

ARTICLES OF ASSOCIATION

ARTICLE I - NAME

The name of this corporation ~~Association~~ shall be the Miles Pond Campers' Association.

ARTICLE II – PURPOSE MISSION STATEMENT

~~The purpose of this Association shall be to provide educational and social opportunities to Members desiring to preserve, protect, and sustain for future generations the unique character and heritage of Miles Pond, North Concord, Vermont. The Association is established to:~~

The mission of this Association shall be to unite the Miles Pond community in protecting and preserving the unique character and heritage of Miles Pond, in North Concord, Vermont for current and future generations.

The purpose of the Miles Pond Camper's Association is to:

- ~~1. Demonstrate stewardship of natural resources, maintain vitality of the pond environment, its fish, wildlife, water and air quality, and conduct water testing;~~ Promote stewardship of the pond's natural resources including its water quality and fish and wildlife habitat.
- ~~2. Promote education and provide information about such topics of interest as water safety, pollution control and construction methods to promote a healthy ecosystem for recreational use and enjoyment;~~ Promote sound land use practices by acknowledging their impact on water quality and property values
- ~~3. Promote civic, social, and recreational activities, such as placing navigational hazard markers, and encouraging holiday or seasonal celebrations;~~ Unite the Miles Pond community, both year-round and seasonal, in enjoyment of recreational and social activities, while enhancing quality of life on the pond for all residents.
- ~~4. Develop relationships with local and State agencies, recreational clubs, civic groups, and others with common interests to promote appreciation of and enhance the preservation of the rich and varied pond resources for year-round use; and~~ Nurture a positive relationship with our Concord town neighbors to accomplish mutually-beneficial leisure activity and cultural goals.
- ~~5. Pursue restriction or prohibition of use which is inconsistent with pond characteristics noted above, such as restricting intense development of~~

~~shoreline or neighboring properties, that would alter the unique character of Miles Pond.~~ Further awareness of the fragility of the character of Miles Pond and actively advocate for the preservation of its peaceful, rural tradition and aesthetic qualities.

ARTICLE III – ADDRESS

~~The mailing address of the Association is Miles Pond Campers Association, P.O. Box 650 North Concord, VT 05858.~~ The mailing address of the Association shall be: The Miles Pond Campers Association, PO Box 656, North Concord, VT 05858.

ARTICLE IV – CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSE

Said Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V – COMPLIANCE WITH TAX CODE

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The Association shall not carry on any other activities not permitted to be carried out (a) by an Association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such Organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VII - BOARD OF DIRECTORS

~~The government of the Association and the management and control of its affairs shall be vested in a Board of Directors elected by the Members as provided in the Bylaws.~~
The governance of the Association and the administration and control of its affairs shall be managed by a Board of Directors elected by the members as provided in the Bylaws.

ARTICLE VIII - AMENDMENTS

These articles may be amended by a two-thirds (2/3) vote of paid **Regular** Members present and voting at a regular or special meeting of the membership provided the proposed amendment ~~shall~~ **has** ~~have~~ been approved by the Board of Directors and included with the notice of the meeting.

BYLAWS

PART 1 - MEMBERS AND MEETINGS OF MEMBERS

ARTICLE 1 - MEMBERSHIP

Membership shall consist of Regular Members and ~~Social~~ Associate Members.
Membership categories are defined as follows:

Regular Membership shall be open to owners of property, or their designee, ~~(not including condominiums, time share units or similar real estate)~~ whose property is located on or adjacent to Miles pond. ~~as configured on the latest General Highway Map, Town of Concord.~~ Regular Membership shall be limited to two (2) such memberships for each of the above properties **regardless of how many properties he/she own.**

~~Social Membership shall be open to anyone with and interest in Miles Pond.~~

Associate Membership will be open to any individual, family or business with an interest in Miles Pond. Associate Members are welcome to participate in Association events, attend meetings and take part in discussions, but will not have voting privileges nor be eligible to serve as Directors.

~~To be eligible for Membership, the Membership dues shall be paid at or before the annual Membership Meeting for the ensuing year. One membership fee shall be assessed per property. Each owner of the property shall be a member, but each property shall be limited to two (2) regular Memberships. Social members shall be assessed the same fee as regular Members. Any change in the fees shall be voted on by the Members at the Annual Meeting.~~ **The Membership year follows the fiscal year from October 1st to September 30th per Article XVIII for both Regular and Associate Members. To be eligible for voting at the Annual Meeting, Regular Members must pay their dues before or at the meeting. Membership fees for both membership categories (and any other categories that may be created by the Board of Directors) will be confirmed or changed for the following year by vote of the Regular Members at the Annual Meeting.**

ARTICLE II- ANNUAL MEETING

There shall be an annual meeting of the Members on the first Saturday after the 4th of July. ~~The Chairperson of the Board of Directors shall specify, in addition to those provided by law, the articles of Association, or these Bylaws, the purpose of the meeting.~~ **The Board Chairperson, in coordination with the Board of Directors, will create the agenda for the Annual Meeting to reflect Association goals as outlined in the Mission Statement and Board priorities and in keeping with By-laws requirements.**

~~If such annual meeting does not take place on the day herein provided therefore, a special meeting of the Members may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or~~

~~held at the annual meeting and in such case all references in these Bylaws, except in this Article II to the annual meeting of the Members, shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposed thereof shall be specified in the call as provided in Article III.~~

If, due to extraordinary circumstances and by vote of the Board of Directors, the Annual Meeting does not take place on the day designated by this article, a Special Annual Meeting of the Members may be held in its place. Any business transacted or elections held at this Special Annual Meeting will have the same effect as if transacted or held at the Annual Meeting. The Membership will be advised of any such Special Annual Meeting as far in advance of the originally-assumed Annual Meeting date as reasonable.

ARTICLE III - SPECIAL MEETING OF MEMBERS

The Chairperson of the Board may call a special meeting of the Members at any time. ~~In the event 10 or more Regular Members or Social Members sign, date and deliver to any Officer one or more written demands for a Special Meeting of the Members describing the purposes for which the meeting is to be held, the Association will hold a special meeting of Members.~~ Ten or more Regular Members may also request a Special Meeting of the Membership by delivering to any officer a signed and dated written appeal for a meeting describing the purposes for which the meeting is to be held. Two-week notice of all such meetings will be provided to Members.

ARTICLE IV - PLACE AND MEANS OF MEETINGS OF MEMBERS

~~The annual meeting of the Members or any special meeting of the Members shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of the Members shall be held at such place as is designated in the vote of the adjournment.~~ The Annual Meeting or any Special Meeting shall be held at a location chosen by the Board of Directors and designated in the meeting announcement. Any adjourned session of a meeting of the Members will be held at a location designated in the vote of adjournment. As deemed reasonably necessary or appropriate, the Board of Directors may choose to conduct any meeting of the Membership by electronic or other remote-access means. The Board will use its best efforts to implement such virtual meetings, recognizing the need to maintain as much flexibility as possible for all Regular Members, including those with disabilities or lacking access to required technology tools.

Any action taken at a virtual meeting will have full authority as if taken at an in-person meeting and all reasonable technology must be used to authenticate participants who attend.

ARTICLE V – NOTICE OF MEETINGS OF MEMBERS

~~Notice of the time and place of a meeting of the Members and the purposes for which the meeting is to be held shall be given at least thirty (30) days before such meeting.~~

ARTICLE ~~VI~~ V- QUORUM OF MEMBERS

At any meeting of the Members of the Association, a quorum for the election of any Director or officer or for the consideration of any question shall consist of one-third (1/3) of the paid Regular Members, ~~except in any case where a larger quorum is required by law, by the Articles of Association or by these Bylaws.~~

If a quorum is not present at any meeting of the Members, then Regular ~~or Social~~ members present may by majority vote, adjourn the meeting to a later date ~~without notice other than an announcement at such meeting.~~ At such adjourned meeting at which the requisite number of Regular ~~or social~~ members shall be present to constitute a quorum, any business may be transacted which might have been transacted if the meeting had been held as originally called. The Regular Members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more Members so as to leave less than the required quorum.

ARTICLE ~~VII~~ VI- MEMBER VOTING

Each Regular Member shall have one vote and may only vote in person. ~~Each Social member shall have one vote and may only vote in person.~~ **When a quorum for the consideration of a question or election is present at any meeting, a plurality of the votes cast will confirm election of a candidate and the majority of the votes cast on any question will decide the question.**

~~.A plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law, by the Articles of Association or by these Bylaws. When a quorum for the consideration of a question is present at any meeting, the majority of the votes properly cast upon the question shall decide the question, except in any case where a larger vote is required by law, by the Articles of Association or by these Bylaws.~~

PART 2 - DIRECTORS AND BOARD OF DIRECTORS MEETINGS

ARTICLE ~~VIII~~ VII- BOARD OF DIRECTORS

Section 1. The ~~government~~ **governance** of the Association and the management and control of its affairs shall be **administered by a Board of Directors** ~~consist~~ **ing normally, vested in a Board of Directors consisting** of not more than **seven (7) nor less than five (5) Regular Mem-** bers. **If possible, at least one** ~~Board member will be a full-time, year-round~~ **resident of Miles Pond.**

Section 2. Directors shall be elected by the Regular Members present at the annual meeting for office must have been a Regular Member, or Social member of the Association for at least one year prior to accepting nomination for office.

Past Board Members are eligible for re-election after a hiatus of one year. Candidates for the Board must have been a, to the Board.

Section 3. The board of Directors shall may fill any vacancy on the Board upon by the affirmative vote of a majority of the remaining Directors present and voting at an announced Board meeting. The Director elected to fill a vacancy is elected for the balance of the term of the predecessor. recom mendment of the Nominating Committee by the affirmative vote of a majority of the remaining Directors present and voting, though less than a quorum of the board. The Director elected to fill a vacancy shall be elect ed for the unexpired term of the predecessor in office.

Section 4. The board of Directors shall have and may exercise all its power notwithstanding the existence of one or more vacancies in its number, provided there be at least for (4) Directors. In the event that fewer than four Directors are serving, the only Board action authorized by these By-laws is the election of additional Board members until the stated minimum compliment of four Directors is in place.

ARTICLE IX - VIII - MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least three (3) times per calendar year. One Board of Directors meeting shall be held at least 35 days prior to the annual meeting of Members. The board shall meet to elect officers immediately after the annual meeting of Members. A third meeting of the Board of Directors shall be held in August. At the meeting of the Board of Directors following the annual meeting of members, the Board of Directors shall elect a Chairperson to serve for one (1) year. The Chairperson shall preside at all meetings of the Members and of the Board of Directors, except as otherwise voted by the Board of Directors. The Chairperson shall appoint the members and the chairs of both standing and ad hoc committees. Members of the Board of Directors, the Secretary, or the Treasurer may attend any Board of Directors meeting by phone.

Special meetings of the Board of Directors may be held at any time and at any place upon the written request of an Officer or three (3) or more Directors, provided reasonable notice is given to each Director by the Secretary, or in the case of the death, absence, or incapacity or refusal of the Secretary, by the officer or Directors calling the meeting, or without formal notice provided all the Directors then in office are present or all the Directors then in office waive notice in writing. Such waivers shall be filed with

~~the minutes of the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In any case it shall be deemed sufficient notice to a Director to send notice by mail at least ten business days prior to the meeting addressed to the Director's usual or last known business or residence address or to give notice to the director in person either by the phone or by handing the Director a written notice at least forty eight (48) hours prior to the meeting.~~

~~Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.~~

~~Members of the Board of Directors will be required to attend two-thirds (2/3) of all meetings held annually. Failure to attend, or to make suitable arrangements to be present via the telephone constitutes grounds to be removed by the Board of Directors in accordance with Article XIV.~~

Section 1. The Board of Directors shall meet at least three (3) times per calendar year. One Board of Directors meeting will be held at least 15 days prior to the Annual Meeting of Members. The board will meet soon after the Annual Meeting to elect a Chairperson, Vice-chairperson, Treasurer and Secretary. The timing of a third meeting of the Board of Directors will be at the discretion of the Board.

Section 2. Additional meetings of the Board of Directors may be held at any time and at any place upon written request of the Board Chairperson, any other Officer, or three (3) or more Directors provided reasonable notice is provided to all Board members by the Secretary.

Section 3. Board members will be polled to reach a mutually-agreeable date and time for scheduling meetings. Members of the Board of Directors will be required to attend two-thirds (2/3) of all meetings held annually. Failure to attend constitutes grounds to be removed by the Board of Directors in accordance with Article XVI.

Section 4. As deemed reasonably necessary or appropriate, the Board of Directors may choose to conduct any meeting of the Board by electronic or other remote-access means. The Board will use its best efforts to implement such virtual meetings, recognizing the need to maintain as much flexibility as possible for all Board Members, including those with disabilities or lacking access to required technology tools.

Any action taken at a virtual meeting will have full authority as if taken at an in-person meeting and all reasonable technology must be used to authenticate participants who attend.

ARTICLE X IX- QUORUM OF DIRECTORS AND VOTING OF DIRECTORS

At any meeting of the Board of Directors, a quorum for any election or for the consideration of any question shall consist of one half (1/2) of the Directors then in office, ~~consistent with Article VII, Section 4.~~ ~~but~~ Any meeting may be adjourned to a later date by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. ~~If less than a quorum is present at any meeting of the Board of Directors or Association Committee those present may adjourn the meeting to a later date and no further notice thereof need be given.~~ When a quorum is present at any meeting, the votes of a majority of those present ~~will and voting shall be requisite and sufficient for election to any office, and to decide any question brought before the meeting.~~ Any action consented to in writing by each and every Director will be valid as if adopted by the Board of Directors at a duly held meeting. Such written consent will be inserted in the Board's record. a majority of those present and voting shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Association, or by these Bylaws. Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly held meeting thereof, provided that such written consent is inserted in the minutes.

PART 3 - OFFICERS

ARTICLE XI X- OFFICERS AND AGENT

Section 1. The officers of the Association shall be ~~(1) the Treasurer, and (2) the~~ ~~Secretary.~~ The Association may also have such agents, if any, as the ~~Board of Directors, in its discretion, appoint.~~ (1) the Chairperson, (2) the Vice- chairperson, (3) the Secretary, and (4) the Treasurer. The Board of Directors may appoint other Officers at any time by vote of the majority of the Directors present and voting. The Chairperson, Vice-chairperson, Treasurer and Secretary will be members of the Board of Directors.

~~The Secretary and Treasurer may be Directors, but they are not required to be Directors. If the Secretary or Treasurer is not a Director the Secretary or Treasurer shall serve at the pleasure of the Board. A Secretary or Treasurer who is not a Director shall not Vote on matters before the Board of Directors, shall not count toward a quorum of the Board, but shall be entitled to the same meeting notice requirements as the Board of Directors.~~

~~Subject to law, to the Articles of Association and to the other provisions of these Bylaws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident~~

to the _____ office and such duties and powers as the Board of Directors may from _____ time to time designate.

~~Section 2. The Board of Directors shall meet on the day of the Annual Meeting of _____ Members to elect the Officers specified in Article XI, Section 1. The Board _____ of Directors may appoint other Officers at any time by vote of the majority _____ of the Directors present and voting. Each Officer shall hold office for three _____ years or until a successor is elected or appointed by the Board to fill a vacancy _____ due to term completion, resignation, or removal from office.~~

~~Section 3. Each Officer shall hold office until a successor is elected or appointed and _____ qualified, or until the officer sooner dies, resigns, is removed or becomes _____ disqualified.~~

ARTICLE XI – CHAIRPERSON

Section 1. The Chairperson shall preside at all meetings of the Association and the Board of Directors. The Chairperson will lead the Board in setting goals, and implementing projects consistent with the Association’s Mission Statement and current direction.

Section 2. The Chairperson will appoint all Committee heads and may appoint Committee members with the agreement of the Board of Directors.

Section 3. The Chairperson will appoint a member of the Board to assist the Chair and Treasurer in drafting an annual budget as a guideline to reflect the policy and program priorities of the association. Following approval by the Board, this group will monitor the budget as the coming year progresses.

ARTICLE XII – VICE-CHAIRPERSON

The Vice-chairperson shall perform duties as assigned to them by the Association’s Board of Directors and the Chairperson. In the absence of the Chairperson for any reason, the Vice-chairperson will perform the duties and be invested with the powers of the Chairperson.

ARTICLE XII-XIII- TREASURER

~~The Treasurer shall be the financial officer of the Association and shall be in charge of its funds and valuable papers and also be the chief accounting officer of the Association and shall be in charge of its books of account and accounting records, and of its accounting procedures and shall have such other duties and powers as may be designated from time to time by the board of Directors. The Treasurer shall be responsible to and shall report to the Board of Directors.~~

Section 1. The Treasurer shall be the financial officer of the Association and keep

itemized records of all its financial transactions. The Treasurer is in charge of all Association funds and accounting records. With approval of the Board of Directors, the Treasurer will determine accounting procedures based on generally-accepted accounting principles for non-profit organizations, and will have other duties and powers as designated by the Board of Directors.

- Section 2. The Treasurer will apply the budget parameters as approved by the Board per Article XI, Section 3. to expenditures and income and regularly submit budget vs. actual reports to the Board as the fiscal year progresses.
- Section 3. The Treasurer will establish with Board approval a bank account for ordinary financial transactions including, but not limited to: deposits, withdrawals, and disbursement by check of monies owed. Additional accounts may be set up as appropriate for special Association projects and as approved by the Board of Directors. A second signee will be appointed by the Board of Directors to act in place of the Treasurer when necessary.
- Section 4. The Treasurer and designated second signee will minimally review the Association's financial records and accounts three times a year including for presentation to the Board of Director's meeting as scheduled each year prior to the Annual Membership meeting. Two other presentations will be requested by the Board. Results of these reviews will be forwarded in report form to the Secretary for disbursement to Board Members prior to the meetings.
- Section 5. The Treasurer will be responsible for the timely filing of annual Internal Revenue Service information returns required of organizations exempt under 501 (C) (6) per then-current IRS requirements.
- Section 6. The Chairperson or Board may appoint alternate designees to carry out any of the treasurer's duties described in this Article.

ARTICLE XIII ~~XIII~~ XIV– SECRETARY

~~The Secretary shall keep a true record of all votes and proceedings of all meetings of the Association, the Members, and the Board of Directors in books provided. The books shall be open at all reasonable times to the inspections of the Members. In the absence of the Secretary from any such meeting, the Board of Directors shall choose a temporary Secretary who will record the proceedings thereof in the aforesaid books.~~

~~The Secretary shall keep membership records, which shall always be available for the inspection of the Members, containing the names and addresses of the Members.~~

~~The Secretary shall file all required reports with the Secretary of State and shall keep certified copies of all papers required by law to be filed with the Secretary of State.~~

- Section 1. The Secretary shall keep a summarized written record of the proceedings of all meetings of the Association, and the Board of Directors. These records will be available to the Board of Directors and Membership. The Secretary will prepare and present the minutes of the previous year's Annual Membership Meeting at the succeeding year's meeting. In the absence of the Secretary from any meeting, the Board Chairperson may choose a temporary Secretary who will record the proceedings and add them to the written record.
- Section 2. The Secretary shall update and maintain membership records in collaboration with the Treasurer, and current lists of all Miles Pond residents, which will be available to the Members.
- Section 3. Upon request of Officers, or Board Members per Article VIII, Section 2, the Secretary will notify all Directors of scheduled meetings of the Board of Directors.
- Section 4. The Secretary will generate and file all reports required by the Secretary of State, keep certified copies of these reports, and file copies of other important correspondence as requested by the Chairperson or Board.
- Section 5. The Chairperson or Board may appoint alternate designees to carry out any of the secretarial duties described in this Article.

ARTICLE XV – COMMITTEES

- Section 1. The Board may decide at any time to appoint standing or temporary committees to further projects or accomplish specific tasks as outlined by the Board's mandate to the Committee.
- Section 2. The Chairperson will appoint all Committee heads with agreement of the Board and may choose to appoint Committee members or leave that designation to the individual Committee head. All Committee heads and members serve at the pleasure of the Board of Directors for terms the Board deems appropriate to complete the Committee's mandate.
- Section 3. The Board may direct a Committee to hold meetings at specific times or choose to leave scheduling of meetings to the Committee head's discretion. A quorum of ½ the then-serving Committee members will be required to conduct meetings and decide issues before the Committee.
- Section 4. Minutes of all Committee meetings will be provided to the Association Secretary for forwarding to the Board of Directors. All minutes will be part of required reports provided by each Committee to the Association Board at the Board of Director's scheduled meetings.

PART 4 - GOVERNANCE

ARTICLE ~~XIV~~-XVI RESIGNATIONS AND REMOVALS

Any Director or Officer may resign at any time by delivering a written resignation to the Chair of the Board or Secretary or to a meeting of the Board of Directors. The Directors, by vote of a majority then in office, may remove from office any Officer, Director or Directors whenever in their judgment the best interests of the Association will be served thereby. The Board of Directors may at any time by a vote of the majority of Directors present and voting, terminate or modify the authority of any agent.

ARTICLES ~~XV~~—VACANCIES

~~If the office of any Officer becomes vacant, the Board of Directors may appoint a successor. Each such successor shall hold office for the unexpired term, until a successor shall be elected and becomes qualified.~~

PART 3 COMMITTEES

ARTICLE ~~XVI~~—NOMINATING COMMITTEE

~~The Nominating Committee, appointed by the Chairperson of the Board, shall be responsible for the on-going recruitment of Directors for the Association. The Nominating Committee shall consist of one Regular or Social Member and two members of the Board of Directors. For the annual meeting of the Association, the committee shall present nominations for members of the Board of Directors, and Officers. Other nominations may be made from the floor at this meeting.~~

ARTICLE ~~XVII~~-MONIES

~~Section 1. All funds received by the Association shall be deposited in bank accounts or other investments approved by the Board of Directors, and shall be used for defraying the expenses of the Association and for furthering the Association's purposes.~~

~~Section 2. Expenditures shall be by check signed by any person authorized by the Board of Directors to sign checks.~~

ARTICLE ~~XVIII~~ - FISCAL YEAR

The fiscal year of the Association shall be ~~July 1 to June 30.~~ **October 1st. to September**

ARTICLE ~~XIX~~-XVII PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws and except where the board has otherwise specifically adopted provisions with respect to its special rules of order, the latest revision of Robert's Rules of Order shall be the parliamentary authority of this association.

ARTICLE XX - AMENDMENTS TO THE BYLAWS

Any Regular Member of 1 year's standing may propose an amendment, alteration or repeal of these Bylaws by written request to the Board of Directors. No such proposal shall will be submitted to the Membership for consideration unless first considered reviewed by the Board of Directors. Any proposed amendments to the Bylaws shall will be provided to the Members at least 30 days prior to the Annual Membership Meeting, or the date of any vote on Bylaws changes requested by the Board. In addition, the Board's recommendation regarding the proposal, or reason for not recommending the amendment shall will be provided to the Members in conjunction with the proposed amendment(s) A two-thirds (2/3) vote of Regular Members present and voting is required to amend, alter, or repeal these Bylaws in whole or in part.

~~These Bylaws may be amended altered, or repealed in whole or in part at any regular or special meeting of the Members by a two-thirds (2/3) vote of those present and voting. Notice for such meeting shall specify the subject matter of the proposed amendment, alteration or appeal, and the Articles to be affected thereby.~~