

Article I – Membership, Membership Classes & Voting Rights

1.1 Association Membership: Membership is open to all individuals, and organizations interested in obtaining the benefits or promoting the objectives of the Association. The following membership classes are established.

1.1.1 Professional Membership: For individuals who work in a technology, management, or applied engineering field in academic and non-academic settings, or who are not full-time students and who are not retired from employment. Professional members shall be assigned to the following subcategories of the professional membership class based on the nature of his or her employment or employment history:

1.1.1.1 Two-Year Program Faculty (including non-teaching administrative personnel, and secondary education faculty and non-teaching administrative personnel).

1.1.1.2 Four-Year Program Faculty (including all graduate degree program faculty and all non-teaching administrative personnel).

1.1.1.3 Industry (including all other professional members not employed in an educational or academic institution).

1.1.2 Student Membership: For individuals who are students enrolled in associate, baccalaureate, or graduate technology, management, or applied engineering degree, diploma, or certificate programs. To be eligible for Student membership, an individual must be enrolled as a student on at least a half-time basis.

1.1.3 Organizational Membership: For organization interested in obtaining the benefits or promoting the objectives of the Association. An organizational membership does not accord any individual in the organization with any other class of membership. One individual shall be designated as the contact person for the purposes of communication from and to the Association, and that individual may use the voting privileges of the organizational membership.

1.1.4 Honorary Membership: For individuals who have made outstanding contributions to the Association or its purposes. A nomination in support of recognition of an individual as an Honorary member must be presented to the Executive Director in writing at least 90 days prior to the annual meeting. Detailed information concerning the contributions and achievements of the individual must accompany the recommendation. The Executive Board has sole authority to determine if a nominated individual should be recommended to the membership for recognition as an Honorary member through a vote of the membership. An individual

recommended for Honorary membership status must receive a two-thirds majority of the returns in an election by the membership.

1.1.5 Retired Membership: For individuals who are no longer fully employed on more than a half-time basis. For purposes of voting in Association elections, retired members will be placed in one of the three professional membership subcategories: Two-Year Program Faculty, Four-Year Program Faculty, or Industry.

1.1.6 Affiliate Chapters: Groups of 10 or more professional, retired, and/or student members may request that the Association recognize them as a chapter of the Association. Student chapters must designate at least one professional member as the chapter advisor. The rights and privileges of chapter membership are determined by policy established by the Executive Board:

1.1.7 Other Membership Groupings: All members of the Association, regardless of membership class are eligible to join, participate in, and be involved in the governance of other membership groupings created by these Bylaws or by the Executive Board.

1.2 Membership Voting Rights: All individual member of the Association, regardless of their membership class, including the contact person for an Organizational membership, shall have full voting rights in the Association.

Article II - Executive Board

2.1 Composition: The voting members of the Association shall elect an Executive Board. The Executive Board shall consist of a Chair, two representatives of the Two-Year Program Faculty membership class, two representatives of the Four-Year Program Faculty membership class, one representative of the Industry membership class, one representative from the National Industry Advisory Committee (NIAC), and one representative of the Student membership class. The Executive Director of the Association will serve as a non-voting member and Secretary of the Board.

2.1.1 Election of Members; NIAC Representative; Nomination: The voting members of the Association shall elect the Executive Board, except for the representative from the NIAC. All voting members of the Association are eligible to vote for all elected representatives to the Executive Board.

2.1.1.1 NIAC Representative: The Chair of the NIAC, or his or her designee, shall serve on the Executive Board. The Chair of the NIAC may designate the Vice-Chair of the NIAC as the NIAC representative to the Executive Board. If the Vice-Chair is unable or unwilling to serve, the Chair may designate another member of the NIAC as the NIAC representative to the Executive Board.

2.1.1.2 Nomination & Eligibility: The Nominating Committee is charged with recruiting, identifying, and selecting potential candidates, for election to the Executive Board. All candidates for election, candidates elected and taking office, and appointees to open positions onto the Executive Board, must be members of the membership category for which they are a candidate, are elected, or are appointed. An organizational membership contact person, and an honorary or retired member, may be nominated, elected, or appointed to serve on the Executive Board in a representative position if that position represents the membership category to which they would belong if they were a regular student or professional member.

2.2 Officers: The Chair of the Executive Board is elected by the Association membership pursuant to Section 2.1.1. The Executive Board shall elect a Vice-Chair by secret ballot at the beginning of each Executive Board meeting. The Vice-Chair will serve as presiding officer of an Executive Board meeting if the Chair must excuse him or herself from participation due to a conflict of interest as defined in Article XII, or due to the Chair's temporary absence or incapacity. The Executive Director shall serve as the Secretary of the Executive Board.

2.3 Term of Office: The term of office of all members of the Executive Board except the Student Representative is three years.; the term of office of the Student Representative is one year. Terms of office end upon the individual Executive Board member's successor being sworn into office at the annual meeting of the Association. The initial terms of office of all Executive Board members will commence at the annual meeting of the Association at the 2010 annual conference. Thereafter, terms of office begin upon the individual being sworn into office at the annual meeting of the Association at the annual conference subsequent to his or her election. A board member may be sworn into office in absentia. In the event that an annual conference and annual meeting are not held due to unusual circumstances, as provided in section 5.1, the Executive Director shall establish a date for terms of office to begin that is consistent with what would have been the date of the annual meeting at the annual conference.

2.3.1: Staggering of Terms of Office and Impact on Initial Terms of Office: In order to maintain experience and continuity of leadership on the Executive Board, the initial elected terms of office of the members of the Executive Board shall be varied from the terms stated in section 2.3 to provide for a rotation of new members to the Executive Board, with the intent that approximately two thirds of the Executive Board will remain in place after each election. After this section has been used to establish an initial rotation of Executive Board members, the authority granted under this subsection shall become ineffective. The initial terms of office for the following positions on the Executive Board shall be as follows:

2.3.1.1 Industry Representative: Initial term of two years.

2.3.1.2 Two-Year Program Faculty Representatives: Initial term of one year for one representative and two years for the other representative.

2.3.1.3 Four-Year Program Faculty Representatives: Initial term of one year for one representative and two years for the other representative.

2.4 Term Limits: Executive Board members, except for the Student Representative, shall serve no more than two consecutive terms on the Executive Board, regardless of the position in which they have served. The Student Representative shall serve no more than three consecutive terms as Student Representative, or may serve up to two consecutive terms as Student Representative and one additional consecutive term in a different representative position.

2.4.1 Intervening Time Period After Term Limit: An individual may be elected or appointed to serve on the Executive Board after serving the maximum number of consecutive terms allowed by this subsection if the number of years equal to the term of office of his or her last service on the Executive Board has passed.

2.4.2 Partial Terms; Impact on Term Limit: To the extent an Executive Board member has served a partial term of office on the Executive Board, due to appointment or election to fill a representative position that became vacant, that partial term shall be considered a full term for purposes of application of term limits.

2.5 Removal of Executive Board Member from Office: A member of the Executive Board, excluding the Chair, may be removed from office by a vote of 75% of the Executive Board elected or appointed and serving in office, such vote stating that removal of the member of the Executive Board is in the best interests of the Association. The member shall be removed from office immediately upon such action of the Executive Board.

2.5.1 Removal of Chair of Executive Board from Office: The Chair of the Executive Board may be removed from office by a vote of the majority of the membership after the issue has been presented to the membership by vote of 75% of the Executive Board elected or appointed and serving in office, such vote stating that removal of the member of the Executive Board is in the best interests of the Association. The issue shall be brought to vote within 60 days of the action of the board or at the next time of the next membership election and ballot process , whichever occurs first. The removal from office shall take effect immediately upon notification of the Executive Board by the Executive Director of the results of vote of the membership.

2.6 Prohibition on Serving in Multiple Positions: An individual elected or appointed to a position on the Executive Board established under this article, shall not serve simultaneously in an NIAC position established pursuant to Article VII, or an independent board position established pursuant to Article VIII.

2.7 Meetings: The Executive Board shall meet a minimum of three times each year. One meeting shall be scheduled on the first day of the annual conference and one meeting shall be scheduled on the final day of the annual conference. The other

required meeting shall be scheduled at some other time during the year by the Executive Board Chair. Other meetings may be scheduled at the discretion of the Executive Board Chair. A meeting shall be scheduled if three members of the Executive Board communicate a request that a meeting be scheduled to the Executive Director; the meeting shall be scheduled within 30 days of the request, unless a previously scheduled Executive Board meeting will take place within that time period, and in such case the item or items to be placed on the agenda of the requested meeting shall be added to the agenda of the regularly scheduled meeting. The Executive Director shall appoint an individual who is not a member of the Executive Board as the Recorder of the minutes of Executive Board meetings.

2.7.1 Quorums; Voting by Electronic Means: A majority of the serving members of the Executive Board shall constitute a quorum for conducting business. The Executive Board shall conduct business at its regular meetings, but the Executive Board may conduct business and voting by electronic communication means outside of a regular meeting, provided that notice of the meeting is provided and receipt of the same is confirmed by all Executive Board members, that a quorum of the Executive Board participates in such a vote, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Executive Board meeting.

2.7.2 Abstention and Tie Votes: Executive Board members participating in a meeting must cast votes on all motions brought to vote. A tie vote may not be created by a member abstaining from a vote, unless the abstention is due to the Executive Board member having a direct conflict of interest on the issue as defined by Article XII of these Bylaws.

2.7.3 Attendance and Participation in Executive Board Meetings by Non-Members; Executive Session:

2.7.3.1 The Executive Board meetings are open to attendance by any member of the Association. The Executive Board may allow, limit or prohibit direct participation in an Executive Board meeting by such persons, and may not grant such persons voting privileges. If the Executive Board allows participation in the meeting by such persons, the Executive Board is authorized to limit the participation to a specific portion of the meeting and to impose specific time limits and other reasonable regulations to allow the Executive Board to perform its duties.

2.7.3.2 The Executive Board may adjourn to executive session at any time and for any reason upon a motion approved by a majority of the Executive Board present, such motion not being subject to discussion, and upon approval of such a motion, any persons in attendance who are not members of the Executive Board shall be required to leave the meeting room.

2.7.3.3 Votes taken by the Executive Board while in executive session shall be recorded in the minutes, but any discussions in executive session shall not be recorded or summarized in the minutes.

2.8 Authority of Executive Board: The Executive Board is the final authority in carrying out policies and procedures as specified in the Constitution and Bylaws. Further, it is the responsibility of the Executive Board to insure that appropriate procedures are followed in revising the Constitution and Bylaws.

2.9 Responsibilities of Executive Board: The responsibilities of the Executive Board shall include but not be limited to:

- (a) Initiating action to carry out the purposes and objectives of the Association including the authority to appoint and discharge any committees deemed necessary to conduct the work of the Association, and negotiation and execution of a contract or contracts with third parties for overall management of the Association's operations.
- (b) Distribution of funds necessary to conduct the work of the Association.
- (c) Appointment, supervision, and evaluation of the Executive Director of the Association.
- (d) Auditing the financial records of the Association and the preparation of an audit report to be presented at the annual meeting.
- (e) Approval of all published materials expressing an official position of the Association.
- (f) Sole and complete authority over use and communication of the name and identity of the Association and its programs, including those operated by independent boards pursuant to Section VIII.
- (g) Initiation of proposed additions and/or amendments to the Constitution and Bylaws of the Association and the processing of these changes in accordance with approved policy.

2.10 Duties of Officers: The duties of the officers of the Executive Board are as follows:

2.10.1 Chair: The Executive Board Chair shall:

- (a) Preside at the annual conference of the Association and at all meetings of the Executive Board.
- (b) Promote the work of the Association and serve as the official representative of the Association.
- (c) Prepare an agenda for all meetings of the Executive Board and for the annual meeting of the Association.
- (d) Keep the Executive Board informed of all matters of policy and of all issues of concern to the Association.
- (e) Keep in close communication with Executive Board members and other leaders of the Association.

2.10.2 Vice-Chair: The Vice-Chair shall discharge the duties of the Chair in his/her temporary absence from a meeting.

2.10.3 Executive Director: The Executive Director shall:

- (a) Serve as a non-voting member of the Executive Board.
- (b) Serve as Secretary for the Executive Board and appoint an individual who is not an Executive Board member to serve as Recorder for Executive Board meetings and for the annual meeting of the Association.
- (c) Manage the national office of the Association, supervise all full-time and part-time staff, and act as the authorized contractual and business agent of the Association.
- (d) Serve as Treasurer and handle all fund transactions for the Association. The Executive Director and other appropriate national office staff shall be bonded.
- (e) Prepare annual financial reports for presentation to the Executive Board and at the annual meeting.
- (f) Maintain accurate membership databases of the Association.
- (g) Maintain permanent files for all legal documents and records pertaining to the Association.
- (h) Conduct all elections of the Association as directed by the Executive Board.
- (i) Promote the Association's programs, membership, and benefits through strategic development and coordination of marketing efforts.
- (j) Complete other duties as assigned by the Executive Board, provided that such other assigned duties are in keeping with the contractual obligations and limitations of the Association.

2.11 Vacancies on the Executive Board:

2.11.1 Vacancy of Chair of the Executive Board: In the event of a vacancy in the position of the Chair of the Executive Board, due to resignation, incapacity, death, other inability to serve, failure to fill the position by election, or removal from pursuant to Section 2.3.3.1, an Interim Chair of the Executive Board will be elected from among the Executive Board members by the Executive Board or, if no Executive Board member agrees to serve as Chair of the Executive Board, the Executive Board shall appoint a Chair of the Executive Board from the Association membership. If the unexpired term to which the Interim Chair of the Executive Board is elected or appointed extends beyond the date at which new Executive Board members take office after the next Association election, the Interim Chair of the Executive Board shall serve in that capacity until a Chair of the Executive Board is elected at the next annual election to serve the remainder of the unexpired term.

2.11.2 Vacancies of Other Executive Board Representative Positions: If an Executive Board position other than Chair is vacant due to resignation, incapacity, death, other inability to serve, failure to fill the position by election, or removal from pursuant to Section 2.3.3, the Executive Board shall appoint a member of the Association to the position to complete the unexpired or full term of the vacant position.

2.12 Transitional Board: The Executive Board of the Association elected and taking office on November 14, 2009 pursuant to the prior Bylaws of the Association shall serve as the Executive Board until the first Executive Board elected pursuant to these Bylaws takes office pursuant to section 2.13.

2.13 Effective Date: Unless otherwise stated in this Article, Article II shall take full effect at the time at which a newly elected Executive Board takes office subsequent to the election of Executive Board members at the next annual Association election after the adoption of these Bylaws, to wit, at the commencement of the annual meeting of the Association at the 2010 Annual Association Conference. However, the authority of the Nominating Committee created pursuant to section 6.2 to carry out its duties pursuant to this subsection, and the authority of the Executive Director to conduct an election pursuant to section 2.10.3, shall take effect at the time designated as the effective date of these Bylaws as indicated in Article XVI.

Article III – Divisions

3.1 Creation, Purpose, and Dissolution: The Executive Board, on its own initiative or upon petition of a member or members, may create divisions to serve the Association and its membership. Members requesting creation of a division must provide a justification for creation of a division in addition to showing the support of a minimum of three members for the creation of the division, must articulate a need for the division not otherwise being met by other divisions or Association structures, and must demonstrate plans for how the need will be addressed by the proposed division, including specific plans, projects, or activities. In the event a division is no longer fulfilling the stated purpose or the need for which it was formed or that purpose or need has been met, the Executive Board may dissolve the division. Creation and dissolution of a division is within the sole discretion and authority of the Executive Board.

3.2 Membership in and Governance of Divisions: Association members may affiliate with a division by a request to the national office. Divisions created by this subsection shall be governed by Association members affiliated with the division. A division shall conduct a membership election to select a President and other presiding officers as is deemed necessary. Such an election may be conducted at an annual meeting of the division at the annual conference, or by election through written mailed ballots or by electronic means conducted by the national office. The results of an election shall be communicated immediately in writing to the national office. The elected leadership of the division has authority to establish and operate programs and activities of the division which are consistent with the purposes and policies of the Association, and subject to the oversight of the Executive Board. The Executive Board has sole authority and discretion to establish policies and procedures regarding governance of divisions. In the absence of specific Executive Board policy, a division, through its designated leadership, may adopt governance policies and procedures; if such policies are in

conflict with existing Executive Board policy, or the Bylaws of the Association, they are inoperative.

3.3 Program and Budgetary Support: Divisions may request operational and budgetary support for their programs, by written request from their designated leadership to the Executive Director. Requests for budgetary support for programs not currently receiving budgetary support must be made within the normal budget planning and adoption cycle maintained by the Executive Board.

Article IV - Dues and Fees

4.1 Membership Dues; Other Association Program & Service Fees: Membership fees shall be established by the Executive Board. The Executive Board shall establish the professional membership fee and all other membership fees are computed as described below. Fees for program and services provided under the authority of an independent board, shall be established by the independent board after consultation with the Executive Director:

4.1.1 Student and Retired Membership Fee: No more than 30% of the professional membership fee.

4.1.2 Organizational Membership Fee: No more than 3 times the professional membership fee.

4.1.3 Honorary Membership Fee: No fee

4.1.4 Affiliate Group Membership Fee: No more than 50% of the professional membership fee.

4.1.6 Waiver of Fees: The Executive Board may provide that membership fees may be temporarily be waived by Association staff in cases of extenuating circumstances or as a means of recognition for a member's services for or on behalf of the Association.

Article V – Annual Conference and Annual Meeting

5.1 Annual Conference: Except for unusual reasons, there shall be an annual conference of the Association each year. The Executive Director of the Association shall select each site at least two years in advance of the meeting.

5.2 Annual Meeting: On the final day of each annual conference of the Association, a business meeting will be held for all members to consider business of the Association. The Executive Board shall be responsible for reviewing all recommendations made at the business meeting by including the recommendations on the agenda of the next

regularly scheduled Executive Board meeting; the Executive Board may refer recommendations to the appropriate independent boards or other Association committees or bodies.

Article VI - Committees

6.1 Committees: Special Committees may be established by a vote of the Executive Board and, at his or her discretion, the Chair of the Executive Board may also establish special committees as deemed necessary. The chair and members of such a committee shall be selected from the membership of the Executive Board and/or of the Association by the Chair of the Executive Board. Such committees may include non-members of the Association by a vote of the majority of the Executive Board. The name, membership, chair, and charge of any such committee must be reported to the Executive Board by the chair and recorded in the minutes of the Executive Board meeting during which the committee was created and its members named, or at the next Executive Board meeting after the committee was created and its members named. The Chair of the Executive Board shall be a non-voting member of any such committee. The authority and existence of all special committees shall cease upon the end of the term of the Executive Board Chair under which the committee was established, though a special committee may be reestablished pursuant to this section by the succeeding Executive Board or Executive Board chair.

6.2 Nominating Committee: The Chair of the Executive Board, at the first meeting of the Executive Board after new members take office, shall appoint a Nominating Committee. The Nominating Committee is charged with recruiting, identifying, and selecting potential candidates, for all elected and appointed positions of the Association, including representatives to the NIAC and to independent boards, unless the Bylaws and policies of the independent board provide for nomination and election or appointment of representatives by a different means.

Article VII – National Industry Advisory Committee:

7.1 The Association shall organize a National Industry Advisory Committee (NIAC) to advise the Executive Board. The NIAC shall consist of professionals from industry, business, or academia, with no more than 33% of its membership from academia. Members of the NIAC are not required to be members of the Association, though membership is suggested. Members of the NIAC will be appointed by a vote of the Executive Board from nominations and volunteers submitted by the Nominating Committee. The NIAC shall have at least three (3) members and no more than seven (7) members. The members of the NIAC shall serve three-year terms, though the initial terms of office of no more than one half of the NIAC members shall be two years to allow for staggered terms and continuity of leadership on the NIAC. A chair of the NIAC shall be elected from its members by a vote of the NIAC. The chair shall be a professional from business or industry.. A Vice-Chair of the NIAC shall be elected by the NIAC from its members.

7.2 Prohibition on Serving in Multiple Positions: An individual elected or appointed to a position on the NIAC under this article, shall not serve simultaneously in an Executive Board position established pursuant to Article II, or an independent board position established pursuant to Article VIII.

Article VIII - Boards

8.1 Board of Accreditation:

8.1.1 Established; Authority: A Board of Accreditation is established to coordinate and conduct all accreditation activity of the Association and the Board of Accreditation is the autonomous decision-making body with final authority for creating policies and procedures related to accreditation activities and activities authorized by Section 8.1.2, accreditation decisions, and decisions regarding recognition or certification of programs as provided in Section 8.1.2

8.1.2 Non-Accreditation Activities: The Board of Accreditation has authority to establish activities that may recognize or certify academic-based and industry-based educational, training, certification, and diploma and degree programs which would otherwise not qualify for accreditation by the Board of Accreditation. The Board of Accreditation has authority to establish a governing body to regulate and administer such activities.

8.2 Board of Certification: A Board of Certification is established to coordinate and conduct all activity of the Association regarding professional certification of individual members of the Association. The Board of Certification is an autonomous decision-making body with final authority for all certification policies, procedures, and decisions.

8.3 Foundation Board: A Foundation Board is established within ATMAE to set up and maintain a fund to support ATMAE activities. The Foundation Board has final decision making authority for policies and procedures, conducting Foundation fund-raising activities, maintenance of the fund, and grant-making activities.

8.4 Journal Board: A professional research Journal Board is established to coordinate and conduct all activity of the Association regarding publication of a professional research journal for publication of articles by members of the Association. The Journal Board is an autonomous decision-making body with final authority for all journal policies, procedures, and decisions. The name of a Journal published pursuant to this section shall be determined by the Journal Board and approved by the Executive Board.

8.5 Prohibition on Serving in Multiple Positions: An individual elected or appointed to a position on a board established under this article, shall not serve simultaneously in an Executive Board position established pursuant to Article II, or an NIAC position established under pursuant to Article VIII.

Article IX- Affiliation

9.1 Affiliation with other Organizations: ATMAE may affiliate with other organizations or allow other organizations to affiliate with ATMAE providing this affiliation is in the best interest of ATMAE. The Executive Board has final authority to approve such affiliations.

Article X - Honorary Society

10.1 Epsilon Pi Tau: Epsilon Pi Tau (EPT) is an official honorary society for the Association.

Article XI - Parliamentary Authority

11.1 Procedural Handbook: Roberts Rules of Order, Newly Revised, shall be the authority governing all matters of procedure not covered by the Association's Constitution and Bylaws.

Article XII - Definition of Terms

12.1 Industrial Technology is the field concerned with the application of basic engineering principles and technical skills in support of industrial engineers and managers. Industrial Technology degreed programs typically include instruction in optimization theory, human factors, organizational behavior, industrial processes, industrial planning procedures, computer applications, and report and presentation preparation.

12.2 Technology Management is the field concerned with the supervision of personnel across the technical spectrum and a wide variety of complex technological systems. Technology Management degreed programs typically include instruction in production and operations management, project management, computer applications, quality control, safety and health issues, statistics, and general management principles.

12.3 Operations Management is the field concerned with managing and directing the physical and/or technical functions of a firm or organization, particularly those relating to development, production, and manufacturing. Operations Management degreed programs typically include instruction in principles of general management, manufacturing and production systems, plant management, equipment maintenance management, production control, industrial labor relations and skilled trades supervision, strategic manufacturing policy, systems analysis, productivity analysis and cost control, and materials planning.

12.4 Engineering Management is the field concerned with the application of engineering principles to the planning and operational management of industrial and manufacturing operations, and Engineering Managers are prepared to plan and manage such operations. Engineering Management degreed programs typically include instruction in accounting, engineering economy, financial management, industrial and human resources management, industrial psychology, management information systems, mathematical modeling and optimization, quality control, operations research, safety and health issues, and environmental program management.

12.5 Applied Engineering is the field concerned with the application of management, design, and technical skills for the design and integration of systems, the execution of new product designs, the improvement of manufacturing processes, and the management and direction of physical and/or technical functions of a firm or organization. Applied Engineering degreed programs typically include instruction in basic engineering principles, project management, industrial processes, production and operations management, systems integration and control, quality control, and statistics.

12.6 Engineering Technology is the field concerned with the application of basic engineering principles and technical skills in support of engineers engaged in a wide variety of projects. Engineering Technology degreed programs typically include instruction in various engineering support functions for research, production, and operations, and applications to specific engineering specialties.

Article XIII – Conflict of Interest Policy

13.1 Conflict of Interest: No member of the Executive Board, members of independent boards, or other elected or appointed leaders of the Association, shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the individual who has the potential conflict of interest must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter. The Chair of the Executive Board, independent board chair, or chair of other leadership bodies is expected to make inquiry if such conflict appears to exist and the board member or leader has not made it known.

Article XIV - Procedures for Changing the Bylaws

14.1 Revisions of the Bylaws: Revisions of the Bylaws are initiated by the Executive Board or by the submission of a written proposal to the Executive Board signed by twenty-five members. The Bylaws are revised by a majority vote of the returned ballots of the voting membership of the Association. A proposed amendment or a description of the amendment shall be distributed by personal mail or electronic transmission to each member of the Association entitled to vote no more than 60 days and no less than 10

days prior to the beginning of the election period. The Executive Board may establish a policy to allow for voting by electronic means on revisions to the Bylaws, provided that such policy ensures that all qualified voters are able to participate in such a vote, that qualified voters are only able to cast one vote, that the privacy of ballots is respected, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Executive Board meeting and reported to the membership of the Association.

Article XV - Effective Date:

15.1 Effective Date of Bylaws: Unless otherwise stated in these Bylaws, these Bylaws shall be effective on November 14, 2009.