



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of Metropolitan Washington

**BYLAWS OF THE
American Council of Engineering Companies
of Metropolitan Washington**

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Adopted Spring, 2021, ACEC/MW Membership**

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ARTICLE I - NAME, OBJECTIVE, LOCATION, DURATION AND AFFILIATION

SECTION A. Name

The name of the organization is the CONSULTING ENGINEERS COUNCIL OF METROPOLITAN WASHINGTON, INCORPORATED (the Council) doing business as The American Council of Engineering Companies of Metropolitan Washington. The acronym for the Council is ACEC/MW.

SECTION B. Objective

The objectives of the ACEC/MW shall be exclusively those of a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1954, as it may be amended from time to time including to consider and act in management, business and professional matters pertaining to consulting engineering, with the object of assisting its members in achieving higher professional, business and economic standards, thus enabling them to provide better consulting engineering services in the interest of their clients, and in particular to include:

1. protecting the public welfare;
2. safeguarding the ethical standards of the engineering profession and ensuring that ethical standards are maintained by the consulting engineers in private practice;
3. promoting harmony, cooperation and mutual understanding among consulting engineers;
4. cooperating with the public bodies and other organizations in matters of common interest, and promoting professional practices for the benefit of consulting engineers, her/his clients and the general public;
5. promoting the professional and economic welfare of its members;
6. acting as a clearing house and information center among its members and providing cooperative services for their common purpose and benefit;
7. monitoring activity of state, local and national legislative and regulatory bodies impacting the interests of consulting engineers, and advising on responses by ACEC/MW and its members;
8. advancing the value and perception thereof of the consulting engineer to the public at large;
9. supporting and assisting in the advancement of the science and practice of engineering;
10. pursuing any activity that furthers the business interests of the member firms and the well being of their business league. ACEC/MW to represent those interests.

SECTION C. AREA SERVED

The area to be served by the Council shall be the Washington, D.C. Metropolitan Area, defined as the area including the District of Columbia, the state of Maryland counties, independent cities and towns within Montgomery and Prince George's Counties and the counties, independent cities and towns of Northern Virginia therein except that the Council, on behalf of its members, may pursue interests it may have elsewhere.

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SECTION D PRINCIPAL OFFICE Location

The headquarters of the Council shall be within the Washington, D.C. Metropolitan Area, as defined in Section C.

SECTION E. Duration

The Council is established in perpetuity. Any voluntary dissolution shall require a two-thirds affirmative vote of the membership at two consecutive membership meetings.

SECTION F. Affiliation

The Council and all of its full member firms (as defined in II.A.1 below) are members of the American Council of Engineering Companies (ACEC).

ARTICLE II - MEMBERSHIP

SECTION A. Membership Categories

1. FULL MEMBER FIRMS will be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose principals (proprietors, partners, managers or officers) furnish independent consulting services. Firms or corporations wholly or partially owned by a commercial or construction contracting, manufacturing, sales, public utility, holding company or other similar organizations which function as service organizations for the controlling company shall not be eligible for full membership if such ownership prejudice(s) or subordinate(s) the professional or ethical judgment of the consulting engineers. Full Member firms will:
 - a. maintain established offices in the Washington, D.C. Metropolitan Area (defined in I.C above) for the practice of consulting engineers, either as sole proprietorships, partnerships, corporations, divisions or subsidiaries furnishing consulting engineering services, provided that their officers act for them on professional policies and activities;
 - b. have one or more principals or senior level management registered as professional engineers or professional surveyors in accordance with the laws of the State or equivalent jurisdiction in which the Washington, D.C. metropolitan area office is located;
 - c. practice consulting engineering in accordance with American Council of Engineering Companies Professional and Ethical Conduct Guidelines;
 - d. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations
2. MEMBERS shall be employees of member firms. All individual employees of member firms are added to the Council's mailing list and may participate in council activities at "member rates" when the firm becomes a member firm. They shall cease to have access to such benefits when the firm ceases to be a member firm, or if they cease to be employees of the member firm.
3. LIFE MEMBERS
 - a. Shall be at least 60 years of age; and

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- b. be fully retired from active practice, and not engaged in contracting, manufacturing or any field of activity that would have rendered them ineligible for regular memberships, which they shall have held for at least ten (10) consecutive years.
- c. Retiring members from a current member firm may request Life Membership, exempting them from payment of ACEC/MW or ACEC dues as long as they remain professionally inactive.

4. COLLEGE OF FELLOWS

The Fellows, taken as a body, shall be known as The College of Fellows. Administrative direction of the College of Fellows shall be provided by the Board of Directors.

a. Fellows

- 1. Qualifications. To qualify as a Fellow, an individual shall have been a principal for not less than five (5) years of a member firm(s) which has been a member of ACEC/MW or an organization merged with an ACEC/MW Member Organization for not less than five (5) years and have served ACEC/MW or merged organization with distinction as an officer, director or active committee member, or have served a Member Organization as an officer or director, and shall have notably contributed to the advancement of consulting engineering in administrative leadership, design, science, literature, education, or service to the profession.

- b. Nominations. Candidates for fellow membership may be nominated for election to such status by two or more member firms' representatives.
- c. Elections. Approval of not less than three-quarters (3/4) of the members of the Board of Directors constitutes the election of fellow status. Fellow Membership status shall continue without dues payment.
- d. All Fellows shall have such privileges and services as may be directed by the Board of Directors.

5. AFFILIATE MEMBERS shall be limited to those sole proprietors, firms, parent firms, branch offices, subsidiaries and/or organizations which supply goods or services specified by or used in the operations of member firms and/or provide professional services of a scientific and/or technical nature complementary to the service provided, and which shall have been invited to become affiliate members by the Board of Directors.

- a. Eligible organizations may include an engineering department of a college or university whose engineering curriculum has been approved by the Accreditation Board for Engineering and Technology.
- b. Each affiliate member shall designate one principal or senior level manager to represent it as an affiliate member.
- c. Affiliate members accrue all benefits of membership, except they may not vote or hold offices. Affiliate members may chair a committee with approval of the Board of Directors. The number of affiliate members permitted to belong to the Council at any time shall not exceed 25 percent of the number of Council member firms.

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SECTION B. Admission to Membership

1. Application for membership shall be made to ACEC/MW in accordance with the procedures and fee schedule set by the Board. Applications shall be acted upon by the Membership Committee within one month.
2. The Membership Committee shall forward all properly completed applications to the Board of Directors for consideration. Approval for membership shall be by affirmative vote of a majority of the Board.
3. **Reciprocity.** A firm that is a current member of the American Council of Engineering Companies of Maryland or the American Council of Engineering Companies of Virginia; may join ACEC/MW as a Reciprocal Member Firm. Reciprocal members accrue all the benefits of membership, except they may not vote, hold offices or chair a committee and are subject to all of the following conditions:
 - 1) The firm does not have an office in the Washington D.C. Metropolitan Area as defined in I.C above.
 - 2) The firm meets all of the requirements for membership as stated in these Bylaws;
 - 3) Dues will be fifty percent (50%) of their current index number, not to exceed \$1,000.

SECTION C. Separation from Membership

1. Any member, associate or affiliate member firm may resign upon thirty (30) days written notice being given to the Chair and President. Resignations shall be effective upon fulfillment of all obligations to the date of resignation.
2. Any member, associate or affiliate member firm may be expelled from membership on the grounds of conduct contrary to the bylaws or policies of the council or prejudicial to the interests of ACEC/MW. A member firm may not be expelled until given due process and an opportunity to be heard by a Hearing Committee designated by the Board of Directors. The complaining member shall be a member of the Hearing Committee. The findings and recommendations of the Hearing Committee shall be communicated to the Board of Directors and to the member firm concerned. Expulsion, if recommended by a majority of the Board of Directors, shall require an affirmative two-thirds vote of the total eligible voting members of the Full Membership.
3. Any member, associate or affiliate member firm ceasing to fulfill the necessary qualifications listed under Article II, Section A shall be dropped from membership upon a majority vote of the Board of Directors.
4. Any full member or affiliate member firm failing to clear all arrears more than 90 days old shall be dropped from membership upon a majority vote of the Board of Directors.
5. ACEC National will be notified of all ACEC/MW Members separated from membership.

SECTION D. Voting Privileges

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1. Voting Privileges shall be limited to one vote per member firm in good standing represented in ACEC/MW. Each member firm shall designate one principal as its primary and voting representative.

ARTICLE III - DUES AND ASSESSMENTS

SECTION A. ACEC/MW Dues

1. Annual dues shall be established by the Board of Directors prior to the start of each fiscal year.
2. Annual membership dues are due in full within 60 days after presentation of the invoice. Where payment of a full year dues in advance might be a hardship, the member firm may apply to the President for a semi-annual payment plan. Terms and conditions for any exceptions to the single payment shall be approved by the Board of Directors. The Board may set a special fee for late payments or special payment plans.
3. Annual dues for new members shall begin with the quarter of their date of admission into ACEC/MW.
4. Any full member or affiliate member firm whose payments are current shall be considered in good standing and entitled to all benefits pertaining to their category of membership. Any full member or affiliate member firm which fails to pay its annual dues or any special assessment within 45 days of the due date may be dropped from membership.
5. Dues are assessed until a full member or affiliate member firms resigns or is expelled. Upon resignation or expulsion, a firm shall immediately make final payment for all dues, assessments and other expenses charged to that firm.

SECTION B. ACEC National Dues

1. ACEC/MW shall bill member firms for the National American Council of Engineering Companies (ACEC) dues and assessments, as determined by ACEC, in conjunction with annual ACEC/MW dues.
2. Any member firm which elects to pay its ACEC dues semi-annually and which fails to pay within 45 days of the due date may be dropped from membership.
3. ACEC dues are assessed until a member firm resigns or is expelled. Upon resignation or expulsion, a firm shall immediately make final payment for all ACEC dues charged to that firm.
4. Member firms who pay their ACEC National dues directly or through another member organization should supply confirmation of this from ACEC. Upon receipt of confirmation, and until notified otherwise, the payment of national dues will be waived.

SECTION C. Special Assessments

Special assessments may be levied by unanimous vote of the Board of Directors and an

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affirmative two-thirds vote of those members present or voting by proxy at a membership meeting. Payment shall be made within 60 calendar days from receipt of billing.

SECTION D. Reinstatement

Reinstatement of a full member or affiliate member firm may be made upon the payment of all arrears, plus interest at a percentage rate and reinstatement fee established and approved by the Board of Directors at a regular meeting.

SECTION E. PAC Contributions

The Board may solicit voluntary contributions from member firms to support government affairs objectives nationally or in any of the three ACEC/MW jurisdictions (DC, MD, VA) through the creation and maintenance of Political Action Committee accounts.

ARTICLE IV - MEETINGS

SECTION A. Annual Membership

The Annual Membership Meeting shall be scheduled by the Board of Directors to be held prior to the end of the fiscal year, currently June 30.

SECTION B. Regular Membership

At least two regular membership meetings shall be held each year, one of which will be the Annual Membership Meeting. The dates and locations of these meetings shall be set by the Board of Directors.

SECTION C. Special Membership

Special membership meetings may be called at any time by the Board of Directors, or by 10 percent of the members upon written request to the Treasurer or the President. Said request shall state the business to be transacted.

SECTION D. Board of Directors

The Board shall meet no less frequently than quarterly, as scheduled by the Chair. A special Board Meeting can be called by the Chair or by the written request to the Treasurer or the President of any three members of the Board of Directors. Board Meetings are open to the voting membership of the Council, and upon invitation of the Chair to others.

SECTION E. Notice of Meetings

1. Membership

Notice of a regular membership meeting shall be sent by electronic transmission to all members at least 2 weeks prior to such meeting. Notice of a special meeting shall be communicated to all members at least ten days in advance and shall specify the business to be

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acted upon. A notice shall include the agenda for the meeting.

2. Board of Directors

Members of the Board of Directors shall be notified by electronic transmission at least one week prior to a regular meeting. Notice of a special meeting shall be distributed (mail, fax, Email, phone) so as to reach Board Members not fewer than three business days prior to the meeting.

3. Committees

A designated member of the committee shall notify committee members by electronic transmission one week prior to the meeting or in less time if members are personally notified.

4. Notices, Agenda, Ballots and Proxies

Only issues included on the agenda which accompanies the meeting notice may become voting issues. The Board may send out ballots or proxies with the meeting notice to indicate the recommendation of the Board on planned voting issues and allow members who cannot attend to register their vote.

SECTION F. Quorum and Decisions

1. Membership Meeting

Members present shall constitute the quorum. Decisions shall be by majority vote of members present in person or by proxy, unless otherwise required by these bylaws.

2. Board of Directors

A majority of Board of Directors members, present in person shall constitute a quorum. Decisions shall be by majority of members present in person, unless otherwise required by these bylaws.

3. Committees

A majority of all committee members shall constitute a quorum. Decisions shall be by majority vote of members present in person.

SECTION G. Parliamentary Guide

Rules contained in the most recent edition of Robert's Rules of Order shall comprise the Council's parliamentary guide and shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of order established by the Council.

1. Standing Rules of Order

May be adopted by the Board of Directors for conduct of business as described in the parliamentary guide, providing they are not in conflict with these Bylaws.

2. Introduction of Resolutions

Any members shall have the right to address the membership at the appropriate time during any regular meeting.

3. Agenda

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No new business shall be permitted in a special meeting, nor on the published agenda for the meeting.

ARTICLE V - BOARD OF DIRECTORS

SECTION A. Duties of the Board of Directors

The Board of Directors shall: study and recommend policies concerning the Council as a whole; review and approve membership applications and nominations for chairpersons and vice chairpersons of committees; perform such duties as necessary to govern Council finances, establish the budget, and appoint an outside accounting firm to review the Council books; hire personnel it deems necessary to carry out the functions and directives of the Council within the limits of the approved budget, and otherwise supervise the administrative business of the Council.

SECTION B. Composition

The Board of Directors shall comprise four Officers, no less than four and no more than six Directors. The President shall sit on the Board in a non-voting capacity.

1. **Officers**

The Officers shall be Chair, Chair-elect, Vice Chair and Treasurer. All officers shall serve for one year.

2. **Directors-at-Large**

There shall be four to six Directors-at-Large, each to serve a three-year term commencing in successive fiscal years, i.e. one Director-at-Large shall be elected each year. When practical, one Director-at-Large shall be a representative of a member firm located in the Council Virginia counties; one a representative of a member firm located in the District of Columbia; and one a representative of a member firm located in the Council Maryland counties.

3. **National Director**

The National Director shall serve a one-year term as a member of the Board of Directors of ACEC/MW and, concurrently, as a member of the Board of Directors of American Council of Engineering Companies (ACEC). The Chair shall serve as the Alternate to the National Director on the Board of Directors of ACEC.

SECTION C. Duties of the Board Members

The duties of the Board members shall include, but not be limited to, the following:

1. **Chair**

Shall preside at all membership and Board of Directors meetings; and shall exercise responsible leadership of the business ACEC/MW; constitute committees and appoint chairs; be a signatory on Council accounts; and perform such other duties as may from time to time become necessary; delegate such roles and responsibilities as are deemed prudent to the President, all subject to the approval of the Board.

2. **Chair-Elect**

Shall fulfill the duties of the Chair in case of the absence, resignation, or death of the Chair.

3. **Vice Chair**

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Shall have such duties as assigned by the Chair or the Board of Directors.

4. **Treasurer**

Shall be responsible for the financial activities, records, and filings; be a signatory to the Council accounts and the primary financial officer of the Council; maintain all records of Council membership and history; prepare and publish meeting announcements and minutes. The Treasurer may delegate to the President such roles and responsibilities as are deemed prudent, with consent of the Board. It shall also be the responsibility of the Treasurer to acquire and maintain such bonds and insurances as to comply with current best practices and prudence in protecting the financial assets and property of the Council.

5. **Immediate Past Chair**

Shall serve as chairperson of the Nominating **Task Force**, and shall undertake such other activities as assigned by the Chair or the Board of Directors.

6. **Directors-at-Large**

The four to six Directors-at-Large shall serve as members of the Board of Directors and shall perform such duties as directed by that body.

7. **National Director**

Shall serve as a voting member of the Council Board of Directors and concurrently as a voting member of the Board of Directors of the American Council of Engineering Companies (ACEC). The National Director shall maintain a responsible balance between protection of the rights and interests of ACEC/MW at the national level and the needs of ACEC to fairly represent the business interests of all member firms.

SECTION D. Elections

Officers and Directors shall be nominated by the Nominating **Task Force** or by nominations from the floor. The Nominating Committee slate and proxy forms shall be distributed to the membership along with notice of the membership meeting at which elections shall be held. A nominee receiving the majority of votes cast by the membership in person or by proxy shall be declared elected. In the event no candidate receives a majority vote, the two nominees receiving the greatest number of votes shall be voted upon again.

SECTION E. President

1. The Board may engage a President upon approval by the ACEC/MW Board. The President shall serve continuously at the pleasure of the Board and shall manage and administer the operations and activities of ACEC/MW in accordance with sound association and fiscal management practices and procedures under the direction of the Board and the Chair.
2. The President shall prepare statements and invoices, make disbursements for authorized payments, and maintain the treasury subject to approval of the Treasurer.

SECTION F. Assumption of Duties

New Officers and Directors shall assume their duties on the first day of the fiscal year following their election.

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SECTION G. Declaring a Vacancy

An Officership or Directorship shall be declared vacant when the individual involved no longer represents a member firm or is for any reason incapable of fulfilling assigned responsibilities.

SECTION H. Filling a Vacancy

The manner in which vacated Officerships and Directorships shall be filled shall depend upon the position involved.

1. **Chair**

Shall be filled by the Chair-elect who may continue in office for the term for which s/he was originally elected.

2. **Chair-Elect or Treasurer**

Shall be filled by the Vice Chair who shall also continue to serve as Vice Chair for the remainder of the fiscal year.

3. **National Director**

Shall be filled by the National Director-elect, who may continue in office for the term for which s/he was elected.

4. **Immediate Past Chair**

If the vacancy shall occur after the work of the Nominating Committee is finished, the position shall remain vacant; otherwise, the most recent Past Chair willing to serve shall be appointed to the position by the Board of Directors.

5. **Other Positions**

If any other vacancy shall occur at any time, the Board of Directors shall appoint an individual to fill the position until the close of the fiscal year.

SECTION I. Executive Committee

An Executive Committee comprising three of the four officers shall have the full authority of the Board of Directors to render decisions needed on an urgent basis between meetings of the Board of Directors. The President may be invited to any emergency meeting. All such decisions shall be reviewed at the next regular meeting of the Board.

SECTION J. Appeals from Board Decisions

An appeal from any decision of the Board of Directors may be taken to the membership by a member. A majority vote of the members present at a regular or special membership meeting is sufficient to reverse the decision, provided a notice of such appeal shall be included in the meeting notice sent prior to the meeting.

ARTICLE VI - COMMITTEES

SECTION A. General

1. **Membership**

The committee chair shall be appointed by the Chair. Each standing committee shall consist of three or more individuals who are representatives of member firms. Members of each

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committee shall be selected by the committee chair with the approval of the Chair of the Board of Directors. The Chair and President shall be *ex-officio* members of each committee.

2. **Records**

Each committee shall prepare minutes of its meetings. Copies of minutes and any correspondence shall be forwarded to the Council President for information and archiving.

3. **Powers**

Committees shall, acting within the limits of the authority given them by Board of Directors, study problems within their jurisdiction, report on the result of such study and, if appropriate, make recommendations to the Board of Directors. All committees shall have the right to form subcommittees to expedite activities.

SECTION B. Standing Committees

Standing committees comprise those who function throughout the year to deal with commonly recurring issues. Standing committees may be established or dissolved by the Board of Directors.

1. **Membership**

Shall recommend rules for application for all classes of membership, recommend dues, review and investigate applications for all classes of membership and make recommendations to the Board of Directors. The membership committee, in conjunction with the President, shall prepare forms for and oversee the annual re-registration and re-certification process.

2. **Program**

Shall prepare programs for membership meetings, and arrange for speakers, venues and such social activities as the membership desires.

3. **Nominating Task Force**

Shall be constituted at least two months prior to the last regularly scheduled membership meeting of the fiscal year at which elections shall be held for the purpose of preparing a slate consisting of one nominee for each Officership and Directorship which is or shall be vacant for the coming year. The slate shall be transmitted to the Treasurer for inclusion in the notice of the next membership meeting during which elections shall be held. The committee shall maintain a book of job descriptions for each position. The Immediate Past Chair of the Board of Directors shall be the chair.

4. **Bylaws**

Shall periodically review the Bylaws or respond to suggestions of other committees and recommend amendments it deems appropriate. The Chair of the Board of Directors shall appoint an Officer or Director-at-large as the chair.

5. **Finance Budget**

Shall be constituted at least two months prior to the close of the fiscal year to prepare a proposed budget for the succeeding fiscal year. The Treasurer shall be the chair.

ARTICLE VII - FINANCE AND AUDIT

SECTION A. Budget

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1. The Board of Directors shall approve the budget for the next fiscal year prior to the end of the current fiscal year. In the event that a new budget is not approved, the current year budget levels shall remain in effect until a new budget is adopted.
2. All requests for budgeted funds for the following fiscal year should be submitted to the Budget Committee at least 60 days prior to the Board meeting at which the Board of Directors will consider the budget.

SECTION B. Payment of Bills

1. The Treasurer shall cause checks to be drawn to meet expenditures authorized in the approved budget.
2. Checks must be signed by any of the following: the Chair, the Vice Chair, the Treasurer or the President. No further delegation of signatory power is permitted without approval of the Board of Directors.

SECTION C. Audit

1. An audit of ACEC/MW financial operations for the year shall be prepared no less frequently than once every three years by an independent Certified Public Accountant appointed by the Board of Directors.
2. A copy of the Audit Report shall be sent promptly to all Directors, and shall be made available to members upon request.

ARTICLE VIII - ETHICS and RECERTIFICATION

SECTION A. Ethics

The Professional and Ethical Conduct Guidelines of the American Council of Engineering Companies shall be the Professional and Ethical Conduct Guidelines of the Consulting Engineers Council of Metropolitan Washington.

SECTION B Recertification

As part of the annual membership renewal process, each member shall certify that it continues to meet membership criteria requirements and that it intends to continue to comply with the Professional and Ethical Conduct Guidelines of the Council.

ARTICLE IX- INDEMNIFICATION

Individuals when serving as Officers and Directors of ACEC/MW shall act on behalf of the Council and in accordance with existing bylaws, policies and regulations. The Council shall maintain an appropriate insurance policy, or bond indemnifying ACEC/MW, the Officers and Directors, and other appointed officials of ACEC/MW with respect to any misuse or misappropriation of funds or property by officers or employees of ACEC/MW.

ARTICLE X - AMENDMENTS

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SECTION A. Procedure

Any proposed amendment shall be prepared by the Bylaws Committee and submitted to the Board of Directors for review. Amendments approved by the Board of Directors shall be transmitted to the entire membership along with the explanation of each proposed amendment in conjunction with the meeting at which such amendment(s) will be voted upon.

SECTION B. Adoption

Amendments to these Bylaws may be adopted at any regular or special membership meeting.

SECTION C. Effective Date

Amendments shall take effect when adopted, unless otherwise specified.