

# **Bay Area Aero Club, Inc.**

## **Bylaws**

Revised as per the vote at the General Membership Meeting of September 17, 2013

### **ARTICLE I - PURPOSE**

Section 1. This organization is incorporated under and by virtue of the laws of the State of Texas, and shall be known as the Bay Area Aero Club, Inc.

Section 2. The Bay Area Aero Club, Inc. (referred to hereafter as the Club) is a nonprofit membership corporation dedicated to the promotion of general aviation, and to providing its members with safe flying at the lowest possible cost. The primary objectives of the Club are to conduct ongoing programs in aviation safety and instruction, and to promote sport aviation.

### **ARTICLE II - MEMBERSHIP**

#### Section 1. New Members

a. Membership is open to all persons, except that the signature of a parent or legal guardian, accepting financial responsibility, is required for all applicants below legal age.

b. Application for membership shall be made to the Secretary. A signed application constitutes an acknowledgment that the applicant agrees to read and fully abide by the Club Bylaws and Procedures upon receipt, and guarantees payment of all Club dues and assessments. The Secretary, along with the President, will approve or reject the membership application. If the applicant is not approved by both, the applicant may request a review by the Board of Directors. An application submitted by a person whose membership has previously been terminated pursuant to Section 3, paragraph c, subparagraph 3 of this Article shall not be approved except by a vote of the Board of Directors or by a vote of the Club membership.

c. Approved applicants shall be given a Club orientation. At the time of the orientation, applicants shall be given a copy of the Bylaws and Standard Operating Procedures. An initiation fee and initial deposit of Club dues (to be determined by the Board of Directors) shall be paid by the applicant at the time of the orientation.

d. A one-time, one-day trial membership is available to non-pilot prospective members. The trial member may receive an introductory flight lesson, from an authorized Club instructor, to determine whether he/she wishes to receive flight instruction in the Club. The fee for a trial membership shall be established by the Board of Directors and may be applied to the Club initiation fee, if the trial member should decide to join the Club. Trial members as defined herein are not subject to paragraphs "b" and "c" of this Section.

## Section 2. Membership Limitations

- a. Club membership shall be limited by the Board of Directors.
- b. No membership shall be transferred, sold, pledged, or assigned.

## Section 3. Membership Terminations

- a. A member may resign from the Club by written notice to the Treasurer and payment of any outstanding dues and other assessments.
- b. If a member fails to pay his/her bill by the day designated by the Treasurer on the bill, the Treasurer shall notify the member of his/her delinquency via email, and the member will not be allowed to schedule any aircraft until the bill is brought current. If the bill remains unpaid on the last day of the month following the date of the last billing, the member shall be considered “not in good standing” for purposes of voting at elections or standing for office in the club. In the event a member questions the amount of the bill, he/she must contact the Treasurer and attempt to resolve the issue, but the member will not be allowed to schedule any aircraft while the bill is unpaid and the dispute is unresolved. Nothing in this section shall limit the remedies of the club to seek payment of the bill under Section 6b of these bylaws.
- c. A member may make a complaint that another member has engaged in conduct or action detrimental to the objectives or interests of the Club, or has violated one or more of the Bylaws or Standard Operating Procedures of the Club. Any such complaint must be in writing and must be presented to the Board of Directors and to the Secretary.

The Board of Directors, upon being presented with such a written complaint, may make inquiry and investigation of the subject matter of the complaint. The Board may request additional information or clarification on matters related to the complaint from the member who brought the complaint, from the member against whom the complaint has been made, from other Club members, or from other sources. The Board may either take action, or decline to take action, on the written complaint. If the Board decides to further consider, investigate, or take action on the complaint, the Secretary shall send a copy of the written complaint to the member against whom the complaint has been made. The Board, at any time during its investigation or consideration of the complaint, may determine to drop or conclude the matter without further action or consideration, in which event the Secretary shall notify the member that the matter has been dropped or dismissed by the Board.

The Board, at any time during its investigation or consideration of the complaint, may, by majority vote, temporarily suspend the member’s aircraft scheduling privileges during the pendency of the further investigation, consideration, or action on the complaint. Such temporary suspension of the member’s aircraft scheduling privileges during such period of investigation and consideration by the Board may not exceed a period of fifteen (15) days, except that the Board may, by majority vote, extend such period of temporary suspension for an additional fifteen (15) day period. Such temporary suspension of aircraft scheduling privileges for the member does not mean that the member is not in good standing for other purposes.

The member against whom the complaint has been brought may submit to the Board a written response to the complaint within seven (7) days after having been notified by the Secretary of the complaint. The Board may request that the member provide a written response to the complaint or to specific items in the complaint within a specified number of days or by a specific date, with such time period provided for a written response to be not less than seven (7) days, and the Secretary shall notify the member of such request.

The Board may place on its agenda or schedule a time to hear and consider arguments and evidence in support of and in defense against the complaint during any regularly scheduled meeting of the Board of Directors or at a special meeting of the Board called for such purpose, and the Secretary shall notify the member against whom the complaint has been brought of the date, time and place of the meeting of the Board of Directors at which the matter will be heard and considered, with such notice sent by the Secretary to the member at least ten (10) days prior to the date of the meeting of the Board for which the matter is scheduled. The member, or counsel representing the member, shall be allowed a reasonable amount of time to present evidence and argument in connection with the complaint. The Board of Directors, after having heard and considered the matter, may either decide to take no further action, or may take such action as it determines to be appropriate and in the best interests of the club, including, but not limited to, by reprimanding the member, imposing of a period of suspension, or otherwise imposing discipline, fine or sanctions on the member for conduct detrimental to the objectives or interests of the Club or for violation of the Club Bylaws or Standard Operating Procedures. A vote by four (4) members of the Board of Directors is required to terminate the membership in the Club of the person against whom the complaint was brought, and upon such vote the person shall be dropped from the membership rolls of the Club.

#### Section 4. Membership Fees

- a. All new members shall pay an initiation fee which is to be set by the Board of Directors and published in the current SOP's.
- b. All members, except Directors, must pay monthly dues as set by the Board of Directors and published in the current SOP's.
- c. The parents, spouse, or children of a Club member (whose permanent address is the same as the member's) may join the Club by submitting an application and pre-paying one or more months' dues (to be determined by the Board of Directors); however, there shall be no initiation fee and monthly dues will be adjusted to the family rate as determined by the Board of Directors.
- d. Initiation fees and monthly dues are non-returnable.

### Section 5. Membership Status

- a. A member who has submitted a completed, accurate application which has been accepted per Section 1b of this Article, and who does not fall within another status of this Section, shall be considered a member "in good standing."
- b. A member "in good standing" must maintain a current mailing address, email address, and phone number in accordance with procedures established by the Board of Directors. All official correspondence may be by either mail or email.
- c. A member "in good standing" may request to be placed in an "inactive" status. An "inactive" member shall not be liable for Club dues not accrued. The inactive period must be greater than two (2) months. Any member who has been inactive for a period of two (2) years will be considered as having resigned from the Club. An "inactive" member may not operate any Club aircraft, vote in Club meetings, or hold any Club office. Reinstatement to "in good standing" shall commence with the prepayment of one month's dues. Requests for change to "inactive" or "in good standing" status shall be made to the Treasurer.

### Section 6. Remedies

- a. No member may exempt himself/herself from liability for his/her contribution (represented by monthly dues) toward the expenses of the Club by waiver of the use or enjoyment of Club facilities.
- b. The Club may enforce collection of delinquent dues or other charges through collection agencies or by suit at law for a money judgment, and the expenses incurred shall be chargeable to the member in default. A member in default of his/her obligation to the Club, as set forth herein, shall not be entitled to operate any Club aircraft, vote at any meeting of the Club, or hold any Club office so long as such default is in existence.

## **ARTICLE III - BOARD OF DIRECTORS**

### Section 1. Responsibilities

- a. The powers, business, and property of the Club shall be exercised, conducted and controlled by a Board of Directors. The Board shall consist of five (5) Directors. The President shall be the only officer of the Club who may serve on the Board of Directors.
- b. Each member of the Board of Directors shall serve without financial interest, or reward, except as otherwise provided in these Bylaws

c. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and leased equipment, and to do and perform, or to cause to be done and performed, any and every act which the Club may lawfully do and perform. Any expenses for which more than one thousand dollars (\$1,000.00) is to be spent or committed in a single transaction (excluding emergency Club House repairs, insurance, airport services, taxes assessed, charged, levied, or imposed by Federal, state, county, and municipal taxing agencies such as the Internal Revenue Service and the Comptroller of the State of Texas, and aircraft owner revenue), shall be approved by the membership following the procedures of Article IV.

d. The Chairman of the Board shall preside over all BOD meetings.

e. The Board of Directors shall cause to be kept a complete record of all its acts and the proceedings of its meetings, and to present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Club.

f. The Board of Directors shall appoint the Club Officers within six weeks following the annual election in accordance with Article V and the Officers shall take office by the first of the month following appointment by the Board. The President must be selected from one of the elected Board of Directors and shall be appointed along with the Chairman of the Board at the first meeting of the newly elected Board of Directors.

g. The Board of Directors may remove any officer at any time by the vote of a majority of the Directors at a Board meeting. A replacement for any Officer so removed shall be appointed by the Board as established in Article V, paragraph 9b.

#### Section 2. Election of Directors

a. A nominating committee of three members shall be appointed by the President at the July membership meeting. The nominating committee shall ascertain which members are eligible for, and willing to serve as Directors. The Treasurer and Secretary shall make available to the nominating committee such records as may be required to determine eligibility. The names of such candidates shall be published in the August newsletter and announced at the August membership meeting, at which time additional eligible members may be nominated by any member "in good standing." Such nominations must be seconded by another member, and the nominee's willingness to serve must be positively known. The names of all nominees shall be published in the September newsletter, which shall be sent in time to reach each member, at least five days before the September membership meeting.

b. At the annual meeting of members, Directors shall be elected. The candidates receiving the greatest number of votes shall serve as Directors for a one-year term commencing with the next Board of Directors meeting.

c. Elections for Directors shall be by secret ballot. Any candidate receiving votes on a majority of the ballots cast shall be deemed elected. If additional ballots are required after any vote, the candidate with the lowest number of votes shall be eliminated from subsequent ballots. Balloting shall continue until five Directors have been elected.

d. In the event of a vacancy on the Board, the remaining Directors shall fill such vacancy by appointing an eligible Club member. If two or more vacancies occur within a four week period, the additional vacancy shall be filled by vote of the members at a meeting duly called, in accordance with the voting procedures set forth above. A Director so designated shall complete the term of office of the replaced Director.

### Section 3. Removal of Directors

a. The entire Board of Directors, or any individual Director, may be removed from office by a majority vote of the members at a meeting called for this purpose in accordance with paragraph "b" of this Section.

b. Any member who feels that a Director is unfit to hold his/her position may initiate removal proceedings by submitting a written petition, detailing the reason(s) for the proposed removal to the Chairman of the Board. A Board meeting shall be convened within two weeks to discuss and vote upon the removal petition. Each Board member's vote shall be published in the next newsletter.

c. Written notice of the proposed removal shall be sent in time to reach each member at least seven days before the meeting at which the vote for removal is taken. Such notice shall include the removal petition and any response made by the Director(s).

d. The membership shall vote on the proposed removal at the next membership meeting.

e. Any Director shall be removed from the Board automatically when he/she is not a member "in good standing" or has requested to be placed in an "inactive" status.

f. Any Director shall be removed from the Board automatically if he/she shall fail to attend two consecutive Board meetings without good cause as determined by the remainder of the Board.

## **ARTICLE IV - VOTING**

### Section 1. Eligibility

a. Only members "in good standing" shall be eligible to vote at regular and special membership meetings of the Club.

b. Each member shall have one vote. Votes of a member may be made in person or by absentee ballot. Absentee ballots may be mailed to the club billing address, or emailed to the President or Secretary in person to be voted at the meeting.

## Section 2. Quorum

- a. The presence in person or by absentee ballot of one quarter of the members of the Club "in good standing" shall be necessary to constitute a quorum for the purpose of ratification, revision, or repeal of the Bylaws.
- b. The presence in person or by absentee ballot of one tenth of the membership of the Club "in good standing" shall be necessary to constitute a quorum for the transaction of any other business.

## Section 3. Voting

- a. After a quorum is reached, a simple majority of the members voting at a meeting is necessary for the adoption of any motion or the election of a member of the Board of Directors.

# **ARTICLE V – OFFICERS**

## Section 1. General

- a. The executive office of the Club shall have a President, a Secretary, a Treasurer, a Chief Maintenance Officer, a Chief Instructor, a Safety/Activities Officer, a Member Advisor and an Owner Advisor. Other committees and committee chairmen may be appointed by the President to serve in the best interest of the Club. The Board may appoint such other assistant officers as it may deem advisable. Club executive officers, at their discretion and under their supervision, are authorized to utilize volunteer assistance from any club member in good standing.
- b. All Officers shall hold office for one year or until their successors have been named and qualified. Officers may be eligible for re-appointment.
- c. The President, Secretary, Treasurer, Chief Maintenance Officer, Chief Instructor, Safety/Activities Officer and designated assistant officers shall receive compensation in the form of credit to be applied toward their Club accounts in amounts set by the Board of Directors. This compensation for Officers may be applied to the flying time for the aircraft of their choice, and shall be cumulative for no more than twelve (12) months. Cash disbursement of officer compensation is prohibited.

## Section 2. President

- a. The President shall be the Chief Executive Officer of the Club, and as such shall be responsible to the Board of Directors for the operation of the Club. He/she shall preside at all meetings of the Club, may call any special meeting of the Board of Directors, shall have, subject to the advice and control of the Directors, general charge of the business of the Club, and shall

execute, with the Secretary, in the name of the Club, all certificates of membership, contracts, and instruments (other than checks) which have first been approved by the Board of Directors.

b. The President shall recommend to the Board of Directors all SOP's of the Club, and shall report, with appropriate recommendations, any violation of such rules that makes a member liable for suspension or expulsion from the Club.

c. Upon his/her appointment, the President shall be responsible to the Board of Directors for the submission of a budget for the next fiscal year. The fiscal year shall be February 1 through January 31.

d. The President shall be empowered to authorize expenditures up to limits established by the Board of Directors.

### Section 3. Secretary

a. The Secretary shall be vested with all the powers of, and shall perform the duties of the President in the event of his/her absence or disability.

b. The Secretary shall also perform such duties connected with the operation of the Club at the direction of the President.

c. The Secretary shall keep the minutes of all proceedings of the Club in books or electronic media provided for that purpose. He/she shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He/she shall keep the book of Bylaws, the Club Seal, and such other books and papers as the Board of Directors may direct. He/she shall maintain a change log of SOPs and Bylaws that will be kept with the SOPs and Bylaws and their previous versions. He/she shall execute with the President, in the name of the Club, all membership applications, contracts, and instruments which have first been approved by the Board of Directors. In the absence or disability of the Treasurer, and under the direction of the President, he/she shall execute, in the name of the Club, checks for expenditures authorized by the Board of Directors.

d. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the President.

### Section 5. Treasurer

a. The Treasurer shall execute, in the name of the Club, all checks for expenditures authorized by the Board of Directors. He/she shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, which funds shall be paid out only by check. He/she shall also account for all receipts, disbursements, and balances on hand. Except as specified in 5e (below), all checks for disbursements shall require two authorized signatures. Officers authorized to sign checks shall include the Treasurer, Secretary, and President.

b. The Treasurer shall perform such duties connected with the operation of the Club at the direction of the President. He/she shall keep a proper membership book showing the name of each member of the Club.

c. The Treasurer shall cause an audit of Club records within two months of the close of the fiscal year. Such audit shall be performed by two members of the Board of Directors, the Treasurer, and a member at large. The Board members and the member at large shall be appointed by the Chairman of the Board of Directors. They shall submit a written report to the membership that will reflect the year's operation of the Club.

d. If the Board so directs, the Treasurer shall post a bond.

e. The Treasurer is authorized to execute single signature checks under the following circumstances:

1. Written approval (i.e. e-mail or hard copy) is received from one of the other authorized signors on the account (Secretary or President per 5a (above), AND
2. One of the following is true:
  - i. Total check amount is NOT greater than \$100, OR
  - ii. Payee of check is one of the standard recipients of the BAAC (examples include airport, insurance company, phone company, scheduling software, etc.)

#### Section 6. Chief Maintenance Officer

a. The Chief Maintenance Officer shall be responsible for coordinating the maintenance by owners of aircraft operated by the Club. In accordance with Federal Aviation Regulations, any maintenance must be carried out by or under the supervision of a properly certified aircraft and engine mechanic. The Chief Maintenance Officer may perform or supervise the performance of any maintenance that is permitted under the Federal Aviation Regulations. He/she shall be responsible for coordinating all required inspections and major overhauls.

b. The Chief Maintenance Officer shall be responsible for ensuring the presence of all papers required to be carried on the aircraft, and for coordinating all papers required upon modifications, inspections, and major overhauls.

c. The Chief Maintenance Officer shall coordinate the maintenance of Club facilities and supplies.

#### Section 7. Chief Instructor

a. The Chief Instructor shall establish and maintain appropriate programs for the Club, and coordinate such activities among all Club instructors.

b. The Chief Instructor shall set the level of proficiency to be demonstrated by each Club member during required Club check rides, and shall be responsible for maintaining such records as are necessary to assure that all members have successfully completed all required check rides.

c. The Chief Instructor shall acquire and maintain training aids and Pilot Operating Handbooks for Club airplanes for use by Club members in the Club House.

d. The Chief Instructor shall maintain a list of the authorized Club instructors.

e. The Chief Instructor shall be responsible for conducting new member orientation sessions and can appoint other authorized Club instructors to conduct these sessions in his/her absence.

#### Section 8. Safety/Activities Officer

a. The Safety/Activities Officer shall be responsible for assuring that each aircraft which the Club operates is equipped with all necessary safety equipment and that such equipment is properly maintained.

b. The Safety/Activities Officer shall maintain an awareness of developments in the field of safety equipment and techniques and shall make recommendations to the Club for acquisition of such equipment as he/she deems necessary.

c. The Safety/Activities Officer shall report to the membership at the regular or special meetings any pertinent events, either in or out of the Club, the knowledge of which will contribute to the safe operation of Club aircraft.

d. The Safety/Activities Officer shall be responsible for the organization and implementation of Club safety, social and entertainment functions.

e. The Safety/Activities Officer shall act as the liaison between Club members, executive officers and non-Club members in pursuit of paragraph "d" of this Section.

f. The Safety/Activities Officer shall report activities status to the membership at membership meetings and through the monthly newsletter.

#### Section 9. Owner Advisor

a. The Owner Advisor shall be appointed by the Board of Directors from the list of owners who are currently leasing their airplanes to the Club (Owners) and is an assistant officer in accordance with Article V, Section 1a. of the Club By-Laws.

b. The Owner Advisor shall act as the liaison between the Owners and the President/Board. The Owner Advisor shall present issues and concerns from Owners to the President. The President shall communicate issues and concerns pertaining to Club airplanes to Owners through the Owner Advisor.

c. The Owner Advisor shall attend the Club's Board of Directors' meetings in accordance with the attendance requirements of elected Board Members.

d. The Owner Advisor shall have his/her monthly Club dues waived.

#### Section 10. Member Advisor

a. The Member Advisor shall be selected by the Membership from the list of active members in good standing and is an assistant officer in accordance with Article V, Section 1a. of the Club By-Laws.

b. The Member Advisor shall act as the liaison between the Membership and the President/Board. The member Advisor shall keep the membership informed of the actions of the Board.

c. The Member Advisor shall attend the Club's monthly Board of Directors meeting in accordance with the attendance requirements of the Elected Board members.

d. The Member Advisor shall have his/her monthly Club dues waived.

#### Section 11. Vacancies

a. A vacancy shall exist when an Officer indicates his/her intention to resign from the Club, has requested to be placed in an "inactive" status, requests to be relieved of the position held, or is unable to perform the requirements as determined by the Board of Directors.

b. A vacancy in any Office shall be filled by the Board of Directors without undue delay at its next regular meeting or at a special meeting called for this purpose.

### **ARTICLE VI - MEETINGS**

#### Section 1. Membership Meetings

a. All meetings of the membership, except as otherwise provided herein, shall be held at a place and time to be determined by the Board of Directors.

#### Section 2. Annual Meeting

a. The annual meeting of the Club shall be held in September at such time and place as the Board of Directors shall determine.

b. Written notice of the annual meeting shall be sent to each member at the address designated by the member at least five days in advance.

c. At every annual meeting of the members, the members shall elect by secret ballot a Board of Directors, as constituted by these Bylaws.

#### Section 3. Special Meetings

a. Special meetings of the membership may be held at such time and place as the President may determine, or may be called by a majority of the Board of Directors, or by written petition of at least five (5) members. It shall be the duty of the Secretary to call such meetings within 30 days after such petition.

b. Notice of special meetings of the membership, stating the time and, in general terms, the purpose thereof, shall be given in like manner as the notice required for the annual meeting. Only such business as shall have been published in the notice may be considered at a special meeting, except that, if more than fifty percent of the members "in good standing" are present, any business may be transacted.

#### Section 4. Presiding Officer

a. The President or, in his/her absence, the Secretary or, in the absence of the President and the Secretary, the Treasurer shall call the meeting to order and act as Presiding Officer. In the event none of these officers are present, there will be no Club business conducted.

### **ARTICLE VII - SAFETY ADVISORY COMMITTEE**

#### Section 1. Designation

a. A Safety Advisory Committee shall be activated by the President when any accidents or incidents involving any aircraft operated by the Club occur.

b. A Safety Advisory Committee shall be activated by the President when any ramp-checks or when significant violations of regulations are alleged by the FAA that could potentially affect other members.

#### Section 2. Composition

a. The Safety Advisory Committee shall consist of the Safety/Activities Officer, Chief Instructor and Chief Maintenance Officer. The Safety/Activities Officer shall be the chairman of the Committee. In the event that any committee member was involved in the accident or incident, that member of the Committee shall be replaced by the President.

#### Section 3. Responsibilities

a. The Safety Advisory Committee shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident or incident, shall arrive at conclusions regarding the probable cause and responsibility for said accident or incident, and shall prepare and deliver a written report of its findings to the Board of Directors and to all parties involved.

b. In the event of a ramp-check, the Safety Advisory Committee shall interview members present to ascertain the nature of the ramp-check. The Safety Advisory Committee shall then obtain, either from the owner or the FAA the findings of the ramp-check. In the event of other regulatory violations involving a member, the Safety Advisory Committee shall ascertain the facts, conditions and circumstances of the alleged violation. The Safety Advisory Committee shall then report any and all findings to the Board the Directors.

## **ARTICLE VIII - RESOLUTION**

### **Section 1. Hearings**

a. The Board of Directors, upon receipt of the findings of the Safety Advisory Committee, shall offer all parties involved in the accident or incident the opportunity of a hearing. If such hearing is waived by all involved parties, the Board of Directors shall decide the financial responsibilities. The decision of the Board shall be final.

### **Section 2 Financial Responsibility**

a. The Board of Directors shall impose financial responsibility on a member for damages to Club property up to the amount not covered by the insurance policy.

b. The Club reserves the right of subrogation if the Board of Directors finds that the damage was caused by gross negligence or willful disregard for safe operating practices on the part of the member.

### **Section 3. Payment**

a. The method and terms of payment by a member for damages to Club property shall be determined by the Board of Directors. If such terms are not met, the provisions of Article II, Sections 5 and 6 shall apply.

### **Section 4. Member Return to Flight Status**

a. Until the Board of Directors has received and acted upon the report of the Safety Advisory Committee, the Club member who was pilot in command of the aircraft during the accident or incident shall not act as pilot in command of any Club aircraft. In the event the accident or incident occurred during an instructional flight involving an authorized Club instructor, the above restriction applies to both the instructor and the member receiving instruction. This restriction may be waived by the Club president, or the president's designee, if, in the judgment of the president or designee, the circumstances of the accident or incident are such that further flight training will not be required.

b. The Board of Directors may specify additional requirements which must be satisfied by the member before acting as pilot in command of Club aircraft is authorized. These requirements may include, but are not limited to, re-currency training, a standardization flight with the Club Chief Instructor (or other designated Club instructor), etc.

## **ARTICLE IX - THE BYLAWS**

### Section 1. Periodic Review

a. At least once every five years, the Bylaws shall be reviewed and revised as deemed necessary by a special committee appointed by the President. The President may appoint a standing committee to recommend changes to the Bylaws.

### Section 2. Revision Procedure

a. Any proposed changes, amendments, or additions to these Bylaws shall be submitted in writing to the Board of Directors, and shall bear the name of the member submitting the proposal and the name of at least one seconding member.

b. The proposal shall be reviewed by the Board at its next regular meeting to ensure the propriety of the format and wording. The Board shall be empowered to revise the wording of the proposal to conform to the format of the Bylaws, but not to change the intent or effect. Any revision or rewording of the proposal must be acceptable to the original maker and one seconding member.

### Section 3. Member Notification

a. Each proposed change, amendment, or addition to the Bylaws shall be sent to each member as soon as practicable after having been submitted to and reviewed by the Board of Directors. The proposed change, amendment, or addition will be discussed and voted upon at the next membership meeting following the expiration of thirty (30) days after such notice is sent to the members.

### Section 4. Member Action

a. The membership shall vote on the proposal(s) at the next scheduled membership meeting after adequate time for review and discussion of any proposed change is offered in accordance with Article IV.