

**BY-LAWS  
SAN MARCOS AREA CHAMBER OF COMMERCE**

**ARTICLE I**

**Name and Offices**

Section 1. Name. This organization is a non-profit corporation incorporated and organized under the laws of the State of Texas and shall be known as the San Marcos Area Chamber of Commerce (the “Chamber”)

Section 2. Principal Office. The principal office of the Chamber shall be situated at a strategic location within its service area, as deigned below in Section 4 of this Article, the exact address to be designated by the Chamber Board of Directors (sometimes referred to herein as the “Board”). A change in the location of the office of the Chamber may be authorized, at any time, by a majority vote of the members of the Board of Directors.

Section 3. Registered Office. The Chamber shall maintain at all times a registered office in the State of Texas and a registered agent at the office. The registered office shall be the principal office as set forth above.

Section 4. Service Area. The corporation will serve the City of San Marcos, Texas area.

**ARTICLE II**

**Purpose and Powers**

Section 1. Purpose. The objectives and purposes of the Chamber are to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to serving businesses by: strategic economic growth; enhancing quality of life; promoting education, and creating a positive business climate for the future of the San Marcos and Hays County, Texas community, all within the meaning of section 501 (c) (6) of the Internal Revenue law. The purposes shall include any other lawful activity not prohibited by the Texas Non-Profit Corporation Act.

Section 2. Powers. The Chamber shall have power to sue; buy, hold, sell, exchange, lease or mortgage real estate; to incur debts, to borrow money, giving therefore notes of the Chamber signed by one or more officials duly authorized by the Board of Directors for that purpose, and to enter into contracts of any kind furthering the purpose of the Chamber. The powers shall include any other lawful powers not prohibited by the Texas Non-Profit Corporation Act.

Section 3. Inappropriate Use of Net Earnings/Profits. No member, director, officer or employee, member of a committee connected with the Chamber or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Chamber provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Chamber in effecting any of its purposes as shall be fixed by the Board.

### **ARTICLE III**

#### **Membership**

Section 1. Membership. Any business entity, association, or individual may subscribe for membership in the Chamber and shall nominate one (1) individual to represent each member. Each firm, corporation, association, or individual, as a subscriber, shall be listed as a sustaining member, and, for each minimum investment/dues or multiple thereof subscribed to, shall appoint one (1) representative, regardless of the total investment/dues. Individuals eligible for membership shall include all other persons who are not associated with a business entity or association.

Section 2. Right of Removal. The Board of Directors may remove any member by a vote of three-fourths (3/4) of the directors present at a duly called meeting of the Board where a quorum is present provided, however, the member has been given 10 days notice and opportunity to address a quorum of the Board of Directors prior to removal.

### **ARTICLE IV**

#### **Investment/Dues**

Section 1. Amount – When Payable. The annual investment/dues of members shall be set by the Board of Directors. Dues are payable in advance, as agreed upon when subscribing to membership.

Section 2. Delinquency. If any member shall fail to pay its investment/dues thirty (30) days after the due date (“Delinquency Date”), written notice of its delinquency shall be given the member by the Chamber. Seventy-five (75) days after delinquency date, if investment/dues still remain unpaid, the member shall be dropped from membership.

## ARTICLE V

### Board of Directors

Section 1. Composition. The government of the Chamber, management of its affairs, the direction of its work, and the control of its properties shall be vested in a Board of Directors. The Board of Directors shall consist of not more than twenty (20) voting members.

The make-up of the Board shall be as follows:

- A. The number of elected directors shall be determined by the Board of Directors annually and shall consist of twenty (20) Elected Directors who shall serve three (3) year terms. All Elected Directors shall have voting privileges. One (1) of the twenty (20) voting Board of Directors will include the President of the Greater San Marcos Partnership GSMP or designated representative.
- B. The Chairperson, Chair-Elect, Secretary, Treasurer, Immediate Past Chairperson, and President & CEO shall also serve on the Board of Directors during the year of their duties and enjoy the same privileges as Elected Directors.
- C. Non-Voting (Ex Officio) Members of the Board of Directors. Upon recommendation by the Executive Committee and subject to approval by a majority vote of the Board of Directors, an Executive Officer, designated by each applicable organization, from up to six (6) local or regional organizations can be elected for a term of one year.

Section 2. Qualifications. Directors shall be natural persons who are 18 years of age or older, who they, their business or employers are members in good standing of the Chamber.

Section 3. Election. Elected Members of the Board of Directors shall be deemed elected upon affirmation of a majority vote by the Board of Directors by the August Board meeting. The Board of Directors shall notify the Membership as to the elected members of the Board of Directors within 30 days following the August Board Meeting.

Section 3.1. Seating of New Directors. Each newly-elected Board member will be formally seated as a member of the Board with voting power beginning October 1.

Section 4. Rules. The Board of Directors shall enact such rules and regulations and establish such committees as may be deemed necessary to conduct the business of the Chamber, not inconsistent with the terms of these Bylaws.

Section 5. Meetings. The Board of Directors shall meet at such times and places as designated by the Chairman, but in no event less often than bimonthly. Special meetings of the full Board may be called by the Chairperson of the Board or by the President & CEO on petition of ten (10) directors made upon the President & CEO.

Section 5.1. Place of Meetings. The Board of Directors may hold regular or special meetings either within or outside of the State of Texas.

Section 5.2. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice at such date, time and place as shall from time to time be determined by the Board. Special meetings of the Board of Directors may be called by the Chairperson of the Board or President & CEO, as the case may be, on at least one day's oral, telegraphic, electronic or written notice of the date, time and place of the meeting to each director. The notice of a meeting need not state the purpose of the meeting.

Section 5.3. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting the business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6. Quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, 9 (9) directors shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors. If a quorum shall not be present, or shall no longer be present, at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Vacancies. Should a vacancy occur on the Board of Directors, the Chairperson shall appoint a member, or member's representative, in good standing to fill the un-expired term. The appointment by the Chairperson is made subject to the approval and confirmation of the Board of Directors. An individual serving an unexpired term is not precluded from serving a full term on any proceeding Board of Directors. Should an officer resign, within five (5) working days of such vacancy, the Chairperson shall select a nominee whose name shall be presented at the next regular or called Board meeting for approval.

Section 8. Committees. The Board of Directors may establish committees and define the purposes and authority of such committees.

Section 9. Report to Membership. The Board of Directors, through the Chairperson or otherwise, shall, at the Annual Meeting of the Chamber, makes a report to the membership of the affairs, activities and conditions of the Chamber. This may be in verbal or written form.

Section 10. Absenteeism and Removal.

- A. Absenteeism. A Director absent from three (3) regularly scheduled meetings of the Board of Directors, without excuse, may be suspended. Such suspension may be lifted by the Executive Committee upon written request of any director so suspended, filed with the President & CEO prior to the next regularly scheduled Board meeting. Any Director so suspended may address the Executive Committee prior to any vote to terminate.
- B. Removal. The Board of Directors may remove any Director, with cause, by a vote of two-thirds (2/3) of the Directors at a duly called meeting of the Board where a quorum is present provided, however, the member has been given 10 days' notice and an opportunity to address a quorum of the Board of Directors prior to removal. The Board of Directors shall immediately fill the position by interim appointment pursuant to Section 7 of this Article.

Section 11. Action Without A Meeting of the Board of Directors. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is evidenced by one or more written consents or electronic transmissions describing the action taken and signed by each director. Action by consent has the effect of a meeting vote and may be described as such in any document.

Section 12. Proxy Votes. Proxy votes shall not be permitted.

## **ARTICLE VI**

### **Officers**

Section 1. Election of Officers. At the August Executive Committee meeting a slate of officers for the upcoming year will be appointed and will be presented to the Board of Directors for approval at the August Board Meeting.

Section 2. Ratification of Committee Chairs. Prior to October 1 of each year, the newly elected Board of Directors, including those retained thereon, shall meet, qualify, confirm and approve the Committee Chairs as appointed by the Chair-Elect.

Section 3. Chairperson of the Board. The Chairperson of the Board of Directors (also referred to herein as "Chairperson") shall take office October 1 of each year and shall preside at the meetings of the Board of Directors and at meetings of the members of the Chamber and shall perform all other and further duties incidental to this office. The Chairperson shall, with the advice and counsel of the President & CEO, assign Committee Chairs to committee responsibilities, subject to approval of the Board of Directors. The Chairperson shall, with the

advice and counsel of the President & CEO and Committee Chairs, determine the membership of the various committees.

Section 4. Chair-Elect. The Chair-Elect shall exercise power and authority over all duties performed by the Chairperson in the absence or disability of the Chairperson.

Section 5. President & CEO. The President & CEO shall be the chief administrative and executive officer of the Chamber. The President & CEO shall prepare notices and agendas and collect minutes of meetings of the Board of Directors from the Secretary and Treasurer. The President & CEO shall serve as Secretary of the Executive Committee.

Section 6. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Executive Committee.

Section 7. Secretary. Secretary is responsible for the taking of minutes at all regular meetings of the Board of Directors.

Section 8. Bonding. The Secretary and Treasurer, together with regular staff employees, shall give the Chamber a bond in such sum, or such conditions, and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office, at the expense of the Chamber.

Section 9. Term in Office. The term of office, for all officers except the President & CEO shall be for one calendar year, and until their successors are elected and assume office on the first day of October each year. No officers, with the exception of the President & CEO, may serve more than three years in the same office.

## **ARTICLE VII**

### **Committees**

Section 1. Appointment and Dissolution. The Chairperson shall have the authority to appoint and dissolve committees and their Chairpersons, subject to confirmation by the Board of Directors.

Section 2. Committee Member Removal Right. The Board of Directors may remove any committee member, with or without cause, by a vote of two-thirds (2/3) of Directors at a duly called meeting of the Board of Directors where a quorum is present.

Section 3. Committee Meetings. Meetings of committees may be called at any time by the Chairperson, by the Chairperson of such committee, or by the President & CEO.

Section 4. Authority of Committees. It shall be the function of committees to investigate and make recommendations to the Board of Directors or take such other action as defined by the Board of Directors. With the exception of the Executive Committee, no committee shall represent the Chamber in endorsing or opposing any project without the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under the general powers by the Board of Directors to that committee.

Section 5. Executive Committee. The Executive Committee shall consist of the Chairperson of the Board of Directors, immediate past Chairperson of the Board, Chair-Elect, Secretary, Treasurer, and the President & CEO. The Executive Committee shall act in executive capacity of the Board of Directors between its meetings and shall submit reports of its actions to the Board of Directors at each regular meeting of the Board of Directors.

## **ARTICLE VIII**

### **Membership Meetings**

Section 1. Annual Meeting. The annual meeting of the Chamber shall be held prior to December 1 each year.

Section 2. Special Meetings. The Chairperson of the Board of Directors may call a special meeting of the members at any time. The President & CEO or the Secretary must call a special meeting:

- (a) when so directed by the Board of Directors;
- (b) at the request in writing of 25% of members in good standing provided that such request shall state the purposes for which the meeting is to be called.

Section 2.1. Business Conducted. Except as otherwise provided in these Bylaws, only business within the purpose or purposes described in the notice of the meeting may be conducted at a special meeting.

Section 3. Place of Annual or Special Meetings. Annual or special meetings of the members of the Chamber shall be held at the principal office of the Chamber or at any other place within or outside San Marcos, Texas as may be specified in the notice of the meeting.

Section 4. Notice of Annual or Special Meetings. Notice of the annual or special meetings of members, stating the place, date and time of the meeting, shall be given to each member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4.1. Notice of Annual or Special Meetings by Mail. Notice may be given in any manner permitted by law. Any written notice deposited in the United States mail with prepaid first-class

postage thereon addressed to the member at his or her address as it appears on the Chamber's records shall be deemed delivered when so deposited in the mail.

Section 4.2. Waiver of Notice by Attendance. A member's or member's representative's attendance at the annual or special meeting of members shall constitute:

- (a) a waiver of notice of the meeting and of all objections to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (b) a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.3. Other Waivers of Notice. Notice of the annual or special meeting of members need not be given to any member who signs a waiver of notice either before or after the meeting. Neither the business transacted nor the purpose of the meeting need be specified in the waiver, except that any waiver of the notice of a meeting at which the members consider an amendment of the Articles of Incorporation, a plan of merger, or a sale or other disposition of assets, or any other action which would entitle the member to dissent shall not be effective unless:

- (a) prior to the execution of the waiver, the member shall have been furnished the same material that would have been required to be sent to the member in a notice of the meeting, including notice of any applicable dissenters' rights; or
- (b) the waiver expressly waives the right to receive the material required to be furnished.

Section 5. Quorum. At all meetings of the members, 10% of members entitled to vote thereat shall constitute a quorum for the transaction of all business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Once a member is present for any purpose at a meeting other than solely to object to holding the meeting or transacting business at the meeting, the member is present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for the adjourned meeting.

Section 6. Member Voting Rights. Unless the Articles of Incorporation, Bylaws or applicable law otherwise provide, each member, through its duly appointed representative, shall be entitled to one vote on each matter voted on at a meeting of members. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation, these Bylaws, or applicable law require a different vote.

Section 7. List of Members. The Chamber shall keep or cause to be kept a record of its members, giving their names and addresses. After the date for a meeting of members is fixed,

the Chamber will prepare an alphabetical list of the names of its members who are entitled to notice of the meeting. The list will show the address of the members and comply as to form in all other respects with applicable law. The list of members will be available for inspection by any member, his or her agent, or his or her attorney at the Chamber's office during its regular business hours. The Chamber's refusal or failure to prepare or make available the list of members shall not affect the validity of action taken at a meeting of members.

## **ARTICLE IX**

### **Board Elections**

Section 1. Nominating Committee. At the regular April meeting of the Board of Directors, the Chairperson shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber. The Nominating Committee shall be made up of the Immediate Past-Chairperson, Chair-Elect, Current Chairperson and two (2) members at large. The Past-Chairperson shall serve as Chairperson of the Nominating Committee. If the Past-Chairperson is unable to serve as Chairperson of the Nominating Committee, the Chairperson of the Board shall appoint an additional member to the Nominating Committee, subject to approval by the Board of Directors.

Section 1.1. Judges. At the regular April meeting of the Board of Directors, the Chairperson shall appoint, subject to approval by the Board of Directors, a Judges Committee of three (3) members who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots.

Section 2. Nominations. The nomination and election of Directors shall take place prior to August 31 of each year and the election process shall be completed at least ten (10) days prior to September 30 of each year.

Section 3. Elections. In May of each year, the Nominating Committee shall notify the membership that it may submit, in writing, names of members to be considered by the Nominating Committee for the upcoming year's slate of Board Members. The nominations shall be submitted to the Nominating Committee within fifteen (15) days of notification.

At the June Board Meeting, the Nominating Committee shall submit for approval a slate of candidates for election to the Board of Directors. All candidates shall have been contacted and affirmed their acceptance of serving on the Board of Directors.

Section 4. Term in Office. Except for voting for the election of Chair-Elect and other officers, pursuant to Article VI of these Bylaws, the candidates, if given an affirmative vote by the Board of Directors, shall be declared elected and shall serve a term of three (3) year term. Board of Directors can be elected to a second three (3) year term. Board Members will take office on

October 1 of each year. No board member who has served two consecutive 3-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored. Board Members of the Executive Committee who are currently severing on the Executive Committee and is up for re-election will be elected by the Board of Directors to serve out the remainder terms.

Section 5. Petition. Additional names of candidates for the Board of Directors can be nominated by petition bearing the genuine signature of at least (50) qualified members of the Chamber. Such petition shall be filed by a member in good standing with the Chairperson of the Nominating Committee within (10) days after notice has been given of the names of those Directors affirmed by the Board of Directors at the June Board of Directors Meeting. The Nominating Committee has the authority to declare the petition final. If a petition is satisfactory, the Nominating Committee will make a report to the Board of Directors at a called or regular meeting of the Board of Directors. The Board of Directors shall consider such petition and determine whether any change shall be made to the slate of Board Members elected at the September Board Meeting. Any change to the previously elected slate of Board Members shall require 2/3 vote of the Board of Directors. The Chamber shall promptly notify its members of any changes to the elected slate of Board Members.

## **ARTICLE X**

### **General**

Section 1. Seal. The corporate seal shall have inscribed thereon the name of the Chamber, the year of its organization and the words "Corporate Seal" and "Texas." The seal may be used by causing it or a facsimile thereof to be impressed or affixed upon a document. In the event it is inconvenient or impractical to use such a seal at any time, the signature or name of the Chamber followed by or used in conjunction with the word "Seal" or the words "Corporate Seal" or words of similar import shall be deemed the seal of the Chamber.

Section 2. Fiscal Year. The fiscal year of the Chamber shall be from October 1 to September 30, unless otherwise designated by the Board of Directors

Section 3. Annual Budget. The Board of Directors shall adopt an annual budget at the beginning of each fiscal year. The annual budget shall be prepared by the Executive Committee and recommended to the Board of Directors upon the vote of a majority of the Executive Committee. The annual budget may be amended only by the Board of Directors.

Section 4. Dissolution. The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the

members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more duly organized and qualified charitable, educational, scientific, or philanthropic organizations duly selected by the Board of Directors.

Section 5. Liability Insurance. The Board of Directors may elect, by a majority vote, to provide general liability insurance to cover any legally incurred liability by members of the Board of Directors, the Officers, the President & CEO, the Secretary-Treasurer and the staff of the Chamber. The policy length and coverage shall be determined by the Board of Directors, and alternative proposals shall be secured and evaluated prior to selection of any one policy.

Section 6. Auditing Procedure. The Board of Directors shall order an audit of all Chamber financial records on an annual basis. The audit period will be for the preceding year unless otherwise directed by the Board of Directors.

Section 7. Requests for Financial Statements. Upon written request, the Chamber shall promptly mail to any member of record a copy of the most recent annual balance sheet and profit and loss statement. If prepared for other purposes, the Chamber shall also furnish upon written request a statement of changes in members' equity for the fiscal year.

Section 8. Parliamentary Authority. The most current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures, when such rules are inconsistent with the Charter or Bylaws.

## **ARTICLE XI**

### **Indemnification of Officers, Directors, Employees, and Agents**

Section 1. Authority to Indemnify. Every person who is or was an officer, director, employee or agent of the Chamber may in accordance with Section 3 of this Article hereof be indemnified for any liability and expense that may be incurred by him or her in connection with or resulting from any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, or in connection with any appeal relating thereto, in which he or she may have become involved, as a party, prospective party or otherwise, by reason of his or her being an officer, director, employee or agent of the Chamber, if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interest of the Chamber and, in the case of any criminal proceeding, he or she had no reasonable

cause to believe his or her conduct was unlawful. As used in this Article, the terms "expense" and "liability" shall include attorney's fees and reasonable expenses incurred with respect to a proceeding and the obligation to pay a judgment, settlement, interest, penalty, and fine including an excise tax assessed with respect to an employee benefit plan.

Notwithstanding the foregoing, the Chamber shall not indemnify an officer, director, employee or agent in connection with a proceeding by or in the right of the Chamber in which the officer, director, employee, or agent was adjudged liable to the Chamber or in connection with any other proceeding in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her. In addition, indemnification permitted pursuant to this Section in connection with a proceeding by or in the right of the Chamber is limited to reasonable expenses incurred in connection with the proceeding.

Section 2. Mandatory Indemnification. Every officer, director, employee or agent of the Chamber, to the extent that he or she has been successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, or in defense of any claim issue or matter therein, because he or she is or was an officer, director, employee or agent of the Chamber, shall be indemnified by the Chamber against reasonable expenses incurred by him or her in connection therewith.

Section 3. Determination and Authorization of Indemnification. Except as provided in Section 2 of this Article, any indemnification under Section 1 of this Article shall not be made unless a determination has been made in the specific case that indemnification of the officer, director, employee, or agent of this Chamber is permissible under the circumstances because he or she has met the standard of conduct set forth in Section 1 of this Article. The determination shall be made: (a) by majority vote of a quorum of the Board of Directors consisting of Directors not at the time parties to the proceeding; (b) if a quorum of the Board of Directors cannot be obtained, then by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties to the proceeding may participate in the vote), consisting of two or more Directors none of whom at the time are parties to the proceeding; (c) by special legal counsel (i) selected by the Board of Directors or a committee duly designated by the Board of Directors in the manner prescribed above, or (ii) if a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, then selected by majority vote of the full Board of Directors (in which selection Directors who are parties may participate in the vote); or (d) by majority vote of Chamber members, excluding members under the control of Directors who are at the time parties to the proceeding.

Once it has been determined that indemnification of the officer, director, employee, or agent is permissible, an authorization of indemnification or an obligation to indemnify and an evaluation

as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be determined in the manner prescribed in item (c) above.

Section 4. Advance for Expenses. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Article XI, Section 1 may be advanced by the Chamber prior to the time of the disposition thereof upon the receipt of written affirmation from the Director of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1 of this Article, and the officer, director, employee or agent furnishes the Chamber a written undertaking executed personally or on his or her behalf to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under Section 1 of this Article.

## **ARTICLE XII**

### **Amendments**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members of the Chamber at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. The Board of Directors or the members in writing may submit any proposed amendments or alterations at least ten (10) days in advance of the meeting in which they are to be acted upon.

Any changes of the Bylaws are to be incorporated as "Amendments" within 48 hours of approval by the Board of Directors. Each year, at the October Board of Directors meeting, the Board of Directors will vote to incorporate the Amendments approved during the year as permanent changes to the Bylaws.

*Amended: September 26, 1984*

*Amended: May 27, 1987*

*Amended: November 1, 1989*

*Amended: March 25, 1992*

*Amended: October 24, 1994*

*Amended: March 27, 2003*

*Amended: April 2009*

*Amended: March 9, 2012*

*Amended: February 27, 2019*

*Amended: October 28, 2020*