



BYLAWS

of the

TEXAS ASSOCIATION

FOR

HEALTHCARE FINANCIAL ADMINISTRATION

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BYLAWS
OF THE
TEXAS ASSOCIATION FOR
HEALTHCARE FINANCIAL ADMINISTRATION
(A Non-profit Corporation)

ARTICLE I

NAME

The name of this corporation shall be the Texas Association for Healthcare Financial Administration, hereinafter referred to as TAHFA.

ARTICLE II

PURPOSES AND EXEMPT ACTIVITIES

The corporation is organized exclusively for charitable and educational purposes and more specifically to perform, in whole or in part, the charitable and educational purposes of the Texas Association for Healthcare Financial Administration, a professional trade association organized under the Texas Non-Profit Corporation Act and tax-exempt under §501(c)(3) of the Internal Revenue Code. These purposes shall include:

- A. To be a major advocate and leadership organization regarding healthcare financial issues for Texas hospitals and other healthcare providers of patient services in Texas.
- B. To provide a forum for the interchange of ideas, dissemination of material, and educational opportunities relative to financial issues.
- C. To encourage the interchange of ideas among healthcare financial management personnel in order to promote uniformity and efficiency in healthcare finance.

And such other charitable and educational purposes as the Board of Directors shall from time to time determine.

The activities of this corporation may include, but are not limited to, the following: To receive and administer funds for charitable and educational purposes, and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors of the corporation, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, and Sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended, or any other laws applicable hereto.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) in a political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §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 a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

MEMBERS

Section 1. ELIGIBILITY. Individuals eligible for membership in TAHFA are those who have a primary responsibility for, or who have an interest in, healthcare financial management and related matters.

Section 2. CLASSES OF MEMBERSHIP.

- A. PROVIDER MEMBERSHIP** may be granted to any employee who is responsible for the administration of business and financial activities for a health care facility providing patient care services within the state of Texas, or subsidiary of that facility, or any employee of a governmental entity over-seeing or providing education to the industry.
- B. NON-PROVIDER MEMBERSHIP** may be granted to those individuals who have an interest in, but no direct responsibility in, healthcare financial/accounting activities.
- C. DISTINGUISHED MEMBERSHIP** may be conferred upon the recommendation of the Board of Directors in recognition of meritorious service and such membership carries exemption from all dues and assessments.
- D. STUDENT MEMBERSHIP** may be granted to any student attending a four-year accredited college or graduate program, and who is carrying a minimum of twelve hours undergraduate or nine hours graduate, and the major field of study is related to health care. Student membership is a non-voting membership.

Section 3. VOTING. All members in good standing, with the exception of students, will have the power to vote.

Section 4. TERMINATION OF MEMBERSHIP. Membership in TAHFA may be terminated by the TAHFA Board of Directors for failure to pay dues or noncompliance with any pertinent provisions of the Bylaws.

- A. SUSPENSION AND EXPULSION.** Any member whose conduct is detrimental to the best interest of TAHFA or who shall willfully violate its Bylaws may be suspended or expelled by action of the TAHFA Board of Directors after the member has been afforded the opportunity for a hearing before the Board of Directors.
- B. RESIGNATION.** Any member may resign at any time but such resignation will not become effective until accepted by the Secretary of TAHFA and will not relieve the resigning individual from the dues obligation for the current year.
- C. REINSTATEMENT.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors present and voting reinstate such former member to membership on such terms as two-thirds of the Board of Directors then present and voting may deem appropriate.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The Annual Meeting of the members will be held at the time and place designated by the Board of Directors for the purpose of reporting on the programs and activities of the corporation and providing the members with the opportunity to discuss these programs and activities.

Section 2. SPECIAL MEMBERSHIP MEETINGS. Special membership meetings may be called at the request of the President or any two members of the Board of Directors. Also, a special meeting will be called by the Secretary upon request in writing of ten percent of the voting members.

Section 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by regular mail, by electronic mail, or by facsimile transmission to each member entitled to vote at such meeting, not less than ten days nor more than sixty days before the date of such meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted. If notice be given by electronic mail, such notice shall be deemed to be delivered when the e-mail is transmitted and electronically dated.

Section 4. PLACE OF MEETING. The Board of Directors may designate the place of meeting for any annual or for any special meeting.

Section 5. RULES OF PROCEDURE. The order of business for annual and special meetings will be as provided by the Board of Directors. Where an order is not so provided and when it is not otherwise expressly provided for in these Bylaws, meetings will be governed by *Roberts' Rules of Order, Newly Revised*.

Section 6. QUORUM. A quorum will consist of twenty percent of the voting membership of TAHFA at any regular or special meeting. A majority of the votes cast by the members present and voting will decide any motion or resolution presented except for special actions as defined elsewhere in the Bylaws that require other than a majority vote. Such special actions include amendments to the Bylaws as defined in Article XI.

Section 7. VOTING. All members in good standing will have the power to vote. Voting of the membership shall be conducted by regular mail, by electronic mail, by voice or by ballot at called meetings. Return of ballots may be transmitted either by regular mail, by electronic mail, or facsimile transmission if so designated in advance. Decisions by the members shall be by a simple majority of those responding unless designated otherwise in these Bylaws.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. MEETINGS OF THE BOARD OF DIRECTORS. The TAHFA Board of Directors will meet not less than twice a year upon receipt of formal notice from the Secretary. A majority of the members of the Board of Directors will constitute a quorum for Board meetings. A majority of the votes cast by the Board members present and voting will be decisive of any motion except for special actions as defined elsewhere in these Bylaws which require other than a majority vote.

Section 2. SPECIAL BOARD MEETINGS. Special board meetings may be called at the request of the President or any two members of the Board of Directors. Also, a special meeting will be called by the Secretary upon request in writing of ten percent of the voting members. Any special meetings will be called within twenty calendar days after proper request has been made for such meeting.

Section 3. NOTICE OF BOARD MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of the TAHFA Board of Directors shall be delivered, either personally, by regular mail, by electronic mail, or by facsimile transmission to each Board member, not less than ten days nor more than sixty days before the date of such meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Board member at the address as it appears on the records of the corporation, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted. If notice be given by electronic mail, such notice be deemed to be delivered when the e-mail is transmitted and electronically dated.

Section 4. COMMUNICATIONS. Any action required or presented to be taken by the Board of Directors at a meeting of the Board of Directors may also be taken by mail, telephone or electronic communications with the same force and effect.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 1. ELIGIBILITY.

- A. DIRECTORS.** Each director of TAHFA must be a member in good standing and employed in the state of Texas at the time of election.
- B. OFFICERS.** Each elected officer of TAHFA must be a Provider member in good standing at the time of election.

Section 2. BOARD OF DIRECTORS. The Board of Directors will consist of the President, President-elect, Vice President, Secretary, Treasurer, Immediate Past President, and nine directors. The nine elected directors will serve overlapping three year terms, three directors being elected each year.

Section 3. OFFICERS. The elected officers of TAHFA are the President, the President-elect, the Vice President, the Secretary, the Treasurer and the Immediate Past President.

Section 4. ELECTION OF DIRECTORS AND OFFICERS.

- A. ELECTION.** The election of the President-elect, Vice President, Secretary, Treasurer and three directors will be conducted by electronic mail. In accordance with the procedure specified in Article VI, Section 4(c), the Nominations Committee will prepare and submit to the members nominations for President-elect, Vice President, Secretary, Treasurer and three directors to be elected that year in accordance with Article VI, Section 2. Should a Director with remaining term vacate office or accept a nomination for an officer position, a nomination will also be submitted to replace said Director for the remainder of that Director's term.
- B. CANDIDATE CRITERIA.** Candidates for the office of the President-elect must have served on the Board of Directors for two of the immediately preceding three years. Candidates for Vice President, Secretary and Treasurer must have served on the Board of Directors for one of the immediately preceding two years.
- C. DUTIES OF THE NOMINATIONS COMMITTEE.** (See Article VIII, Section 1 A.) The Nominations Committee will nominate a candidate for each of the director and officer positions coming open on the Board of Directors. The Executive Director will notify the membership in writing of these nominations not less than sixty days prior to the first day of the fiscal year.

- D. WRITE-IN NOMINATIONS.** Fifteen days will be allowed for write-in nominations from the membership. Such recommendations will be sent to the Executive Director not later than forty-five days prior to the first day of the fiscal year. If, however, no nominations are received from the membership for these positions, the nominees recommended by the Nominations Committee will be deemed and declared elected by unanimous vote of the membership.
- E. BALLOTS.** A ballot listing the names of the candidates, both recommended by the Nominations Committee and those recommended by petitions of members, together with a resume of the background and experience of each candidate, will be electronically mailed to each member of TAHFA not less than forty-five days prior to the first day of the fiscal year. The ballot will list candidates for the available director positions and a candidate for each of the offices of the President-Elect, Vice President, Secretary and Treasurer. Each completed ballot will be returned to the Executive Director of TAHFA by the return date specified on the ballot, which will not be less than thirty-five days prior to the first day of the fiscal year.
- F. TABULATION OF THE BALLOTS.** The ballots will be tabulated by the Executive Director and confirmed by the President and the Secretary and the results reported to the Board of Directors prior to distribution to the membership. The results of the election will be presented electronically to the membership 30 days prior to the first day of the fiscal year.

Section 5. TERMS OF DIRECTORS AND OFFICERS.

- A. DIRECTORS.** Directors will serve for a term of three (3) years and will take office on the first day of the fiscal year following the election. No director will serve more than two consecutive three-year terms.
- B. OFFICERS.** The President will serve for a term of one year and will take office on the first day of the fiscal year immediately after serving a term as President-Elect. The Vice President, Secretary, Treasurer and the immediate Past President will also serve one (1) year terms beginning the first day of the fiscal year following the election. The Vice President may not be elected to serve two (2) consecutive one-year terms.
- C. TENURE.** No individual may serve as an officer and/or director for more than six cumulative years with the exception of the office of Past-President.
- D. CHANGE IN MEMBERSHIP STATUS.** A change in membership status will be effective the beginning of the next fiscal year.
- E. REMOVAL.** Any director or officer elected by the membership or appointed by the Board of Directors may be removed by a two-thirds vote of the Board whenever in its judgement the best interests of TAHFA would be served.

Section 6. DUTIES OF DIRECTORS AND OFFICERS.

- A. DUTIES OF THE BOARD OF DIRECTORS.** The affairs of the corporation shall be

managed by its Board of Directors. The Board of Directors will have the authority to:

- (1) make policy decisions for TAHFA;
- (2) carry on the business of TAHFA;
- (3) establish rules and procedures for the Board of Directors and TAHFA;
- (4) approve or disapprove reports, resolutions or actions of officers and committees;
- (5) approve an annual budget;
- (6) act upon the suspension, expulsion, and reinstatement of members;
- (7) act upon all correspondence and communications requiring their attention;
- (8) fill officer vacancies and vacancies on the Board until the next regular election;
- (9) make recommendations at meetings of the members relative to matters which, in their opinion, the members should decide.
- (10) to designate the depository bank or banks and authorized check signers and assign appropriate limitations.
- (11) approve all contractual and/or employment arrangements.

B. DUTIES OF THE OFFICERS.

- (1) **DUTIES OF THE PRESIDENT.** The President is the chief executive officer of TAHFA, presiding at all meetings of TAHFA and its Board of Directors, and calling such meetings as required by the Bylaws and such additional meetings of the Board as deemed necessary. It is the President's duty to exercise supervision over the activities and welfare of TAHFA and keep in constant touch with the members of the Board of Directors relative to matters of policy. It is the President's duty to appoint members to the standing and special committees as the need arises. The President is an ex-officio member, without power to vote, of all standing and special committees, but will have the power to vote on the Nominations Committee. The President facilitates appropriate relationships between TAHFA and other organizations as directed by the Board of Directors.
- (2) **DUTIES OF THE PRESIDENT-ELECT.** The President-elect will work closely with the officers and the Board of Directors to become thoroughly familiar with the duties and responsibilities of the President. The President-elect will, in the absence of the President or during the incapacity of the President (as determined by the Board of Directors), perform all duties and assume all responsibilities of the President. In the event that the office of the President becomes vacant, the President-elect will automatically become President for the existing unexpired term. The President-elect

is an ex-officio member, without power to vote, of all standing and special committees, but will have the power to vote on the Nominations Committee.

- (3) **DUTIES OF THE VICE PRESIDENT.** The Vice President will, in the absence of the President and President-elect or during the incapacity of the President and President-elect (as determined by the Board of Directors), perform all duties and assume all responsibilities of the President. The Vice President will be an ex-officio member, without power to vote, of all special and standing committees and, in addition, will perform any specific duties assigned by the President. In the event that the office of the President becomes vacant and the President-elect is unable to fulfill the duties and responsibilities of the President, the Vice President will automatically become President for the existing unexpired term.
- (4) **DUTIES OF THE SECRETARY.** The Secretary will keep or cause to be kept a report of the meetings of TAHFA, notify the members elected to office, keep a roster of members, issue notices of all meetings and keep or cause to be kept the minutes of the Board of Directors' meetings.
- (5) **DUTIES OF THE TREASURER.** The Treasurer of TAHFA will receive or cause to be received and disburse or cause to be disbursed all funds as directed by the Board of Directors. Proper vouchers and books of account will be kept and open to inspection by the Board of Directors and subject to audit at any time by the Board of Directors or their authorized representative. The budget will be prepared under the direction of the Treasurer. The Treasurer will submit or cause to have submitted a financial report at each regular meeting of the Board of Directors and an annual report to the members.

Section 7. VACANCIES.

- A. **FILLING VACANCIES.** Except as outlined in Article VI, Section 6.B(2) and (3), if any director or officer is unable to fulfill the responsibilities of office to which elected, the Board will be empowered to fill the position by appointment until the next general election, at which time the position will be included in the election proceedings as described in Article VI, Section 4.
- B. **VACANCY OF THE OFFICE OF PRESIDENT.** If the President is unable to fulfill the term of office of the President, the President-elect will act as President until the next Annual Meeting, at which time the President-elect will assume the presidency. If the President-elect is unable to assume the position of acting President, the Vice President will do so for the remaining portion of the unexpired term.

ARTICLE VII

ASSOCIATION MANAGEMENT

Section 1. EXECUTIVE DIRECTOR. The Board of Directors will contract or employ a

qualified individual or organization to perform the administrative functions of TAHFA as determined by these Bylaws.

Section 2. JOB DESCRIPTION. The President will appoint a Special Committee as needed to establish or revise appropriate performance criteria to handle the functions of the Executive Director.

ARTICLE VIII

COMMITTEES

Section 1. STANDING COMMITTEES. The President will appoint the following standing committees from among the members of TAHFA with exception of the Nominations Committee. Any member in good standing will be eligible to serve on any standing or special committee.

- A. **NOMINATIONS COMMITTEE**, whose duty as described in Article VI, Section 4, is to prepare a slate of candidates for President-elect, Vice President, Secretary, Treasurer, and three Directors which reflects the broad program interests of the TAHFA membership as well as their geographic distribution.
 - (1) The President will appoint, with the approval of the Board of Directors, a Nominations Committee which will consist of the Immediate Past President, as Chairman, and up to four other members, no more than two of which are Past Presidents of TAHFA.
 - (2) No member of the Nominations Committee is eligible to be nominated for any elected position.
- B. **EDUCATION COMMITTEE**, whose duty is to plan and coordinate educational activities offered through TAHFA.
- C. **MEMBERSHIP COMMITTEE**, whose duty is to coordinate the retention and recruitment of members.
- D. **BYLAWS COMMITTEE**, whose duty is to recommend any changes necessary in order that TAHFA may conduct its business and to recommend to the Board any changes suggested by the membership.

Section 2. SPECIAL COMMITTEES. Special committees may be appointed by the President for special projects as authorized by the Board of Directors. The term of office will be one year or until the next Annual Meeting. At that time, the committee will be automatically discharged unless otherwise specified by the Board of Directors. Special committees will submit interim written reports of their activities to the President, if requested, and upon completion of the project present a final written report with conclusions and recommendations.

ARTICLE IX

OPERATING FUNDS

Section 1. DUES.

- A. **RATE OF DUES.** Annual dues of the members of TAHFA will be established by the Board of Directors. Dues notices will be mailed to members no later than sixty days prior to the beginning of the fiscal year and are due on the first day of the fiscal year.
- B. **DUES DELINQUENCY.** A member who has not paid annual dues within sixty days of the commencement of the fiscal year will have their membership terminated providing prior notification of such delinquency has been sent to the member.

ARTICLE X

STANDARDS OF CONDUCT AND INDEMNIFICATION

Section 1. GENERAL STANDARDS OF CONDUCT. The directors and officers of TAHFA shall discharge their duties as prescribed by these Bylaws in good faith, with ordinary care, and in a manner the directors or officers reasonably believe to be in the best interests of the Association. In the discharge of any duty, a director or officer may in good faith rely on information, opinions or reports prepared or presented by officers, employees, contracted individual, agent, legal counsel or public accountants of the Association, or by a committee of the Board of Directors of which the director or officer is not a member.

Section 2. LIABILITY OF DIRECTORS AND OFFICERS. A director or officer of the Association is not liable to the Association, any member, or any other person for any action taken as a director or officer if the director or officer acted in good faith, with ordinary care, and in a manner that the director or officer reasonably believed to be in the best interests of the Association.

Section 3. INDEMNIFICATION.

- A. **GUIDELINES.** The Association shall indemnify any and all persons who may serve or who have served at any time as director, officer, contracted individual, agent, or staff of the Association, and/or successor, and their respective heirs, administrators, successors and assigns, against all liabilities (including but not limited to the amounts of judgments, settlements, fines or penalties) and reasonable expenses necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any one of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been a director, officer, contracted individual, agent, or employee of the Association; provided such persons discharged their duties to the Association in good faith and reasonably believed that their conduct was in the best interests of the Association.

B. EXCEPTIONS. The Association shall not indemnify any person in connection with any claim, action, suit, or proceeding:

- (1) in which the person is found liable on the basis that personal benefit was improperly received, whether or not the benefit resulted from an action taken within the scope of their office or position with the Association;
- (2) in which the person is found liable to the Association; or
- (3) in which the person is found liable for willful or intentional misconduct in the performance of his duty to the Association.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the members responding by regular mail or electronic ballot. Amendments to these Bylaws may be proposed by the Board of Directors or by any member in good standing subsequent to approval by the Board. Proposed amendments shall be filed with the President at least thirty days prior to balloting. Notice of proposed changes and mail or electronic ballots will be sent to all members at least fifteen days prior to such balloting deadline as determined by the Board of Directors. The President will appoint a Special Committee to count the ballots. Alterations, amendments or changes to the Bylaws will be effective on the date as will be indicated on the ballot.

Adopted 10/12/95
Amended 12/1/96
Reviewed 7/16/01
Amended 4/29/02
Reviewed 12/15/03
Amended 4/19/04
Amended 4/14/08
Amended 7/26/08
Amended 04/13/09