is actually held before the date on which such ballot is to be canvassed, and such vote recorded (a quorum being present at such regular or special meeting), then all proceeding for the taking of such a vote by letter-ballot shall be void and of no effect, and the vote upon such proposed amendment shall be taken at such meeting. (Revised October 1993, May 2014)

END OF BYLAWS