Medical Library Association, Inc. Bylaws*

*These Bylaws incorporate amendments approved by the membership following the 2023 Annual Business Meeting and took effect January 1, 2024.

ARTICLE I. NAME

The name of this Association shall be the Medical Library Association, Incorporated.

ARTICLE II. OBJECTIVES

This Association shall be organized exclusively for scientific and educational purposes and shall be dedicated to the support of health sciences research, education, and patient care. To accomplish these ends, this Association shall be committed to fostering the art and science of health sciences library practice, and to promoting cooperation and communication among its members in alignment with the Association's core values of diversity, equity, and inclusion in professional practice, leadership of health sciences libraries and information professionals.

ARTICLE III. MEMBERS

Section 1. Eligibility

Any person or institution interested in health sciences libraries may become a member of the Association provided they meet the conditions set forth in these Bylaws and according to the procedures established by the Board of Directors.

Section 2. Categories of Membership

The categories of membership shall be Voting and Nonvoting. Each Voting member shall be a person who, at the time of qualification to vote, is actively engaged in, retired from, or interested in the health information sciences profession, and has been a member of the association for a full contiguous year. Subcategories of Voting and Nonvoting membership shall be determined according to policies adopted by the Board of Directors.

Section 3. Rights and Benefits

A. All and only Voting members shall be eligible to hold elective office, except that no employee of the Association shall be eligible to hold elective office.

B. All members may be appointed to committees. Only Voting members may chair committees.

Section 4. Membership Application and Approval

Application for membership in the Association shall be made on forms provided by Association Headquarters. (Herewith, Headquarters shall refer to the Association Headquarters.) Applicants meeting the requirements set forth in these Bylaws and according to policies established by the Board of Directors shall be entitled to all rights and benefits of membership from the time they pay their dues.

Section 5. Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 6. Dues

The Board of Directors shall fix the amount of membership dues for all membership categories each year. Notice of a proposed change in dues shall be sent to each member at least nine weeks before the start of the Association's fiscal year.

Section 7. Suspension and Reinstatement
A. Membership in the Association, and the rights and benefits appertaining to the category of membership, may be suspended or terminated if a member does not pay the required membership dues according to the policies adopted by the Board of Directors.

B. Suspended members may be reinstated upon payment of dues for the full period of suspension. If a member who has been suspended for unpaid dues does not reinstate membership within a twelve-month period following suspension, a new application for membership must be made.

ARTICLE IV. OFFICERS

Section 1. Elected Officers
A. The elected officers of the Association shall be a President, a President-Elect, an Immediate Past President, and nine Directors, nominated and elected as stipulated in Article V. of these Bylaws.

B. Elected officers shall take office at the close of the Annual Business Meeting following their election and shall serve, unless they resign, die, become incapacitated, or are removed, until the close of the Annual Business Meeting at the end of their terms of office or until successors are elected and assume their duties.

C. The President-Elect shall be elected annually.

D. The President shall assume the office of Immediate Past President at the close of the term as President. A member shall wait three years from the completion of the term as Immediate Past President before again being eligible to serve as President-Elect.

E. Seven Directors shall be elected by the membership at large to serve for three years each, with two Directors elected annually, except that every third year, three Directors shall be elected. The Chairs of the Chapter and Community Councils shall each serve as ex-officio Directors for the duration of their terms of office as Council Chairs.

F. Elected officers may be removed from office for just cause after due process and by affirmative vote of two-thirds of the members of the Board of Directors.

Section 2. Vacancies in Elected Offices
A. A vacancy arising in the office of President shall be filled by the President-Elect, who shall cease to be President-Elect, shall serve out the unexpired one-year term of the President, and shall continue as President for the full succeeding one-year term to which they were elected.

B. A vacancy arising in the office of President-Elect shall be filled by the Board of Directors. A member appointed by the Board of Directors to fill a vacancy in the office of President-Elect shall serve in that office only until the close of the next Annual Business Meeting, at which time a newly elected President-Elect shall take office.

C. Any vacancy arising in the offices of the seven Directors elected by the membership at large shall be filled by the Board of Directors. Any vacancy arising in the offices of the Council Chairs shall be filled through an election as stipulated in Article XII. and Article XIII. of these Bylaws.

D. Vacancies not covered by these Bylaws shall be filled in a manner determined by the Board of Directors.

Section 3. Duties of Elected Officers

A. The President shall preside at all meetings of the Association and of the Board of Directors and shall perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

B. The President-Elect, at the request of the President and the Board of Directors or during the President's absence or inability to act, shall perform the duties of the President, and when so acting, shall have the powers of the President. The President-Elect shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

C. The Directors shall perform such duties as designated by the Board of Directors or prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

Section 4. Appointed Officers

The appointed officers of the Association shall be an Executive Director, an Editor of the Journal of the Medical Library Association, a Treasurer, a Secretary, a Parliamentarian, a Sergeant-at-Arms, and others as needed according to the policies established by the Board of Directors. The Executive Director and the Editor of the Journal of the Medical Library Association shall be appointed by the Board of Directors and shall serve at its pleasure and under its direction. The Treasurer shall be appointed by the President from among the Board of Directors and shall hold office for a term of three years, the first year as Treasurer-Elect, and the two successive years as Treasurer or until a successor is appointed. The Secretary shall be appointed by the President from among the Board of Directors and shall hold office for a term of two years or until a successor is appointed. The Parliamentarian and a Sergeant-at-Arms shall be appointed by the President to serve a term concurrent with that of the President.

Section 5. Duties of Appointed Officers

A. The Executive Director shall serve as chief executive officer for the Association and as such shall have responsibility for planning, implementation, execution, and coordination of the Association's programs under and in concert with the Board of Directors. The Executive Director shall represent the Association and shall perform such other duties as the Board of Directors may assign.

B. The Editor of the Journal of the Medical Library Association (JMLA) shall have final authority over the content and format of the JMLA within the limits of the budget and the Association's purposes. In exercising this authority, the Editor shall consult with the Board of Directors and any committee or holder of any position established by the Board to advise on JMLA matters.

C. The Treasurer shall have responsibility for the fiscal integrity of the Association in concert with the Executive Director and shall perform such other duties as the President and Board of Directors may assign.

D. The Secretary shall sign the minutes of all meetings of the Board of Directors and the proceedings of the Annual Business Meeting and shall perform such other duties as the President and Board of Directors may assign.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Membership and Term of Office of the Nominating Committee

A. Nine Voting Members shall be elected annually to the Nominating Committee. The Immediate Past President shall serve as ex-officio, Nonvoting Chair of the Nominating Committee. Members of the Board of Directors may not serve as Voting members of the Nominating Committee.

B. All ten shall serve for a term beginning as soon as votes of the election in which they were elected have been counted and ending when votes have been counted in the election using the ballot they prepared.

C. Any vacancy arising in the offices of Nominating Committee members shall be filled by the Board of Directors. No one shall serve on the Committee as a Voting member for more than one term during a period of five years.

Section 2. Candidates for Nominating Committee Membership

The Board of Directors, Caucuses, and Chapters shall submit to the current Nominating Committee the names of potential candidates for Nominating Committee membership for the following year, according to the procedures established by the Board of Directors, and in compliance with Caucus policies and Chapter bylaws.

Section 3. Nomination of Officers

The Nominating Committee shall prepare annually a slate of at least two nominees for President-Elect and for each Director elected by the membership at large whose term expires. The slate shall be accompanied by appropriate support documentation according to the policies established by the Board of Directors.

Section 4. Nomination by Petition

Candidates for the Nominating Committee or any elective office may also be nominated by petitions signed by not fewer than one hundred fifty (150) Voting Members.

Section 5. Report of the Nominating Committee

The Nominating Committee shall submit a copy of its report and shall ensure that a ballot is submitted that includes all the candidates and accompaniments as stipulated in Sections 2. and 3. of this Article to the Board of Directors by the date requested.

Section 6. Elections

A. Ballots, accompanied by the required supporting documentation according to the procedures established by the Board of Directors, shall be distributed to the voting membership by Headquarters at least four weeks in advance of the Annual Business Meeting. Ballots shall be received by the date previously announced for counting ballots, which shall be at least two weeks after ballots are distributed. Ballots received after the date announced for counting shall be destroyed.

B. Candidates for President-Elect shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect. Candidates for the positions of Director and member of the Nominating Committee receiving the highest number of votes for the number of vacant positions shall be declared elected. If a tie occurs, selection from among the tied candidates shall be by lot.

ARTICLE VI. MEETINGS

Section 1. Annual Business Meeting
The Association shall hold annually, usually in the spring, a regular meeting of the members for the transaction of general business. Except as otherwise stated in these Bylaws, Voting members at the Annual Business Meeting shall be the final authority in governing the Association.

Section 2. Special Business Meetings
In the interval between Annual Business Meetings, special business meetings of the members shall be called by the President if requested in writing by a majority of the Voting members of the Board of Directors, or by twenty (20) percent of the Voting members of the Association. Only business specified in advance shall be transacted.

Section 3. Place of Meetings
The Board of Directors shall designate a suitable place for each Annual Business Meeting and each special business meeting. Meetings may be held in-person or electronically.

Section 4. Notice of Meetings
Headquarters shall send members notice of Annual Business Meetings and special business meetings at least four weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting, and in the case of a special business meeting, shall specify the business to be transacted.

Section 5. Voting Body
The voting body of the Annual Business Meeting or of a special business meeting shall consist of all Voting members who are in good standing and who are present at the business meeting.

Section 6. Quorum
Two hundred (200) of the Voting Members of the Association shall constitute a quorum.

Section 7. Voter Identification
To facilitate the counting of votes at the Annual Business Meeting or a special business meeting, Headquarters shall provide voter identification to all and only eligible voters attending the meeting.

Section 8. Order of Business
The order of business at the Annual Business Meeting shall be at the discretion of the presiding officer but the business shall include:

- Approval of minutes of the Annual Business Meeting and special business meetings of the membership held in the preceding year but not necessarily of earlier meetings of the current session
- Reports from the Board of Directors, Executive Director, other appointed officers, and committees and representatives
- Action on amendments to the Bylaws when due notice has been given

- Announcement of election results with identification of new officers and members of the new Nominating Committee
- New Business

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Membership
The President, President-Elect, Immediate Past President, seven Directors elected by the membership at large, and Chairs of the Chapter and Community Councils shall serve as Voting members of the Board of Directors. The President shall serve as Chair of the Board of Directors and shall not vote except to make or to break a tie. The Executive Director shall serve as a Nonvoting member of the Board of Directors.

Section 2. Powers
The Board of Directors shall have general supervision of the affairs of the Association between its business meetings; shall fix the day, hour, and place of those meetings; shall make recommendations to the Association; shall adopt the Association's annual budget; and shall perform other duties prescribed by these Bylaws. A copy of any budget adopted by the Board shall be sent to members of the Association before the next Annual Business Meeting. The Board shall be subject to orders of the Association; none of its acts shall conflict with actions taken at Association business meetings.

Section 3. Meetings of the Board
A. The Board of Directors, for the purpose of transacting business, shall meet immediately after each Annual Business Meeting of the Association, shall meet immediately before each Annual Business Meeting, and shall meet at least once between Annual Business Meetings.

B. Additional meetings of the Board of Directors may be called by the President with approval of a majority of the Board's Voting members.

C. A majority of the Voting members of the Board shall constitute a quorum for the transaction of business.

D. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Board of Directors shall be open to any member of the Association. Nonvoting members of the Board may be excluded from an executive session.

E. Meetings of the Board may be held in-person or electronically.

Section 4. Notice of Meetings
Headquarters shall provide notification of every meeting of the Board of Directors to all Association members at least two weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting. Notice of additional meetings listed in Section 3. B. of this Article shall be given in advance or by advance notice at the Annual Business Meeting. Additional notice information shall be set according to the procedures established by the Board of Directors.

Section 5. Executive Committee
The Board of Directors shall appoint an Executive Committee from among its members to assist, as

directed by these Bylaws and the Board, in management of the Association's business. The size, composition, and Chair of the Executive Committee shall be specified by the Board.

ARTICLE VIII. COMMITTEES AND REPRESENTATIVES

Section 1. Administrative Committees
There shall be the following administrative committees with composition and duties as prescribed by these Bylaws: Nominating Committee and Executive Committee.

Section 2. Standing Committees
A. The Board of Directors, upon recommendation of the Executive Committee, shall establish standing committees to consider matters of the Association that require continuity of attention by the members. The Executive Committee shall recommend the name and size of each such committee.

B. To the extent possible, the President shall designate and shall announce committee members and Chairs in advance of the beginning of their term of office, when these appointments shall take effect. Unless otherwise recommended by the Executive Committee and approved by the Board of Directors, members of standing committees shall be appointed for terms of three years and may be reappointed for a second but not a third consecutive term. The President shall have the discretion to terminate appointments.

Section 3. Panels
The Board of Directors, upon recommendation of the Executive Committee, shall establish panels, with members appointed by the President, to serve as peer review and editorial boards for the Association. The Executive Committee shall recommend the name and size of each such panel.

Section 4. Ad Hoc Committees and Task Forces
There shall be such other committees and task forces appointed by the President as the Board of Directors shall from time to time deem necessary to carry on the work of the Association. The President shall designate the Chairs of all ad hoc committees and task forces. The life of an ad hoc committee or task force shall be limited to two years unless the Board of Directors shall otherwise provide.

Section 5. Representatives to Allied Organizations
There shall be representatives appointed by the President to facilitate communication between the Association and allied organizations. Representatives shall serve terms as required by the sponsoring organization or as prescribed by the Executive Committee.

Section 6. Publication of Rosters
A list of all the Association's committees, panels, and task forces, together with their members, chairs, Board of Directors' liaison representatives, and charges, as well as a list of representatives to allied organizations, shall be published annually.

Section 7. Association Business
The work of all committees, panels, task forces, and representatives shall be under the charge of the Board of Directors, and none shall commit the Association to a policy or action without prior approval of the Board of Directors or the President on behalf of the Board.

Section 8. Meetings

With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all committee, ad hoc committee, task force, and panel meetings shall be open to any member of the Association. Nonvoting members of the body may be excluded from an executive session. Headquarters shall provide notification of all committee, ad hoc committee, and task force meetings to all Association members at least two weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting. Meetings of the Association's committees, ad hoc committees, panels, and task forces may be held in-person or electronically.

ARTICLE IX. PROFESSIONAL DEVELOPMENT AND RECOGNITION

The Association shall provide relevant opportunities for professional development and shall confer recognition for levels of achievement.

ARTICLE X. SECTIONS OF THE ASSOCIATION

Section 1. Formation and Recognition Caucuses

A. A group based on thematic interest shall be referred to as a Caucus. Only Association members may organize and function as Caucuses.

B. New Caucuses and changes in Caucuses shall be recognized by the Association provided they meet the conditions and procedures set forth by the Board of Directors. Recognition may be withdrawn by the Board of Directors when a Caucus does not conform to the policies established by the Board of Directors.

Section 2. Caucus Names

Any appropriate name may be chosen for Caucuses. The phrase "a Caucus of the Medical Library Association" shall follow the Caucus name when this fact is not clearly evident in the name chosen. Name changes shall be recognized by the Association provided they meet the policies established by the Board of Directors.

Section 3. Caucus Memberships

Caucus members are required to be members of the Association and are eligible to belong to more than one Caucus.

Section 4. Committees

Caucuses shall form their own committees as needed. These committees shall maintain close liaison with Association committees and conform to Association standards and policies.

Section 5. Officers and Committee Chairs

Officers of Caucuses and Chairs of Caucus Standing Committees are required to be Voting members of the Association.

Section 6. Meetings

Caucus meetings shall be held at any time and place convenient for members. Meetings may be held in-person or electronically. No Caucus meetings shall be held at the same time that the Association's Annual Business Meeting is conducted. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all Caucus meetings shall be open to any member of the Association. The Caucus shall provide notification of its meetings to all

Association members at least two weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

Section 7. Association Business
Caucuses shall not take direct action with respect to Association business or in the name of the Association but may make recommendations to the Community Council regarding Association policies or actions. Only Voting members of the Association shall be qualified to move or to vote on such recommendations.

Section 8. Reports
Annual Reports shall be submitted to Headquarters by each Caucus; these shall be incorporated into the Annual Report of the Medical Library Association.

ARTICLE XI. CHAPTERS OF THE ASSOCIATION

Section 1. Formation and Recognition of Chapters
A. A group based on geographical area shall be referred to as a Chapter. Both members and nonmembers of the Association may organize and function as Chapters of the Association.

B. New Chapters and changes in Chapters shall be recognized by the Association provided they meet the conditions and procedures set forth by the Board of Directors. Recognition may be withdrawn by the Board of Directors when a Chapter does not conform to the policies established by the Board of Directors.

Section 2. Chapter Names
Any appropriate name may be chosen for Chapters. The phrase a "Chapter of the Medical Library Association" shall follow the Chapter when this fact is not clearly evident in the name chosen. Name changes shall be recognized by the Association provided they meet the policies established by the Board of Directors.

Section 3. Chapter Areas
Geographical areas of Chapters shall be mutually exclusive. A member shall be eligible to belong to more than one Chapter.

Section 4. Committees
Chapters shall form their own committees as needed. These committees shall maintain close liaison with Association committees and conform to Association standards and policies.

Section 5. Officers and Committee Chairs
The Chapter President/Chair, Chapter President-Elect/Chair-Elect, Chapter Council Representative, Chapter Council Alternate Representative, and nominees to the MLA Nominating Committee are required to be Voting members of the Association. Chapter members serving as appointees from the chapter to MLA committees, ad-hoc committees, task forces, and panels will follow the requirements for serving on such groups.

Section 6. Dues
Chapters may establish such dues as they deem necessary to carry out their activities, provided that such dues shall not exceed Association membership dues.

Section 7. Meetings
Chapter meetings shall be held at any time and at any place convenient for members. Meetings may be held in-person or electronically.

Section 8. Association Business
Chapters shall not take direct action with respect to Association business or in the name of the Association but may make recommendations to the Chapter Council regarding Association policies or actions. Only Voting Members of the Association shall be qualified to move or to vote on such recommendations.

Section 9. Reports
Annual Reports shall be submitted to Headquarters by each Chapter; these shall be incorporated into the Annual Report of the Medical Library Association.

ARTICLE XII. THE COMMUNITY COUNCIL

Section 1. Definition
A. There shall be a Community Council. It shall serve in an advisory capacity to the Board of Directors, shall promote interchange among Caucuses, and shall receive recommendations from individual Caucuses.

B. The Community Council shall have a Chair elected as stipulated in Section 2 of this Article. The term shall be for three years and shall be staggered with the term of the Chapter Council Chair. The Community Council Chair may not serve consecutive terms. The Community Council Chair shall serve also as an ex-officio member of the Board of Directors.

C. The Community Council shall meet at least once each year. Meetings may be held in-person or electronically. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Community Council shall be open to any member of the Association. Nonvoting members of the Community Council may be excluded from an executive session. The Community Council shall provide notification of its meetings to all Association members at least two weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

D. Unless otherwise stated, all terms of office as stipulated in this Article shall end and begin at the close of the Annual Business Meeting.

Section 2. The Community Council
A. The Community Council shall be composed of the Caucus Immediate Past Chairs and Caucus Chairs from each Caucus. The Caucus Immediate Past Chairs shall be the Voting members of the Community Council. Members of Community Council shall serve two-year terms, the first year in their roles as Caucus Chairs and the second year in their roles as Caucus Immediate Past Chairs.

B. When the Caucus Immediate Past Chair is unable to attend the Community Council meeting, the Caucus Chair may vote. When neither the Caucus Immediate Past Chair nor the Caucus Chair are able to attend the Community Council meeting, a Caucus may appoint another Caucus officer as the proxy who will represent the Caucus's interests during discussions, make areas, debate, and vote on Community

Council issues on behalf of the Caucus. Appointment of a proxy must follow the guidelines adopted by the Board of Directors.

C. In the case of a vacancy in both the office of Caucus Immediate Past Chair and of Caucus Chair, a Caucus shall appoint a replacement to serve until the next scheduled election. Appointment shall follow the guidelines adopted by the Board of Directors.

D. By December 15 in the year prior to the expiration of the term of the existing Community Council Chair, the Voting members of the Community Council shall elect from among themselves a new Chair of the Community Council. The person elected shall serve a three-year term as Chair beginning at the close of the Annual Business Meeting. In the event of the Chair's inability to serve or removal from office, the vacancy shall be filled according to procedures established by the Board of Directors.

Section 3. Reports

The Chair of Community Council shall submit an Annual Report to the Board of Directors prior to the Annual Business Meeting of the Association. The Chair shall report relevant action by the Board of Directors to the Community Council as soon as possible after Board meetings.

ARTICLE XIII. THE CHAPTER COUNCIL

Section 1. Definition

A. There shall be a Chapter Council. It shall serve in an advisory capacity to the Board of Directors, shall promote interchange among Chapters, and shall receive recommendations from individual Chapters.

B. The Chapter Council shall have a Chair elected as stipulated in Section 2. of this Article. The term shall be for three years and shall be staggered with the term of the Community Council Chair. The Chapter Council Chair may not serve consecutive terms. The Chapter Council Chair shall serve also as an ex-officio member of the Board of Directors.

C. The Chapter Council shall meet at least once each year. Meetings may be held in-person or electronically. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Chapter Council shall be open to any member of the Association. Nonvoting Members of the Chapter Council may be excluded from an executive session. The Chapter Council shall provide notification of its meetings to all Association members at least two weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

Section 2. The Chapter Council

A. The Chapter Council shall be composed of one Representative from each Chapter who shall be a Voting member selected in accordance with the Bylaws of that Chapter; these Representatives shall be the Voting members of the Chapter Council. Participation in the selection of Representatives shall be limited to Voting members of the Association. Representatives to the Chapter Council shall be elected for staggered terms of three years, except that election for a shorter term shall prevail when it is necessary to maintain a one-third annual rotation of Chapter Council membership.

B. An Alternate Chapter Representative (hereinafter "Alternate") shall be selected in the same manner, at the same time, and for the same term as the Representative. Alternates shall serve as Nonvoting members of the Chapter Council, except that when a Representative is not present at a Chapter Council meeting, the Alternate shall temporarily assume the office of Representative, including the right to vote. An Alternate shall replace a Representative should the latter become Chapter Council Chair, resign, or otherwise become unable to serve, and shall serve the remaining term of that Representative; a new Alternate from the affected Chapter shall be selected by that Chapter when this occurs, and shall serve the remaining term of the Alternate who is being replaced.

C. By December 15 in the year prior to the expiration of the term of the existing Council Chair, the Voting members of the Chapter Council shall elect from among themselves a new Chair of the Chapter Council. The person elected shall serve a three-year term as Chair beginning at the close of the Annual Business Meeting. In the event of the Chair's inability to serve or removal from office, the vacancy shall be filled according to procedures established by the Board of Directors.

Section 3. Reports
The Chair of the Chapter Council shall submit an Annual Report to the Board of Directors prior to the Annual Business Meeting of the Association. The Chairs shall report relevant action by the Board of Directors to the Chapter Council as soon as possible after Board meetings.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XV. AMENDMENT OF THE BYLAWS

Section 1. Notification
Notice of proposed amendments recommended by the Board of Directors (or petitioned by a minimum of one hundred fifty (150) Voting members at least sixteen weeks before the start of the next Annual Business Meeting) shall be sent to each Voting member at least nine weeks before the date of the meeting. The notice shall indicate the time and place of the next Annual Business Meeting where the proposed amendments will be considered.

Section 2. Consideration at Annual Business Meeting
Opportunity shall be given at the Annual Business Meeting for debating and amending any properly proposed amendments to any part of the Bylaws.

Section 3. Ballot
A ballot containing all proposed amendments, along with a transcription or summary of the Annual Business Meeting discussion on the amendments shall be distributed to each Voting member. The time of the beginning and closing of the ballot and of the reporting of results shall be fixed by the Board of Directors. To amend or rescind any portion of the Bylaws, twenty-five (25) percent of the total ballots distributed must be returned properly filled in and on time, and two-thirds of these ballots must be affirmative.

Section 4. Effective Date
The Bylaws and any future amendments thereto shall become effective on January 1 of the year following their acceptance by ballot.