

**Missouri Society of Professional Engineers**  
**Bylaws**  
**Revised June 22, 2009**

**ARTICLE I**  
**Member Categories and Definitions (Governance)**

Membership of the "corporation," hereinafter referred to as "MSPE" or as the "Society" shall be designated as Licensed Member, Member, or Student Member.

Section 1. Necessity of NSPE Membership. All persons, in order to be eligible for membership in MSPE, must meet the requirements for Licensed Member, Member or Student Member as stated in Section 2, Section 3 or Section 4 of this article. Members may choose between a three-tiered National, State and Chapter membership or a two-tiered membership consisting of State and Chapter levels.

Section 2. Licensed Members. A "Licensed Member" is one who holds a valid, current license or certificate of registration as a professional engineer from a state of the United States or from a district, territory or possession of the United States, or from a province or territory of Canada.

Section 3. Members. A "Member" is one who is:

- a) a certified Engineer Intern. A certified "Engineer Intern" is one who holds a valid certificate as an "Engineer Intern" from a state of the United States or from a district, territory or possession of the United States, or from a province or territory of Canada *or*
- b) a graduate engineer. A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET); or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. For a graduate of an engineering curriculum in a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.

A Member shall be upgraded to 'Licensed Member' upon receipt of license or certificate of registration per Section 2 of this Article.

Section 4. Student Members. A "student member" is one who is an undergraduate or graduate student in engineering and who is studying in an engineering program which has been accredited by the Engineering Accreditation Committee of the Accreditation Board for Engineering and Technology, Inc. (EAC/ABET), or who is studying a pre-engineering program, or a two-year course in engineering which will permit the student's transfer to an EAC/ABET accredited program that leads to engineering licensure.

Section 5. Fellow Members. A Licensed Member who has been granted Fellow Member status by NSPE or MSPE shall be recognized as a Fellow Member at the state level.

Section 6. Life Membership. A member shall become eligible for "life" membership, with waiver of dues, upon meeting all of the following criteria:

(A) Has held a valid license or certificate of registration as a professional engineer as provided in Section 2 thereof.

(B) Is sixty-five or more years of age and has retired from full-time employment and/or the active practice of engineering.

(C) Has been a member of MSPE for at least thirty years and has paid his dues continually each year.

(D) Application for "life" membership may be made only by personal application to the Board of Directors. Each "life" member shall be given an option in writing annually to contribute to MSPE.

Section 7. Retired Status. A member shall become eligible for "retired" status, with a waiver of one-half the dues, upon meeting all of the following criteria:

(A) Has held a valid license or certificate of registration as provided in Section 2 hereof.

(B) Is sixty-five or more years of age and has retired from full-time employment and/or the active practice of engineering.

(C) Has paid his dues to MSPE each year continuously for at least ten years.

(D) Application for "retired" status may be made only by personal written request to the Board of Directors.

Section 8. "Sustaining Organization." Sole proprietor, firm, company, or corporation, or a division thereof, and other similar organization, which is interested in advancing the knowledge of the science of engineering, in increasing the engineer potential of the United States, and in furthering the objectives of MSPE, shall be eligible to be classed as a sustaining organization.

Section 9. Eligibility to Vote. Licensed Members, as set forth in Section 2 hereof, and Members, as set forth in Section 3 hereof, shall have voting privileges in MSPE.

Section 10. Application for Membership. Membership applications may be received at either the state or national level and reviewed for eligibility by the Executive Director. If deemed to be eligible in accordance with this Article I, the applicant will be added to the state rolls and the chapter and national societies notified, as applicable.

## **ARTICLE II**

### **Dues (Administrative)**

Section 1. Fixing Amount of Annual Dues. The Board of Directors at a regular meeting shall fix the amount of dues to be paid by a member in each membership category for the ensuing calendar year. Dues shall remain at this rate for subsequent calendar years unless changed by the Board of Directors. Any proposed change in the amount of annual dues shall be transmitted by the secretary in writing to the members of the Board of Directors at least sixty (60) days prior to the Board meeting at which the proposed change is to be considered.

Section 2. Annual Dues – Payment

Annual dues are for a period of 12 consecutive calendar months, and shall become due and payable to MSPE on the membership anniversary date in the amounts set by the Board of Directors in accordance with Section 1 of this Article.

### Section 3. Dues Incentives

Incentives for new member recruitment and dues payment options may be incorporated in the MSPE Policies and Procedures as recommended by the Membership Committee to the Executive Committee and approved by the Board of Directors.

Section 4. Dues Upon Reinstatement. Previous MSPE members who are reinstated under Article III shall pay a portion of the total annual dues in accordance with Administrative Policy established by the Board of Directors.

Section 5. Waiver of Payment of Dues. The Board of Directors by majority vote of those present and voting may for good cause shown and in its sole discretion waive the payment of dues by any member for such length of time as may be specified by the Board.

## **ARTICLE III**

### **Loss of Membership - Reinstatement (Administrative)**

Section 1. Resignation. A member in any of the categories set forth in Article I of these Bylaws may resign by transmitting his written resignation to the Board. There shall be no refund of dues or fees paid nor forgiveness of unpaid dues or other indebtedness by reason of or resulting from such resignation; nor shall any such resignation automatically dispose of any investigation concerning a proposed charge or complaint or cause the dismissal of any pending charge or complaint.

Section 2. Suspension - Expulsion. A member in any of the categories set forth in Article I of these Bylaws may be suspended or expelled from membership in the Society under and pursuant to the provisions of Article XII of these Bylaws.

Section 3. Non-Payment of Dues. Any member whose dues have not been paid will be considered delinquent after 30 days and dropped 60 days after the due date and thereafter shall automatically cease to be a member of MSPE.

Section 4. Reinstatement. Any member who has ceased to be a NSPE-only member or ceased to be a MSPE member for any of the causes or reasons set forth in Section 1, 2, or 3 of this Article III may at any time thereafter apply to the Executive Director for reinstatement as a member of the Society.

If the member so applying has lost his prior NSPE-only or MSPE membership by reason of having been suspended or expelled, the Executive Committee, by a two-thirds vote of its members, shall recommend to the Board of Directors the reinstatement of the applicant as a member of the Society in the appropriate category upon such conditions as may be imposed by the Executive Committee, and, if the Board of Directors by a two-thirds vote of those present and voting adopts the recommendation of the Executive Committee, the applicant shall be reinstated.

## **ARTICLE IV**

### **Membership Meetings (Administrative)**

Section 1. Annual Membership Meeting. An annual meeting of the membership shall be held between May 1 and June 30 of each calendar year at such time and place as designated by the Board to be published to the membership at least 90 days prior to the date fixed. The notices shall be published in the MSPE official publication or mailed to local chapters and to state members-at-large.

Section 2. Special Membership Meetings. Special meetings of the membership shall be called by the president at the request of the Board by a majority vote of the members present constituting a quorum for the transaction of business at any regular or special Board meeting, or at the request of ten percent of the membership eligible to vote and representing a minimum of two-thirds of the local chapters. The date, location, and purpose of the special membership meeting shall be stated in the request and such shall be published to the membership at least 30 days in advance in either MSPE's official publication or addressed to the local chapters and the State members-at-large. No business other than that specified in the request shall be transacted.

Section 3. Quorum. The members present and eligible to vote at the annual membership meeting or any special meeting shall constitute a quorum for the transaction of business, provided there is present at least one member who is eligible to vote for each of at least two-thirds of the local chapters.

## **ARTICLE V**

### **Board of Directors (Governance)**

#### Section 1. Eligibility

To be eligible for election to and to serve on the Board of Directors one shall be a Licensed member or a Member of MSPE as defined in Article I, Sections 2 and 3A of these Bylaws.

Section 2. Composition of Board. The Board of Directors shall be composed of:

- (A) The two persons who last served, respectively, as president of the Society.
- (B) The currently elected officers of the Society.
- (C) One or more persons elected by each local chapter of MSPE as state directors as hereinafter provided in Section 3 of this Article.
- (D) The chair of each practice division.
- (E) Two representatives, as defined in Article VIII, Section 2, elected by the Board of Directors to serve on the Executive Committee.
- (F) The Young Engineer Representative.
- (G) The Society's representative to NSPE.

Section 3. Election of Directors. The number of state directors which each local chapter shall elect is to be determined in the following manner, subject, however, to such adjustments as the Board of Directors may make in order that the local number of state directors elected by the chapters shall not exceed twenty-eight. The local chapter's membership, excluding students, as of each April 1, shall be used to determine the number of state directors to be seated from the chapter.

<u>Chapter Membership</u>	<u>Number of State Directors</u>
1 through 99	1
100 through 199	2
200 through 299	3
300 through 399	4
400 and above	5

The Executive Director shall report chapter membership status to the Executive Committee and chapter presidents during the last week of April. Upon recommendation of the Executive Committee, the Board may adjust the number of state directors set forth in the preceding paragraph.

Section 4. Terms of State Directors. Each state director elected by a local chapter shall normally serve for a term of three years and until his successor is elected.

Section 5. Vacancies in State Director Position. If a state director elected by a local chapter is unable for any reason to serve or to continue to serve as a director, the appropriate chapter shall promptly appoint a new director to fill the unexpired term.

Section 6. Young Engineer Representative. The Young Engineer representative shall be a member 35 years of age or younger as of January 1<sup>st</sup> of the year of election to the position and shall have demonstrated interest and involvement in the society. The Young Engineer Representative shall be elected by those younger members, having the same age qualifications that are in attendance at the Annual Convention. The Board of Directors must give its approval to the selected Young Engineer Representative, and if no Young Engineer Representative is forthcoming at the meeting, the Board of Directors may elect a qualifying representative. While the Board may exercise discretion in their selection, first consideration shall be given to the previous year's Young Engineer of the Year selection. The Young Engineer Representative shall serve for a term of one (1) year beginning July 1 of the year of election.

Section 7. Powers. The governing authority of the Society shall be vested in its Board of Directors and such board shall control and manage the business affairs and funds of the Society and shall have authority to do and perform all acts and functions consistent with these Bylaws or with an action taken by the membership of the Society.

Section 8 Quorum. Fifty percent of the total members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. Voting by Proxy Prohibited. Voting in the Board of Directors by proxy is prohibited, except that any state director may be represented at any Board of Directors Meeting by an alternate who shall be a member of and shall have been designated a minimum of seven days prior to the meeting to so act by the local chapter in question. Each director or alternate shall have and shall cast only one vote upon any question or proposition.

Section 10. Meetings of the Board. The Board of Directors shall meet at least twice each calendar year in regular meetings at the time and places determined and fixed by the Executive Committee provided that one such regular meeting shall be held in connection with the Society's annual meeting. Special board meetings shall be called by the president at the request of a majority of the members of the Executive Committee or at the request of at least one-fifth of the members of the Board of Directors, provided that the purpose of any such special meeting shall be set forth in the notice of said meeting and no business other than that specified in the notice shall be transacted.

Section 11. Letter Ballot. The president may at any time direct the secretary to submit any question to the members of the Board by means of a letter ballot.

## **ARTICLE VI** **Administrative and Fiscal Matters (Administrative)**

Section 1. The Society is a member state society of the National Society of Professional Engineers, a national organization with like aims and purposes, hereinafter called the National Society, or NSPE.

Section 2. The Society's fiscal year and its administrative year shall be July 1 through June 30.

Section 3. The President, Treasurer and the Executive Director shall be bonded, at the expense of the Society, for an amount determined by the Board.

## **ARTICLE VII** **Officers (Governance)**

Section 1. Designation. The officers of the Society shall be a president, a president-elect, a vice president, and a treasurer.

Section 2. Qualifications. To be eligible for election to an office, one must be a Licensed Member as defined in Article I of these Bylaws, and be a three-tiered National, State and Chapter member.

Section 3. Terms of Office. Each of the officers named in Section 1 of this Article, except the president and treasurer (*see Section 5 and 6 of this article*), shall be elected for a term of one year (the administrative year) and shall serve thereafter until a successor has been elected and installed.

Section 4. Election of Officers. The officers named in Section 1 of this Article, except the president, shall be elected by the members of the Society in the following manner:

A) A list of nominees submitted by the Nominating and Tellers Committee shall be circulated to the membership not less than sixty days prior to the annual election to be held each year at the annual membership meeting.

(B) Additional nominations for the respective offices may be made by written petitions containing the signatures of at least thirty members eligible to vote provided that not more than ten of those signing any one nominating petition shall be members of the same local chapter, and provided further that any such nominating petition shall reach the Society's secretary not later than thirty-five days prior to the date of the annual election.

(C) In the event that there is only one nominee for each office, those nominated shall be considered as having been elected by acclamation. In that event, the secretary, within five days after the deadline for nominations by petition, shall notify the Board of Directors in writing of the fact that those nominated have been elected by acclamation and shall publish a notice to that effect in the first subsequent issue of MSPE's official publication.

(D) In the event there is more than one nominee for one or more offices, official ballots shall be mailed at least thirty days preceding the annual election to all members eligible to vote, together with a return envelope on which there shall be a line on which the member voting shall sign their name after having inserted a marked ballot in the envelope. The ballot shall be in such form as to prevent disclosure of a vote until it is opened at the direction of the Nominating and Tellers Committee.

(E) Upon validation of the respective signatures by the secretary, the envelopes containing the ballots shall be delivered unopened to the Nominating and Tellers Committee within seven days after the date of the election.

(F) The Nominating and Tellers Committee shall report the tabulation of votes to the Board of Directors at its first meeting following receipt of the ballots by the Nominating and Tellers Committee. Results of the election shall be published in the first issue of MSPE's official publication following the report to the Board of Directors.

Section 5. Office of President. The currently serving president-elect shall automatically succeed to the office of president at the beginning of the new administrative year, or sooner during his term of office as president-elect should the president become unable to serve.

Section 6. Office of the Treasurer. The office of Treasurer shall be elected every two years in odd numbered years. The term of the Treasurer shall be two years (administrative years) and no member may serve more than two terms as Treasurer. The Treasurer for the administrative year 2000-2001 shall serve a one-year term.

Section 7. Inability of Elected Officers to Serve. In the event that either the duly elected president-elect or vice president for any reason is unable to serve, a special election to replace them shall be called by the Board of Directors to be conducted in the same manner as an annual election. In the event that the duly elected treasurer is for any reason unable to serve, the Executive Committee shall appoint a member to serve in their place and stead for the remainder of the term.

## **ARTICLE VIII**

### **Executive Committee (Governance)**

Section 1. Establishment - Composition - Powers. There shall be an Executive Committee of the Board of Directors. It shall be composed of the following listed in order of authority; the president, who will serve as chairman of the Executive Committee, the president-elect, the vice president, the treasurer, immediate past president, two members selected from the Board of Directors, the young engineer representative, and the Society's representative to NSPE.

Section 2. Selection of the two Board of Directors representatives.  
The two members from the Board of Directors shall be selected by the Board at the annual membership meeting. The board members selected by the Board of Directors to serve on the Executive Committee shall not be from the same Chapter. Any vacancies that occur from the Executive Committee board of director

representatives shall be filled by appointment of the Executive Committee.

Section 3. Executive Committee duties. Between meetings of the Board of Directors, the Executive Committee shall act for the Board of Directors and may exercise such powers as may be delegated to it by the Board of Directors.

Interim actions of the Executive Committee not taken pursuant to such a delegated power shall be subject to approval by the Board of Directors.

Section 4. Society Funds. The Executive Committee shall act as the Budget Committee and direct the handling and investment of the moneys of the Society.

Section 5. Meetings. The Executive Committee shall meet at the call of the president or upon the written request of a majority of the members of the committee. Upon such written request the president shall call a meeting of the Executive Committee.

Section 6. Quorum. A majority of the total number of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7. Report of Actions to Board. At the regular meeting of the Board of Directors, the Executive Committee shall report to the Board the Committee's actions as well as any recommendations it may have for action by the Board.

## **ARTICLE IX**

### **Executive Director (Administrative)**

There shall be an Executive Director of the Society who serves as Secretary of the Society. The Executive Director may employ an assistant director or directors as may be needed from time to time by, and subject to the approval of, the Board of Directors. The Executive Director shall be employed by the Board of Directors for such length of time and shall perform such duties as may be stated and prescribed in the contract of employment.

## **ARTICLE X**

### **Nominating and Tellers Committee (Administrative)**

There shall be a Nominating and Tellers Committee composed of five Licensed Members or Members as defined in Article I, Section 2 and 3A of these Bylaws, one of whom shall be the immediate past president of the Society and shall serve as chairman. The remaining four members shall be either past officers of the society or current directors who have been elected to the board by the chapters. No members of the Nominating and Tellers Committee shall be from the same chapter.

The Nominating and Tellers Committee shall be elected by the Board of Directors at its first meeting of each administrative year. No member of a currently functioning Nominating and Tellers Committee shall be eligible for nomination to an office.

The Nominating and Tellers Committee shall submit a list of nominees to the Executive Director with a copy to each Society officer in sufficient time to be circulated to the membership not less than sixty days prior to the annual election.

**ARTICLE XI**  
**Professional Conduct Committee (Administrative)**

Section 1. Establishment - Composition. There shall be a Professional Conduct Committee. The committee shall consist of five Licensed Members appointed by the president who shall designate one member to be chairman and each of whom shall serve a term of five years and shall subscribe the following oath:

"I, \_\_\_\_\_, of my own free will and accord do promise that I will fairly, impartially and to the best of my ability administer the work of the Professional Conduct Committee of the Missouri Society of Professional Engineers, and I further promise not to divulge to any person any information relating to discussions or decisions made within this committee except in line with committee duty, so help me, God."

Section 2. Duties. The committee shall:

(A) Make recommendations to the Board of Directors relating to the procedure for handling the alleged professional misconduct of engineers who are members of MSPE.

(B) Make recommendations to the Board of Directors pursuant to the "Procedures for Handling and Disposing of Alleged Professional Misconduct by a Member of MSPE."

**ARTICLE XII**  
**Professional Misconduct - Procedure (Administrative)**

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters alleged. Charges concerning violations of the Bylaws may be filed by a member in good standing. Each member is responsible for rendering written reports of factual knowledge he has of alleged violations of the MSPE Code of Ethics. Such charges may be filed with the Executive Director or with the chairman of the Professional Conduct Committee of the Society or of a chapter.

Section 2. An initial informal investigation of alleged violations will be made by the Professional Conduct Committee of the chapter concerned. When such informal investigations indicate that further investigation is advisable, the Society president shall direct the Society Professional Conduct Committee to conduct a formal investigation and recommend whether or not a hearing is warranted.

Section 3. Hearing will be conducted by the Past Presidents Subcommittee on Professional Conduct Hearing which shall make recommendations to the Executive Committee and the Executive Committee shall render a decision in the matter.

Section 4. The accused shall have the right to appeal the decision of the Executive Committee to the Board of Directors, in which case the Executive Committee members who sat in the prior hearing shall not participate in the appeal proceedings.

Section 5. Regarding the appeal in Section 4, it shall require a two-thirds vote of the Board of Directors to sustain the charges approved by the Executive Committee. Any other vote by the Board of Directors regarding this matter shall be determined by a majority vote.

Section 6. Disciplinary action may be taken by the society against a member who resigns his membership after charges of unethical conduct have been filed against such member. Such a former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or order that the society records show that such member shall not be eligible for society membership for a stipulated number of years, or indefinitely, or both, and may publish its findings.

Section 7. The person who filed the charges will be notified of the final decision and it shall be published in the official publication of the Society unless the Executive Committee or the Board shall have determined that the ends of justice would be better served by withholding publication.

Section 8. The Board shall adopt and publish a policy and procedures to govern the handling of such matters. The procedures shall provide for due process, for representation by counsel, for cooperation and exchange of information with and recommendations of the State Registration Board, for recording and disposition of records, for use of advisory counsel by the society and for cooperation with other state societies and the National Society.

### **ARTICLE XIII** **Additional Standing Committees - Duties (Administrative)**

Section 1. In addition to the other committees provided for in these Bylaws, there may be the following standing committees:

- A. Annual Convention Committee
- B. Government Relations Committee
- C. Membership Committee
- D. Publications Committee
- E. Professional Licensure Committee

Section 2. Each of the above listed committees shall be composed of a minimum of three members appointed by the president, one of whom shall be designated by the president as the chairman.

Section 3. The president may appoint such other committees or task forces including a Bylaws Committee Educational Advisory Board, Long Range Financial Planning Committee, Strategic Plan Committee, or Young Engineers Committee as may seem desirable for the conduct of the business of the Society and to fulfill the goals of the approved Strategic Plan.

Section 4. Each MSPE committee or task force shall be encouraged to develop a business plan and action plan consistent with the MSPE Strategic Plan and inform the Board of Directors of the committee's activities at least once each year.

### **ARTICLE XIV** **Chapters (Administrative)**

Section 1. Local Chapters - Authorization. The Society's Board of Directors may from time to time authorize the organization of local chapters in the various geographical areas of Missouri, upon written application of at least ten Licensed Members of MSPE as defined in Article I Section 2 of these Bylaws, who reside in the area of which the chapter is sought.

Each chapter chartered by the Society shall adopt such Bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Articles of Incorporation and Bylaws of the Society.

No chapter shall in any way contract any debt or obligation on behalf of the Society unless expressly authorized by the Society's Board of Directors.

Section 2. Membership. Members of a local chapter shall consist of the member categories defined in Article I of these Bylaws. Voting members of a local chapter shall have the same qualifications as a voting member of MSPE.

Section 3. Fees. Local chapter may carry on programs and activities separate and apart from MSPE and collect fees in addition to the dues required to be paid to MSPE; however, any activities of a local chapter shall have as their main objective to aid in the accomplishment of the purpose MSPE set forth in its Articles of Incorporation.

Section 4. Student Chapters - Authorization. The Board of Directors may authorize the organization of student chapters upon written application of at least ten students in one of the kinds of institutions listed below, provided that such an application is first approved by the local chapter, if any, in the geographical area in which the institution is located.

The types of institutions in which student chapters may be authorized are:

- (A) A college of engineering having a curriculum or curricula of at least four years' duration accredited by the ABET and leading to an engineering degree. A chapter in such a college shall be known as an Alpha Student Chapter.
- (B) A school or college having a curriculum or curricula of at least four years' duration leading to an engineering degree. A chapter in such an institution shall be known as a Beta Student Chapter.
- (C) A school, college or junior college having a curriculum or curricula of at least two years' duration designated as being preparatory for engineering courses in a school or college giving an engineering degree. A chapter in such an institution shall be known as a Delta Student Chapter.

Section 5. Membership. Members of a student chapter shall be students attending a college or school described in Section 4 (A), (B) or (C) hereof.

Section 6. Activities – Fees. Student chapters may carry on programs and activities separate and apart from MSPE and may assess and collect fees, provided, however, that any activities of a student chapter shall have as their main objective to aid in the accomplishment of the objects and purpose of MSPE as set forth in its Articles of Incorporation.

## **ARTICLE XV**

### **State Practice Divisions (Administrative)**

(A) Any state practice division authorized by the Board of Directors of the Society shall be so organized that all the members of a division shall be pursuing the same type of professional engineering and only those society members having professional interest in common with the members of a particular division shall be entitled to participate therein.

The division shall be so conducted as to provide an effective forum for discussion looking toward united action on the part of the respective division's members.

(B) Each practice division shall propose rules for its operation which upon approval of the Society's Board of Directors shall be the rules governing the operation of that division.

(C) The rules of each practice division shall include, but shall not be limited to, the following:

- 1) The offices of the division.
- 2) The method of selection of officers to fill such offices and the lengths of their respective terms.
- 3) The duties of each officer.
- 4) The division's committees and their duties.
- 5) Provisions for regular and special division meetings.
- 6) Authority for collecting and expending moneys for special purposes of the division and the procedure for such.
- 7) A provision for a voting member of the Society's Board of Directors and for his alternate.
- 8) A provision for submission of programs and activities to the Society's Board of Directors for approval.
- 9) A provision for the method by which the division may be discontinued.

## **ARTICLE XVI**

### **Parliamentary Procedure (Administrative)**

Roberts Rules of Order Revised, shall govern all matters of parliamentary procedure not otherwise provided for in these Bylaws.

## **ARTICLE XVII**

### **Amendment of Bylaws (Governance)**

Section 1. These Bylaws or any Bylaws hereafter proposed, which directly affect only matters pertaining to the administration of the Society may be amended by a two-thirds vote of the Board of Directors present and voting at any Board of Directors' meeting, provided that any such proposed amendment has been transmitted by the secretary in writing to the members of the Board of Directors at least thirty days prior to the Board meeting at which the proposed amendment is to be considered. Such Bylaws are identified in their title with the word "Administrative" in parentheses.

Section 2. These Bylaws or any Bylaws hereafter proposed, which directly affect the governance of the Society may by a two-thirds vote of the members of the Society in attendance at the annual membership meeting or at a special meeting (*as defined in Article IV, Sections 1 and 2*) of the membership, provided that any such proposed amendment has been transmitted by the secretary in writing to the members of the Society at least thirty days prior to the meeting at which proposed amendment is to be considered. Such Bylaws are identified in their title with the word "Governance" in parentheses.

Section 3. Proposed amendments may be initiated by the Bylaws Committee or by three members of the Board of Directors or by five regular members of the Society representing five separate chapters.