

# **THE BYLAWS OF THE MICHIGAN SOCIETY OF PROFESSIONAL SURVEYORS**

## **ARTICLE I NAME AND PURPOSES**

SECTION 1. NAME. The name of this non-profit Corporation is Michigan Society of Professional Surveyors.

SECTION 2. PURPOSES. The purposes of this Corporation shall be to promote common good and welfare of its members in their activities in the profession of surveying, to promote and maintain the high standards of professional practices and ethics, to promote uniformity of practice, to discourage unethical and illegal practices and professional abuses, to promote public faith and dependence in services rendered by members of this organization, and to extend and supplement the means and objectives of this Society. The organization shall be non-political (to the extent limited by Article VII) and non-sectarian, and shall receive and administer funds from its members or donors to carry out the foregoing purposes. The organization shall have authority to acquire, lease or otherwise obtain land, building, equipment or office space for administrative purposes.

## **ARTICLE II MEMBERSHIP**

SECTION 1. CLASSIFICATION. The members of the Corporation shall be classified as follows:

- A. Professional Member
- B. Associate Member
- C. Affiliate Member
- D. Student Member
- E. Life Member
- F. Honorary Member
- G. Fellow Member
- H. Sustaining Member
- I. Firm Member

SECTION 2. QUALIFICATIONS AND PRIVILEGES.

**A. PROFESSIONAL MEMBER.** A Professional Member of the Corporation shall be limited to Professional Surveyors in good standing with the Michigan State Board of Professional Surveyors, and whose membership is recommended by a Professional Member and approved by a majority of the Board of Directors of this Corporation. A Professional Member shall be eligible to vote as hereinafter provided and shall be entitled to hold any office as hereinafter provided. A member of this classification shall join and pay dues to a MSPS Chapter if the member resides within the State of Michigan.

**B. ASSOCIATE MEMBER.** A Associate membership may be granted, upon application and being recommended by a Professional Member, and with the approval of the Board of Directors to those individuals fulfilling one of the following requirements:

1. Being approved to write Part 1 of the Michigan Professional Surveyor

examination.

2. Employed under the supervision of a Professional Surveyor for a period of not less than four (4) years.
3. Is licensed or registered and in good standing as a Professional Surveyor in any state of the United States, other than Michigan, or in any province of Canada.

A Associate member shall have all rights of a Professional Member except the right to vote and/ or hold office. Associate members shall, at such time as they become Professional Surveyors in good standing with the Michigan State Board of Professional Surveyors, become Professional Members without further vote of the Board of Directors of this Corporation. A member of this classification shall join and pay dues to a MSPS Chapter if the member resides within the State of Michigan.

**C. AFFILIATE MEMBER.** A Affiliate membership may be granted upon application and being recommended by a Professional Member, and with the approval of the Board of Directors to those individuals expressing interest in professional surveying and not qualified under any of the categories of associate membership. A Affiliate member shall have all rights of a Professional Member except the right to vote or hold office. A member of this classification shall join and pay dues to a MSPS Chapter if the member resides within the State of Michigan.

**D. STUDENT MEMBER** A student membership may be granted to any full-time college student enrolled in a course of study leading to a degree in surveying, upon application with certificate of full-time student status, and being recommended by a Professional Member, and with approval of the Board of Directors. A student member shall have all rights of a Professional Member except the right to vote or hold office.

A student member shall, upon receipt of a baccalaureate degree in surveying, become a Associate member without further vote of the Board of Directors of this Corporation. A student member shall, upon receipt of a two-year degree in surveying, become a Affiliate member without further vote of the Board of Directors of this Corporation.

**E. LIFE MEMBER.** Upon application to the Board of Directors of this Corporation, any Professional Member who has attained the age of sixty five (65) and has been a Professional Member for twenty (20) continuous years immediately preceding attainment of age 65 shall be eligible to apply for a life membership in this Corporation. A Professional Member applying for membership as a life member shall be eligible to become a life member with the approval of the Board of Directors of this Corporation.

Any other Professional Member not meeting the requirements set forth in the foregoing paragraph may be eligible to apply for a life membership but such application shall require the approval of two-thirds (2/3) of the Board of Directors of this Corporation. Life members shall be furnished with a life membership card, pin and certificate and such membership shall take effect upon approval by the Board of Directors.

Life members shall not be subject to payment of dues, but shall enjoy all the rights and privileges of Professional membership in this Corporation.

**F. HONORARY MEMBER.** Any Professional Member of the Corporation may propose the name of any individual to the Board of Directors for honorary membership to the Society. The individual proposed for membership may or may not be a Professional Surveyor but shall be chosen for contributions either to the professional interest of the Society or by such acts of distinction to the government or the people. Such designation requires the approval of two-thirds (2/3) of the Board of Directors, whereupon the Secretary shall notify the person of the attainment.

Honorary members shall be exempt from payment of any dues and shall be entitled to all privileges of Professional Members, except the right to vote or hold office.

**G. FELLOW MEMBER.** A fellow member status may be granted upon a Professional Member of the corporation having met the following criteria that shows exemplary dedication and purpose towards the advancement of the surveying profession.

These criteria may include:

- Twenty (20) years of service to MSPS as a Professional Member
- Serving as a member of the MSPS Board of Directors
- Serving as a MSPS State Committee Chairperson
- Exhibiting leadership in national and international surveying organizations.
- Involvement in Licensure Board activities
- Leadership in other boards or organizations that benefit the surveying profession

Candidates for Fellow Member status need to be recommended in writing by three MSPS Professional Members and submitted to the MSPS Past Presidents= Committee by November 30 each year for review of compliance with Fellow Member requirements. The Past Presidents= Committee has the option to make recommendations of additional individuals for consideration. The Past Presidents' Committee shall report their recommendations to the Board of Directors at the board's January meeting. It is recommended that the Past Presidents' Committee submit a list of candidates containing approximately one percent (1%) of the total professional members of the corporation for consideration by the Board of Directors.

The Board of Directors shall vote on recommended candidates being granted fellow member status at their January board meeting. Candidates must receive a minimum of a two-thirds (2/3) majority vote of the full Board of Directors. Candidates granted fellow member status shall be honored in the Michigan Professional Surveyor.

Fellow Members shall be furnished with a Fellow Member card, pin, and certificate and shall be recognized at each annual meeting banquet they attend. They shall also have their name noted on a recognition plaque to hang in the central office.

Fellow Members shall not be subject to any extra payment of dues, but only those of their current membership classification and shall enjoy all the rights and privileges of professional membership in this corporation. A fellow member shall not be entitled to other than a regular vote as a professional member of this corporation.

**H. SUSTAINING MEMBER.** A sustaining membership may be granted upon submission of an application and approval of the Board of Directors, to those individuals, partnerships or corporations, who or which are engaged either in the manufacture or distribution of surveying instruments or equipment, or in the compilation or reproduction of maps, or in the performance of services for professional surveyors. A sustaining member shall not have the right to vote or hold office.

I. **FIRM MEMBER.** A single proprietorship, partnership or corporation which earns part of its annual income from the practice of professional surveying and which complies with Section 2010 of the Occupational Code, being Act 299, PA 1980, as amended, may apply for Firm membership.

A principal in the firm must be a full member of the Michigan Society of Professional Surveyors. A firm member shall not be entitled to other than the regular vote as a full member of this Society. A firm member shall be entitled to a representative member or an alternate representative to the Proprietor's Council Committee of MSPS. The representative shall be a principal of the member firm, a Professional Surveyor and a Professional Member of MSPS in good standing. The representative or alternate shall be designated, in writing by the member firm.

The alternate representative shall be a principal of the member firm and shall be a licensed design professional.

SECTION 3. **DUES.** The annual dues for each category of membership shall be fixed annually by the Board of Directors and such dues shall be paid annually to the Treasurer, which shall include the official publication, "**The Michigan Professional Surveyor**" newsletter. Membership dues shall become payable January 1 of each year.

Any member who shall fail to pay dues within ninety (90) days after such shall become due and payable shall be notified by the Corporation of such delinquency. The Board of Directors may, at its discretion, suspend members becoming unreasonably delinquent and may reinstate delinquent members.

Honorary and life members shall not be subject to the payment of any dues assessed under the provision of this Section.

SECTION 4. **EXPULSION, RESIGNATION, SUSPENSION.** Any member may resign by giving written notice of such intention to the Secretary of the Corporation, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after it is received. Any member may be suspended for a period or expelled for cause, such as violation of any of the Bylaws or rules of this Corporation or for conduct prejudicial to the best interests of the Corporation. Such suspension or expulsion shall be by two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been mailed to the member at his last known address fifteen (15) days before final action is taken thereon. This notice shall be accompanied by a notice of the time when and the place where the Board of Directors is to take such action. Any Professional Surveyor who fails to remain in good standing with the Michigan State Board of Professional Surveyors shall automatically be expelled from this Corporation thirty (30) days after notification by the Board of Directors without further action of the Board of Directors.

### **ARTICLE III** **MEMBERSHIP MEETINGS**

SECTION 1. **ANNUAL MEETING.** A annual meeting to be known as the "Annual Meeting" shall be held each year and shall be for the transaction of such business as may properly be brought before the meeting. At such Annual Meeting, fiscal reports shall be given and reports of the work of the Corporation for the past year given by the President or directed by them.

SECTION 2. **SPECIAL MEETINGS.** Special meetings of the members may be called by the President or Vice President or Secretary and should be called by the President, Vice President or

Secretary at the direction of the Board of Directors, or at the request in writing of at least one tenth (1/10) of voting members of the Corporation. Such meetings shall be held at the offices of the Corporation in the city of Lansing, Michigan, unless otherwise directed by the President or the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within the State of Michigan. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

SECTION 3. NOTICE OF MEETING. Notice of the time, place and the purpose of each meeting, including the Annual Meeting of the members, signed by, or in behalf of the President or a Vice-President or the Secretary, and stating the authority upon which issued, shall be served either personally or by mail upon each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting; provided no notice of adjourned meetings need be given. If mailed, the notice shall be directed to each member entitled to notice at his address as it appears on the records of the Corporation unless he shall have filed with the Secretary thereof a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such further notice shall be given as may be required by law.

SECTION 4. QUORUM. The presence in person or by proxy of members holding ten (10%) percent or more of the voting power of the Corporation shall, except as otherwise provided by law or by the Articles of Incorporation of this Corporation, as from time to time amended, constitute a quorum at all meetings of the members; whether or not a quorum is present, a majority of the members so present or represented may adjourn the meeting from time to time to a future date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. CONDUCT OF MEETINGS. Meetings of the members shall be presided over by the President or, if he is not present, by a Vice President or, if none of the Vice Presidents are present, by a Chairman to be chosen at the meeting. The Secretary or an Assistant Secretary of the Corporation, or in their absence, a person chosen at the meeting, shall act as Secretary of the meeting. On all matters coming to a vote, each member shall be entitled to one vote and all questions shall be decided by a majority vote of the members present or represented at the meeting, unless otherwise provided by law, the Articles of Incorporation, or by these Bylaws. All meetings shall be conducted in accordance with Roberts' Rules of Order.

#### ARTICLE IV NOMINATIONS AND ELECTIONS OF BOARD OF DIRECTORS

SECTION 1. NOMINATIONS. The President shall appoint a Nominations Committee to be composed of two past Presidents, one of whom shall be named Chairman, and the Presidents of the Chapters of the Corporations, or their authorized delegate, each of whom declares they do not seek a directorship for the elective year in question.

The Nominating Committee shall nominate one or more members for each directorship position that is vacant as a result of expirations of terms, deaths, resignation, or other cause. Said slate shall be reported to the Board of Directors at its first meeting in September of each year.

Any member of the Corporation in good standing may be nominated as a candidate for Director by petition signed by at least fifteen (15) voting members in good standing and received by the Secretary no later than the last working day in September.

The Board of Directors shall accept nominees for the ballot at the first meeting in October.

SECTION 2. ELECTIONS. Letter ballots, bearing the names of the nominees, and space for write-ins, together with a return envelope, shall be mailed by the Secretary to all voting members by November 1. Only ballots returned to the Secretary at the Corporation's executive offices and postmarked prior to December 1 shall be canvassed, such date to be specified on the ballot. The unopened ballots shall be delivered to a three-person Tellers' Committee appointed by the President, none of whom shall be a nominee for office. The Tellers' Committee shall count the votes cast for Directors and shall determine, based upon which nominee received the greatest number of votes cast, which of the nominees shall fill the vacant directorship position. In the event the tally would create more than two Directors residing in the same County, then the nominee receiving the greatest number of votes between such nominees shall become Director. The results of the tally shall be reported by letter to the Board of Directors. Each nominee, and the Secretary of each Chapter shall be notified by the executive offices of this Corporation, within five (5) days after the ratification of the Tellers' Committee report to the Board of Directors.

The Board of Directors is authorized and empowered to make rules and regulations covering nominations and elections, not inconsistent with these Bylaws.

SECTION 3. ASSUMPTION OF DUTIES. The newly-elected Board of Directors shall assume its duties immediately upon formal closing of the Annual Meeting.

## ARTICLE V BOARD OF DIRECTORS

SECTION 1. DUTIES OF BOARD OF DIRECTORS. The Board of Directors shall have vested in it the government of the Corporation and its control of the Corporation's property. It shall adopt rules for the conduct of its business and the activities of the Corporation.

SECTION 2. NUMBER AND TERM OF OFFICE. The Board of Directors shall consist of the immediate past President of the Corporation and not less than eleven (11) members elected at large, no more than two (2) of whom shall reside in the same County, plus Chapter representatives as provided for in Article XI.

In annual elections, four (4) or three (3) shall be elected for three (3) years, and it is the intent of this provision that four (4) or three (3) members shall be eligible to change on the Board of Directors each annualized period.

It is further acknowledged that the immediate past President shall serve as a member of the Board of Directors, as past President.

A representative of the Survey Technician Council shall be seated as an ex-officio member of the Board. The Michigan representative to the National Society of Professional Surveyors (NSPS) Board of Governors, unless the position is held by a Society Director, shall be seated as an ex-officio member of the Board. The Michigan Participating Organization Liaison Council (POLC) Representative to the National Council of Examiners for Engineering and Surveying (NCEES), unless the position is held by a Society Director, shall be seated as an ex-officio member of the Board. Ex-officio Board members cannot vote nor hold office.

SECTION 3. QUORUM. The President, or a Vice President, and any other eight (8) Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise may be specifically required by other sections of these Bylaws. A Director may participate in a meeting

by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at a meeting. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been attained.

SECTION 4. NO VOTING BY DIRECTOR HAVING INTEREST. No Director having any personal interest which might conflict with the interest of the Corporation in any matter coming before its Board of Directors shall vote as a Director in such matter.

SECTION 5. ACTION BY UNANIMOUS WRITTEN CONSENT. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, either before or after the action is taken, such action shall be valid corporate actions as though it had been authorized at a meeting of the Directors and the written consent shall be filed with the Minutes of the proceedings of the Board of Directors.

SECTION 6. VACANCIES. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, increase in the number of Directors or otherwise, a majority of the Directors then in office, though less than a quorum, may fill such vacancy at any meeting, and the person so elected shall be a Director until his successor is elected by the members at the next annual election of Directors by the members, or at any special meeting duly called for that purpose and held prior thereto. The resignation of a Director shall be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, with or without cause, by a majority vote of the members of the Corporation, or by a vote of a majority of the remaining Directors, as the case may be.

SECTION 7. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without notice at such times and at such place within or without the State of Michigan as may from time to time be determined by a resolution of the Board.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time or place upon a call of the President or a Vice President or by the President, a Vice President or Secretary at the direction of not less than two (2) Directors then in office. Oral, telegraphic or written notice of the time, place and purpose of all special meetings of the Board shall be duly served on or sent, mailed or telegraphed to each Director not less than two (2) nor more than thirty (30) days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all the Directors are present, or if those not present waive notice of the time, place and purpose of such meeting by telegram, radiogram, cablegram, or other writing, either before or after the holding thereof.

## ARTICLE VI OFFICERS

SECTION 1. ELECTION. The Board of Directors shall hold an organizational meeting in the month of January each year to elect from the Board of Directors a President, First Vice President, Second Vice President, Secretary and Treasurer. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the Corporation.

SECTION 2. TERM OF OFFICE. The term of office of all officers shall be one year or until their respective successors are chosen, but any officer may be removed from office at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, whenever in its judgment

the business interests of the Corporation will be served thereby.

The Board of Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

SECTION 3. THE PRESIDENT. The President shall preside at all meetings of the membership and the Board of Directors, except that they may appoint a temporary Chairman at any special meeting or part of such meeting. The President shall be the principal officer of the Corporation and guide its functions. They shall provide the Secretary with a copy of all official correspondence, which they may conduct for the permanent records of the Corporation.

SECTION 4. FIRST AND SECOND VICE PRESIDENTS. The First and Second Vice President, in the order designated by the Board of Directors or, lacking such designation, by the President, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 5. THE SECRETARY. The Secretary shall be the custodian of the records and the books of the Corporation, except the accounts of the Treasurer. They shall conduct the official correspondence of the Corporation under the direction of the Board of Directors and maintain a file of all such correspondence. They shall prepare reports of all meetings of the Corporation or its Directors and perform such other duties as the Board of Directors may direct. In the absence of the Secretary, an acting Secretary shall be appointed.

SECTION 6. THE TREASURER. The Treasurer shall be the custodian of all funds. The Treasurer or designate shall keep books and accounts of the receipts and expenditures of the funds and render financial statements from time to time as directed by the Board of Directors. The books of the Treasurer shall be audited annually by such auditors as may be selected by the membership or, lacking same by the Board of Directors and the last of such audits shall be submitted to the membership at the next annual meeting.

SECTION 7. THE EXECUTIVE DIRECTOR. The Board of Directors may, from time to time, elect from its members or otherwise an Executive Director in addition to the regular Secretary who shall report and be responsible directly to the President of the Corporation.

SECTION 8. OFFICERS' BONDS. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors. The Corporation will assume all costs incurred by the officers in attaining such bonds.

SECTION 9. NSPS GOVERNOR  
The Board of Directors shall appoint a representative to the National Society of Professional Surveyors (NSPS) Board of Governors. The Governor shall be a Professional Member. The term of office shall be three (3) years. The Governor will represent the Society's positions and interests to the National and report national issues and positions to the Board. The term of office shall run in accordance with Article IV, Section 3. The position of Governor will be subject to Article V, Section 6, except the position will not be subject to general membership election.

**ARTICLE VII**  
**GENERAL**

The following provisions shall apply to the activities and operations of this Corporation:

- (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent the Corporation from qualifying (and continuing to qualify) as a Corporation described in Section 501(c)(6) of the Internal Revenue Code, nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Michigan, or any other jurisdiction where its activities are carried on.
- (b) The Corporation shall not engage in the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office; nor shall a substantial part of the activities of the Corporation be in connection with any attempt to influence the general public, or segments thereof, with respect to legislative matters, elections or referendums.
- (c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of the Corporation shall be used for, accrued to, or fall to the benefit of any member or private individual within the meaning of Section 501(c)(6) of the Code.
- (d) No compensation or payment shall ever be paid or made to any member, officer, or Director of the Corporation, except as is reasonable for expenditures or services actually made or rendered to or for the Corporation and with approval of the Board of Directors.
- (e) In the event of dissolution of the Corporation, the remaining assets, if any, shall be distributed to an organization or organizations organized for the same or similar purposes as the Corporation.

## ARTICLE VIII COMMITTEES

SECTION 1. GENERAL PROVISIONS. The Board of Directors shall determine the standing and special committees of the Corporation which shall be constituted and shall define the powers and duties of same, and it may at any time abolish any standing or special committee so constituted.

SECTION 2. APPOINTMENT OF COMMITTEES. The President shall appoint the members of all committees and designate the Chairman of each and instruct such committees in their duties. Meetings of committees may be called at any time by the President or the Chairman of the Committee.

SECTION 3. REPORTS. All Committees shall make reports to the Board of Directors, or at any meeting of the Corporation, when requested by the President, and such reports may be required to be in writing.

## ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

To the extent permitted by applicable Michigan law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than action by or in the right of the Corporation, by reason of the fact that they were a Director, officer, employee or agent of the Corporation).

## ARTICLE X SUBORDINATE CHAPTERS

SECTION 1. Any twenty (20) Professional Members of this Corporation may form a subordinate chapter with separate Bylaws which must be in conformance with this Corporation's Bylaws and such subordinate chapter shall have its separate officers, separate dues, and shall generally be confined to a geographical area. Such subordinate chapter must submit an application for approval by the Board of Directors of this Corporation.

SECTION 2. The Corporation may allow to be established an Auxiliary. Their purposes shall be consistent with Article I, Section 2. Their Bylaws, and any amendments thereto, shall be submitted to the Board of Directors of this Corporation for approval.

SECTION 3. The Corporation may allow special groups to be established. Their purposes shall be consistent with Article I, Section 2. Their Bylaws, and any amendments thereto, shall be submitted to the Board of Directors of this Corporation for approval.

**ARTICLE XI**  
**CHAPTER REPRESENTATIVE**

Each Chapter shall select from its Professional Members one (1) representative to serve on the Board of Directors of this Corporation for a period of one (1) year who shall serve concurrently with the regular Board of Directors. The selection of a member by the Chapters shall be either made by its Board of Directors or by its general membership, as each Chapter shall determine. Each Chapter Representative on the Board of Directors shall be a member of said Board having inherent voting powers similar to other members elected by the general membership of the Corporation, and shall be eligible to be elected as an officer of said Board.

**ARTICLE XII**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st of December of each year.

**ARTICLE XIII**  
**AMENDMENTS**

SECTION 1. AMENDMENTS, GENERALLY. These Bylaws may be altered or repealed or new Bylaws may be adopted in lieu thereof:

- (1) by the affirmative vote of a majority of the members present or represented at any annual meeting of members or any special meeting of members, if a notice of the proposed alterations, repeal or substitution be contained in the notice of such annual or special meeting; or
- (2) by the affirmative vote of a majority of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board; if notice of the proposed alteration, repeal or substitution be contained in a notice to the membership and Directors at least ten (10) days prior to such annual or special meeting; provided, however, that the Board of Directors shall not make or alter any Bylaws affixing their number, qualification, classifications or term of office; or
- (3) letter ballots, together with a return envelope, shall be mailed by the Secretary to all voting members by the first of the month immediately following approval by the Board of Directors. Only ballots returned to the Secretary at the Corporation's Executive Offices and postmarked prior to the end of that month

mailed shall be canvassed.

**SECTION 2. AMENDMENTS RELATING TO THE BOARD OF DIRECTORS.**

Should any amendments to the Bylaws relating to the number, qualifications, classifications or term of office or powers of the Board of Directors be proposed by a Director or member of the Corporation, it shall first be submitted to the Board of Directors and upon its approval submitted to the next annual meeting of members for ratification of the Board's approval, or submitted to the members at a special meeting of the members as called by the Board of Directors, as provided in Article III of these Bylaws.

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Revisions as approved by Board of Director or membership ratification.

February 3, 1978

March 4, 1981

June 4, 1983

December 3, 1983

September 7, 1985

August 29, 1987

February 19, 1993

February 21, 1997

July 30, 1999

May 2, 2002

July 6, 2006