

BYLAWS OF THE WISCONSIN CHAPTER OF THE AMERICAN PLANNING ASSOCIATION

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ARTICLE 1 GENERAL

Section 1.1 NAME. The name of the chapter is the Wisconsin Chapter of the American Planning Association, and may also be referred to as APA Wisconsin. The name may appear on correspondence, publications, and for other purposes, and is also referred to in these bylaws as the "Chapter." The area served by the Chapter is the State of Wisconsin.

Section 1.2 PURPOSES. The purposes of the Chapter are as follows:

- A. To advance the art and science of planning in the State of Wisconsin;
- B. To encourage the exchange of information and planning experiences; and
- C. To advance the interests and welfare of the planning profession;
- D. To facilitate the participation of members of the national American Planning Association ("APA") within the Chapter area, and further the purposes of the Wisconsin Chapter.

Section 1.3 NONPROFIT NATURE OF CHAPTER. The Wisconsin Chapter of the American Planning Association is a nonprofit corporation. Its income shall be used only for Chapter purposes and no part of any net earnings shall inure to the benefit of any member or other individual. However, the Chapter may pay reasonable compensation for services rendered and may make payments and/or distributions in furtherance of Chapter purposes.

Section 1.4 GOVERNANCE. The Chapter shall be governed by a Board of Directors, as defined in Section 5.1 of these Bylaws.

ARTICLE 2 DEFINITIONS

Section 2.1 AMERICAN PLANNING ASSOCIATION. The national organization, of which this Chapter is an integral part, is the American Planning Association. It is referred to in these bylaws as the "APA."

Section 2.2 AMERICAN INSTITUTE OF CERTIFIED PLANNERS. The American Institute of Certified Planners is the independent professional organization that recognizes members of the planning profession who have met the requirements for certification. It is referred to in these bylaws as "AICP."

Section 2.3 MEMBER'S ADDRESS OF RECORD. A member's "address of record" shall be the address furnished by the member to the Chapter.

Section 2.4 PUBLICATION OF THE CHAPTER. A "publication of the Chapter" shall mean any publication of the Chapter (for example, a newsletter) which is sent to all Chapter members at their current address of record, without special charge.

ARTICLE 3 MEMBERSHIP

Section 3.1 ELIGIBILITY. A member of APA whose address of record is within the Chapter area shall automatically be eligible to be a Chapter member. An APA member whose Address of Record is outside the Chapter area also may become a Chapter member upon notification to the Secretary and upon payment of any applicable dues and assessments.

Section 3.2 CHAPTER ONLY MEMBERSHIP. A person who is not a member of APA may become a "Chapter only" member upon payment of Chapter application dues and assessments as established by the Chapter. Chapter-only members are entitled to vote in Chapter matters. A chapter-only member may run for an elected office, but must become a full APA member if elected.

Section 3.3 TERMINATION AND REINSTATEMENT.

- A. Chapter membership, except chapter-only members, shall be terminated upon termination of APA membership.
- B. Chapter membership shall be terminated for failure to pay Chapter dues.
- C. Chapter membership shall be terminated when a member moves out of the Chapter area, unless the member requests to retain a nonresident membership and continues to pay Chapter dues.
- D. Chapter membership may be terminated if, after proper investigation and deliberation, the Chapter finds that the member has violated the APA Ethical Principles in Planning. The Chapter reserves the right to recommend termination of membership in the APA or AICP for violation of ethical principles.
- E. If a Chapter member has been terminated on the basis of unethical practices, reinstatement will be subject to conditions that may be established by the President based on the individual circumstances. If a member feels that he/she has been wrongly terminated or that reinstatement conditions are excessive, the member may approach the APA for a review of the situation by the Executive Committee, following a review and recommendation made by the Professional Development Committee.

ARTICLE 4 OFFICERS

Section 4.1 OFFICERS AND TERMS OF OFFICE. The officers of the Chapter shall be:

- A. President
- B. President-Elect
- C. Past President
- D. Secretary
- E. Treasurer
- F. Vice President for Chapter Affairs
- G. Vice President for Professional Development
- H. Vice President for Membership
- I. Vice President for Awards
- J. Planning Official Development Officer (PODO)
- K. Certification Maintenance Officer (CMO)
- L. District Representative (Southeastern Wisconsin District)
- M. District Representative (Northeastern Wisconsin District)
- N. District Representative (Northwestern Wisconsin District)
- O. District Representative (Southwestern Wisconsin District)

- P. Student Representative (University of Wisconsin-Madison)
- Q. Student Representative (University of Wisconsin-Milwaukee)

Section 4.2 TERM OF OFFICE. The term of office for all Board of Directors members, except student representatives, President, President-Elect, and Past President shall be for three (3) years. Student representatives shall serve for one (1) year. President, President-Elect, and Past President shall serve two (2) years in each position. The term of office begins on January 1 of the year following the election, except for student representatives.

- A. The President-Elect shall be elected in the fall of 2017.
- B. The Secretary, Vice-President for Professional Development, and District Representative for Northwestern Wisconsin shall be elected in the fall of 2017 and every three years thereafter.
- C. The Treasurer, Vice-President for Chapter Affairs, Vice-President for Awards, the District Representative for Southeastern Wisconsin, and the Certification Maintenance Officer shall be elected in the fall of 2018 and every three years thereafter.
- D. The Vice-President for Membership, and the District Representatives for Northeastern Wisconsin and Southwestern Wisconsin shall be elected in the fall of 2019 and every three years thereafter.
- E. The student representatives shall be elected annually by the student members of the university which they represent, and take office the day following their election.

Section 4.3 PRESIDENT. The President shall serve as a voting member of the Board of Directors and shall:

- A. Assume overall responsibility for coordinating Chapter programs and activities.
- B. Serve on the Executive Committee.
- C. Call meetings of the Chapter, the Board of Directors and of the Executive Committee and to preside at all official meetings.
- D. Appoint and discharge members of the Standing Committees, special committees, and task forces.
- E. Notify Chapter members of their election or appointment to office or appointment to office or appointment to a special committee or task force.
- F. Assign to special committees and task forces pertinent matters that fall within their province and specify guidelines for their conduct of business, as necessary.

- G. Execute any contracts authorized by the Board of Directors to support the activities and goals of the Chapter.
- H. Appoint, subject to approval of the Board of Directors, an eligible Chapter member to complete the term of any office, other than that of President, if the office becomes vacant between elections.
- I. Represent the Chapter on the APA Chapter Presidents Council and serve as principal liaison between APA and the Chapter.
- J. Act as spokesperson for the Chapter.
- K. With the Executive Committee, organize an annual strategic planning and budget development process.
- L. With the concurrence of the Executive Committee, to decide when to conduct an audit of the Chapter books.
- M. Work with the Board of Directors to develop sustainable funding for the Chapter.
- N. Establish working relationships and cooperation with allied professionals and organizations.
- O. Establish working relationships and cooperation with undergraduate and graduate planning programs.
- P. Select the recipient for the President's Award.
- Q. Train the President-Elect.
- R. Automatically move into the position of Past President after serving two years as President.

Section 4.4 PRESIDENT-ELECT. The President-Elect shall serve as a voting member of the Board of Directors and shall:

- A. Serve on the Executive Committee.
- B. Assist the President as needed.
- C. Oversee Chapter service contracts with consultants.
- D. Oversee Chapter communications.
- E. Automatically move into the position of President after serving two years as President Elect.
- F. In the event of the absence or incapacity of the President, or if the President resigns or is otherwise unable to complete the term of office, the President-Elect shall assume the

authority of the President and the remaining term of office plus the term they were elected to. Directs the replacement of the President-Elect for the remainder of the term if necessary.

Section 4.5 PAST PRESIDENT. The Past President shall serve as a voting member of the Board of Directors and shall:

- A. Serve on the Executive Committee.
- B. Serve as Chairperson of the Nominating Committee.
- C. Assist the President-Elect as needed.
- D. Provide assistance for the President in the event that the President-Elect is unable to serve.

Section 4.6 SECRETARY. The Secretary shall serve as a voting member of the Board of Directors and shall:

- A. Prepare and maintain Minutes of all Chapter Board of Directors and Executive Committee meetings.
- B. Serve on the Executive Committee.
- C. Maintain a current list of all Chapter officers and members of the Board of Directors (including their addresses and telephone numbers). Following an election or appointment, notify the Executive Director of APA, in writing, within thirty (30) days of the election or appointment.
- D. Maintain an archive library consisting of at least one (1) copy of meeting minutes and each publication of the Chapter.
- E. Train Officers, Task Force and Committee Members how to access the archive library.
- F. Submit to the appropriate staff person of APA amendments to Chapter bylaws.

Section 4.7 TREASURER. The Treasurer shall serve as a voting member of the Board of Directors and shall:

- A. Receive, manage and disburse Chapter funds in accordance with the adopted budget.
- B. Serve on the Executive Committee.
- C. Collect Chapter dues and assessments not collected by APA.
- D. Assist the Board of Directors in preparing an annual budget.

- E. Prepare a financial report for each meeting of the Board of Directors including a current balance sheet and an income statement reflecting Chapter operations since the date of the preceding financial report.
- F. Prepare and submit to the Board of Directors a Treasurer's report at the end of each fiscal year.
- G. Maintain financial records and accounts which shall be open for inspection at all times by Chapter members and which shall be subject to audit.
- H. Prepare and send required financial reports for APA and the Internal Revenue Service.

Section 4.8 VICE-PRESIDENT FOR CHAPTER AFFAIRS. The Vice-President for Chapter Affairs shall serve as a voting member of the Board of Directors and shall:

- A. Monitor national, state, and local legislative, agency, and judicial issues and coordinate Chapter responses when appropriate.
- B. Act as coordinator and liaison between the Board of Directors and the Legislative Committee.
- C. Carry out any other duties and authorities assigned by the President.

Section 4.9 VICE-PRESIDENT FOR PROFESSIONAL DEVELOPMENT. The Vice-President for Professional Development shall serve as a voting member of the Board of Directors and shall:

- A. Be a member of the American Institute of Certified Planners (AICP) and promote membership in AICP.
- B. Act as a mentor to planners who are preparing to take the AICP written examination by providing information and materials regarding AICP membership, and by the conduct of one or more professional development workshops annually.
- C. Promote participation in continuing education programs by planners, [including the Certification Maintenance Program (CM) for AICP members], and prepare an annual education plan.
- D. Act as coordinator and liaison between the Board of Directors and the Universities with accredited planning degree programs in the State of Wisconsin.
- E. Inform members of the Chapter about the APA Ethical Principles in Planning.
- F. Assist in interpreting the APA Ethical Principles in Planning for Chapter members.
- G. Carry out any other duties and authorities assigned by the President.

Section 4.10 VICE-PRESIDENT FOR MEMBERSHIP. The Vice-President for Membership shall serve as a voting member of the Board of Directors and shall:

- A. Promote membership in APA and the Chapter.
- B. Serve as a liaison between APA and the Chapter to receive membership lists and input state-only member list.
- C. Carry out any other duties and authorities assigned by the President.

Section 4.11 VICE-PRESIDENT FOR AWARDS. The Vice-President for awards shall serve as a voting member of the Board of Directors and shall:

- A. Oversee an appropriate awards program to further the professional purposes of the Chapter.
- B. Carry out any other duties and authorities assigned by the President.

Section 4.12 PLANNING OFFICIAL DEVELOPMENT OFFICER (PODO). The PODO shall serve as a voting member of the Board of Directors and shall:

- A. Educate citizen planners in Wisconsin towns, villages, cities and counties.
- B. Use newsletter articles, website information, and written materials; conduct sessions at Chapter conferences or stand-alone workshops to fulfill the education function.
- C. Be appointed by the Board of Directors.

Section 4.13 CERTIFICATION MAINTENANCE OFFICER (CMO). The CMO shall serve as a voting member of the Board of Directors and shall:

- A. Educate AICP members and continuing maintenance providers about certification maintenance requirements for certified planners.
- B. Coordinate the application for credit of certification maintenance programming sponsored by APA Wisconsin.

Section 4.14 DISTRICT REPRESENTATIVES. Districts Defined and District Representative Duties.

- A. SOUTHEASTERN WISCONSIN DISTRICT. The geographic area of the Southeastern Wisconsin District shall be Kenosha County, Milwaukee County, Ozaukee County, Racine County, Walworth County, Washington County, and Waukesha County.
- B. NORTHEASTERN WISCONSIN DISTRICT. The geographic area of the Northeastern Wisconsin District shall be Brown County, Calumet County, Door County, Florence County, Fond du Lac County, Green Lake County, Kewaunee County, Manitowoc County,

Marinette County, Marquette County, Menomonee County, Oconto County, Outagamie County, Shawano County, Sheboygan County, Waupaca County, Waushara County, and Winnebago County.

- C. NORTHWESTERN WISCONSIN DISTRICT. The geographic area of the Northwestern Wisconsin District shall be Ashland County, Barron County, Bayfield County, Burnett County, Chippewa County, Clark County, Douglas County, Dunn County, Eau Claire County, Forest County, Iron County, Juneau County, Langlade County, Lincoln County, Marathon County, Oneida County, Portage County, Price County, Polk County, Rusk County, St. Croix County, Sawyer County, Taylor County, Vilas County, Washburn County, and Wood County
- D. SOUTHWESTERN WISCONSIN DISTRICT. The geographic area of the Southwestern Wisconsin District shall be Adams County, Buffalo County, Columbia County, Crawford County, Dane County, Dodge County, Grant County, Green County, Iowa County, Jackson County, Jefferson County, La Crosse County, Lafayette County, Monroe County, Pepin County, Pierce County, Richland County, Rock County, Sauk County, Trempealeau County, and Vernon County.
- E. ELECTION OF DISTRICT REPRESENTATIVES. The District Representatives shall be elected for 3-year terms as specified in Section 4.2 of these by-laws. The election process for District Representatives shall be at the same time as the election of Chapter officers. Candidates for District Representative shall be limited to Chapter members whose addresses of record are within the district represented. District Representatives shall be elected by a majority vote of the chapter members whose address of record is within the specific district.
- F. DUTIES OF DISTRICT REPRESENTATIVES. Each District Representative shall serve as a voting member of the Board of Directors and shall perform the following duties:
 - 1. Act as liaison between the members of the district and Board of Directors and represent the interests and concerns of the district to the Board of Directors.
 - 2. District Representatives shall be members of the Chapter Legislative Committee.
 - 3. District Representatives shall carry out any other duties and authorities assigned by the President.
 - 4. District Representatives shall make efforts to implement various Chapter functions at the District level, including: Communications, Networking, Training, Advocacy, Membership, and Awards.
 - 5. District Representatives shall organize a leadership structure within the District to expand the organization capacities of the District.

Section 4.15 STUDENT REPRESENTATIVES.

- A. There shall be two (2) Student Representatives on the Board of Directors. One Student Representative shall be enrolled as a graduate student in the University of Wisconsin-Madison Urban and Regional Planning Program, and one Student Representative shall be enrolled as a graduate student in the University of Wisconsin- Milwaukee Urban Planning Program and each representative shall also be a student member of APA.
- B. ELECTION. Each Student Representative shall be elected annually for a term of one year. Only student members of the Chapter enrolled at the specific institution listed above shall be eligible to vote for the Student Representative. The students shall conduct their own election and report the results to the Secretary, who shall also be responsible for informing student members of the purposes of the Chapter and the duties of the Student Representative. A Student Representative may designate another student meeting the qualifications specified in Subsection A above for the purpose of attending a Board of Directors meeting on his or her behalf.
- C. DUTIES. The Student Representatives shall perform the following duties:
 - 1. Serve on the Board of Directors of the Chapter.
 - 2. Advise the Board of Directors and the Chapter of the interests and concerns of planning students.
 - 3. Advise the Board of Directors on desirable Chapter services to planning students.
 - 4. Act as liaison between the student membership and the Chapter.
 - 5. Encourage and coordinate programs jointly sponsored by institutions of higher education and the Chapter.

ARTICLE 5 DUTIES OF THE BOARD OF DIRECTORS, COMMITTEES, AND TASK FORCES

Section 5.1 CHAPTER BOARD OF DIRECTORS.

- A. COMPOSITION. The voting members of the Board of Directors shall consist of the President, President-Elect, Past President, Vice-President for Chapter Affairs, Vice-President for Professional Development, Secretary, Treasurer, Vice President for Awards, Vice President for Membership, the four District Representatives, the two Student Representatives (or their qualified substitutes), the Planning Official Development Officer, and the Certification Maintenance Officer.
- B. DUTIES. The Board of Directors shall perform the following duties:
 - 1. Manage the affairs of the Chapter.

2. Adopt the annual budget of the Chapter.
 3. Set the annual Chapter dues based on an examination of the financial needs of the Chapter and the services desired by the membership. Prior to increasing Chapter dues, the Board of Directors shall provide notice and explanation for such change to the membership at least six months prior to the dues increase. The Treasurer shall submit the dues rate to the national office of APA within thirty days of any change approved by the Board of Directors.
 4. Report to the membership all business which it has considered or acted on between Chapter meetings.
 5. Put into effect the votes of the Chapter.
 6. Authorize expenditures consistent with the adopted budget.
 7. Review and approve, deny or table all nominations for Chapter awards.
 8. Assist, upon request, the AICP to investigate alleged violations of the Ethical Principles in Planning by a Chapter member.
 9. Review and comment on proposed APA programs and budgets.
 10. Adopt and disseminate Chapter policies and positions.
 11. Remove Chapter officers and Board of Directors members from office for malfeasance, misfeasance, nonfeasance or incapacity.
 12. Establish fees, rights and privileges of "Chapter-only" members.
 13. Perform such other functions as necessary to carry out the purposes of the Chapter.
- C. MEETINGS AND QUORUMS. Meetings of the Board of Directors shall be called by the President or by a majority of the Board of Directors members. There shall be, in each year, at least four (4) meetings of the Board of Directors, in addition to the annual meeting. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Members may appear in person, or, when necessary, by conference call or electronic media. Substitutes for Student Representatives shall be counted toward the quorum.

Section 5.2 STANDING COMMITTEES. The following standing committees shall be active at all times. The President is responsible for appointing chairpersons and new committee members in the event of a vacant position.

Section 5.3 EXECUTIVE COMMITTEE.

- A. COMPOSITION. President, President-Elect, Past President, Secretary, and Treasurer.

- B. DUTIES. The Executive Committee answers to the Board of Directors and is bound by the Board of Director's decisions and the provisions of the Chapter's organizing documents. The Executive Committee shall perform the following duties:
1. Organize and carry out an annual Board of Directors planning meeting (budgeting, strategic planning, work program, etc.), typically held in January.
 2. Act on behalf of the Board of Directors in order to address urgent situations that occur between regularly scheduled Board of Directors meetings.

Section 5.4 LEGISLATIVE COMMITTEE.

- A. COMPOSITION. The Legislative Committee shall consist of the Vice-President for Chapter Affairs and the four District Representatives. The Vice-President for Chapter Affairs shall serve as the chairperson of the Committee and may appoint additional members to the Committee as needed.
- B. DUTIES. The Chapter Legislative Committee shall perform the following duties:
1. Monitor pending legislation regarding important issues such as planning, land use, and community development.
 2. Communicate legislative information to members and respond to member concerns, both on a daily basis and through scheduled workshops and other events.
 3. Elicit participation and responses on legislative matters from members.
 4. Prepare original legislative material and assist in the revision of pending bills.
 5. Foster a network of contacts and resources and form alliances with other groups to implement and accomplish Chapter objectives.
- C. NON-MEMBER ASSISTANCE. The chair of the Legislative Committee may collaborate with allied professions and organizations where appropriate.

Section 5.5 SPECIAL COMMITTEES. The President may establish any number of other committees necessary to further the purposes, programs, and objectives of the Chapter. The President has the authority to appoint and remove chairpersons and committee members.

ARTICLE 6 STRATEGIC PLANNING AND ANNUAL BUDGET

Section 6.1. The Board of Directors shall maintain a five-year strategic plan, an annual work program, and annually develop and adopt a budget based on strategic priorities. Upon adoption, the budget, annual work plan, and 5-year Chapter Plan shall be posted on the Chapter web site.

The budget year of the Chapter shall be the calendar year beginning in January. The annual budget shall be adopted by April 1st each year.

ARTICLE 7 MEETINGS

Section 7.1 ANNUAL MEETING. There shall be an annual meeting of the Chapter membership and Board of Directors in each calendar year held at a location within the Chapter area. This meeting is generally held in conjunction with the annual conference, but could be scheduled at other times by the Board of Directors. The Board of Directors shall determine the specific location, date and time of each annual meeting, and shall notify the membership of the location, date and time of the annual meeting at least one month prior to the meeting.

Section 7.2 REQUIRED MEETINGS. In addition to the annual meeting, the President shall call at least four (4) meetings of the Board of Directors during the year, and may call such additional meetings as necessary to conduct Chapter business. Upon the failure of the President to call the required number of meetings, the Board of Directors shall call such meetings by majority vote of its members. Each Board of Directors member shall be notified at least ten (10) days in advance of the exact location, date and time of such meetings. Meetings of the Board of Directors shall be open to any Chapter member.

Section 7.3 SPECIAL MEETINGS. A special meeting of the membership may be called by the President, by the Board of Directors or by a petition signed by at least five percent (5%) of the Chapter members. The location, date and time shall be set by the President or by the Board of Directors, provided that the location shall be within the Chapter area. Notice of a special meeting shall be given to members as provided in Section 7.1 of these bylaws and shall include a statement of the purpose of the special meeting.

Section 7.4 PARLIAMENTARY PROCEDURE. At meetings of the membership and of the Board of Directors parliamentary procedure shall be governed by Robert's Rules of Order, the pertinent edition of which shall be designated by the President. For meetings of the Board of Directors, members of the Board of Directors participating by conference call and electronic media may vote on items before the Board.

Section 7.5 MINUTES. Minutes of all Chapter and Board of Directors meetings shall be kept by the Secretary and made part of the permanent record of the Chapter. The annual meeting shall be recorded by the Secretary.

ARTICLE 8 CHAPTER VOTING

Section 8.1 METHOD. Election of Chapter officers and members of the Board of Directors shall follow the election process as provided by APA.

Section 8.2 QUORUM. For election of the Chapter officers, for adoption of amendments to these bylaws, and for other matters which may be placed before the entire Chapter membership, no quorum requirements shall be applicable. A simple majority vote shall be deemed sufficient to decide the question.

ARTICLE 9 ELECTION OF OFFICERS AND OTHER BOARDS OF DIRECTORS MEMBERS

Section 9.1 NOMINATING COMMITTEE.

- A. Annually, the Past President shall appoint a Nominating Committee composed of at least three (3) Chapter members. The Past President shall be the chairperson of the Nominating Committee. In the event that the Past President is unable to serve in this capacity, the President shall appoint a chairperson.

Section 9.2 NOMINATION REPORT AND BALLOT. The nominations and elections procedure shall be administered by the Nominating Committee and subject to APA timelines and election guidelines.

- A. The Nominating Committee shall issue an appeal for candidates for election for the positions that will be open.
- B. A petition of nomination for any elective position signed by five or more Chapter members shall be accepted by the Nominating Committee. The petition must be received prior to the nomination deadlines as set by APA.

Section 9.4 RESIGNATION OR DEATH.

- A. If an officer, other than the President, resigns or dies while in office, the President shall appoint a replacement, subject to the approval of the Board of Directors.

Section 9.5 REMOVAL OF OFFICERS FOR MALFEASANCE.

- A. By a two-thirds vote, the Board of Directors may remove a Board of Directors member for malfeasance or failure to follow the APA Ethical Principles in Planning.
- B. When a Board of Directors member has been removed, the President shall appoint a replacement, subject to the approval of the Board of Directors.

ARTICLE 10 CHAPTER AWARDS

Section 10.1 GENERAL.

- A. The Chapter shall develop and maintain an awards program to recognize excellent service by individuals and groups significantly contributing to the advancement of the art and science of planning in the Chapter area. Awards may be made to individuals or groups, to members or nonmembers of APA and to professional planners, citizen planners, elected officials or students.
- B. The Vice President for Awards shall be responsible for overseeing the awards program. He or she shall describe the specific purposes and characteristics of the awards program and solicit, receive and review nominations. The nominations shall be reviewed by a jury comprised of planners who reside outside the State of Wisconsin. The jury shall provide their rankings for the winners of the awards
- C. The Board of Directors shall review and approve the general plan for the awards program, as well as nominations for awards. The awards program shall recognize individuals, groups and projects and the Board of Directors need not feel compelled to make awards each year.
- D. Members of the Board of Directors may be considered eligible for an award, as may the agencies or firms with which they are associated.
- E. The awards shall be formally announced at the Chapter annual meeting or other gathering as deemed appropriate by the Board of Directors.

ARTICLE 11 AMENDMENTS

Section 11.1 GENERAL.

- A. Bylaw amendments may be proposed by the Board of Directors or by a petition signed by at least ten percent (10%) of the Chapter membership. These bylaws may be amended by submitting the proposed amendment(s) to the Chapter members together with a ballot and the recommendations of the Board of Directors. A majority of those participating shall be considered approval to adopt.