

THE CAPITAL DISTRICT WOMEN'S BAR ASSOCIATION

BY-LAWS

ARTICLE I

Purpose

- Section 1. Name. The name of the organization shall be the Capital District Women's Bar Association (hereinafter the Chapter). The organization is a chapter of the Women's Bar Association of the State of New York (hereinafter the Association).
- Section 2. Purpose. The purposes of the Chapter are to carry out, within the geographical area it serves, the purposes of the Association and to adopt policies not inconsistent therewith to carry out those purposes on the local level.
- Section 3. Mission Statement. The mission of the Chapter is to promote the advancement of women in the Capital Region who are involved in or affected by the legal system, to encourage the fair and impartial administration of justice, to provide public service and community education, and to offer forums which enable members to foster legal, business, and personal relationships.

ARTICLE II

Interpretation of By-Laws

- Section 1. Interpretation. Whenever the word "she" or "her" is used herein, such words shall be construed to include "he" or "him," where appropriate.
- Section 2. Association By-Laws. These by-laws shall be read as consistent with the by-laws of the Association. Whenever a discrepancy occurs, the Association's by-laws shall control. The exercise of all powers and duties granted to the Chapter by the Association, when not expressly mentioned in these by-laws, shall be in accord with the directives of the Association.

ARTICLE III

Membership

- Section 1. Active Members. Any member in good standing of the Bar of the State of New York who resides or works in Albany, Rensselaer or Schenectady County, or in any adjacent county, shall be eligible for active membership in the Chapter. Active members shall be entitled to hold any office in and to chair any committee of the Chapter, to vote in Chapter elections, and to exercise any and all other rights and privileges of membership in the Chapter and the Association.
- Section 2. Associate Members. Any person admitted to practice before any Bar other than the State of New York, in good standing before that Bar, who resides or works in Albany, Rensselaer or Schenectady County, or in any adjacent county, shall be eligible for associate membership. An associate member shall be entitled to vote

in Chapter elections, but not in Association elections or with respect to Association by-laws. Associate members shall be entitled to exercise all other rights and privileges of a member of the Chapter and the Association.

- Section 3. Non-Attorney and Law Student Members. Non-attorneys working in a law firm or other law-related profession and law students who reside in or work in a county listed in Section 1 of this Article shall be eligible for membership, but shall not be entitled to vote in Chapter or Association elections or with respect to Association by-laws, nor shall they be entitled to hold any office or chair any committee of the Chapter, but they shall be entitled to exercise all other rights and privileges of a member of the Chapter and Association. Non-attorney and law student members shall not be counted for purposes of certifying the Chapter's membership to the Association, nor shall they be a member of the Association and no portion of their dues shall be remitted to the Association. The application for such membership shall have the applicant affirm that she meets the requirements of this Section.
- Section 4. Sustaining Members. Any person eligible for membership in any of the preceding categories who elects to pay dues in the amount set by the Board of Directors for this class of membership shall be a sustaining member. A sustaining member retains the status of the membership category she would be eligible for had she not elected to become a sustaining member. Any person cease to be a sustaining member in any fiscal year by paying the dues for that year established for the category for which she is otherwise eligible.
- Section 5. Admission Procedure. All persons desiring membership in the Chapter shall complete an application, in such form as may be determined by the Board of Directors. The application for shall require the applicant to affirm that she is a member in good standing of the Bar to which she has been admitted, except in the case of non-attorney and law student members who shall affirm that they meet the requirements of Section 3 of this Article. The application shall also require the applicant to affirm a statement of intention to further the purposes of the Chapter. The application shall be reviewed for accuracy by the membership committee and all applicants meeting the criteria set forth in this Article shall be admitted to membership upon paying the appropriate dues for the membership year.

ARTICLE IV

Dues

- Section 1. Classes of Dues. For purposes of establishing the amount of membership dues, the members shall be divided into the following classes:
1. Non-Attorney Members
 2. Law Student Members
 3. Members admitted for fewer than three years
 4. Members admitted for three to ten years
 5. Members admitted for ten years or more
 6. Sustaining Members
- Section 2. Amounts and When Due. The Board of Directors shall have the power, by majority vote of all of its members, to establish the amount of dues for each of the above-described classes. Dues shall be due and payable on June 1st of each year, the first day of the fiscal year. If the Board so establishes, first time members joining after February 1, but before June 1, shall be entitled to pay a portion of the dues for that fiscal year. The treasurer shall send out dues notices to all members at least 30 days before the first day of the fiscal year.

The treasurer shall send out a second dues notice to all members whose dues for the current fiscal year have not been received by the end of the first fiscal quarter. Members so notified shall not be entitled to vote or to receive any of the services offered by the Chapter until their current dues and any delinquent dues are paid. If a member has not paid her dues by January 31st of that fiscal year, that member, unless she shall have taken a leave of absence or shall have withdrawn from the Chapter, shall be considered delinquent and her name shall be removed from the list of members.

ARTICLE V

Officers

Section 1. Composition, Election, and Term of Office.

A. The officers of the Chapter shall be a president, a president-elect, a first vice-president, a second vice president, a recording secretary, a corresponding secretary, and a treasurer. They shall be elected annually, by ballot of a majority vote of the members voting pursuant to Article IX at the annual meeting, and shall be inducted at the meeting to be held in May or June of each year. Their term of office shall commence on June 1st in the year in which they are elected and shall continue until their successors are elected or appointed and have taken office.

B. No officer shall be eligible to the same office for more than two successive terms, except that the treasurer may be eligible for election for more than two such terms if the nominating committee and the Board deem such eligibility to be in the best interest of the Chapter.

Section 2. Vacancy.

A. If a vacancy shall occur in the office of president before the expiration of the term of office, the president-elect shall automatically succeed to the presidency. If the president-elect is unwilling or unable to serve, the first vice president shall act as president for the duration of the unexpired term, provided, however, that if the vacancy occurs as the result of a disability that will last for a limited period of time, the president-elect or first vice president shall act as president only during such limited period of time.

B. If a vacancy shall occur in an elected office other than the presidency, before the expiration of the term of office, the Board of Directors shall elect a successor to fill the office for the duration of the unexpired term.

C. A vacancy in an elected office occurs by reason of the disability, death, resignation, termination or membership, or removal from office of an officer. A determination of disability shall be made by a two-thirds vote of the Board of Directors in accordance with commonly accepted medical criteria of disability.

Section 3. President.

A. The president shall be the chief executive officer of the Chapter and shall generally supervise and direct its affairs. The president shall preside at meetings of the Chapter and of the Board of Directors. The president shall appoint all committees and the chairpersons thereof, except the committee on nominations. The president shall be ex-officio a member of all committees and as such may participate, without vote, in the proceedings thereof. The president shall also be a director of the Association.

B. The president shall be responsible for the preparation and submission of all reports required under the by-laws of the Association. The president shall also be responsible for all appointments required to be made by the Chapter under the by-laws of the Association.

C. The president may delegate any duty imposed on her or any power granted to her by these by-laws, except appointments of committees and their chairpersons and appointments required to be made by the Chapter under the by-laws of the Association.

Section 4. President-Elect and Vice Presidents.

A. The president-elect and the first and second vice presidents shall perform such duties as may be delegated to them by the president or assigned to them by the Board of Directors, and the president-elect shall preside at meetings in the absence of the president. If the president-elect is unable to preside, one of the vice presidents shall do so.

B. The president-elect shall automatically succeed to the presidency upon the expiration of the president's term.

Section 5. Secretaries.

A. Recording Secretary.

The recording secretary of the Chapter shall also be the secretary of the Board of Directors. The recording secretary shall keep the records of the Chapter and the minutes of the Board of Directors' meetings, give all required notices in accordance with the provisions of these by-laws, and perform such other related duties as may be assigned by the president or the Board of Directors. When so directed by the president, the recording secretary shall take minutes at membership meetings.

B. Corresponding Secretary.

The corresponding secretary of the Chapter shall be responsible for the internal communications of the Chapter as directed by the president, and for the external communications of the Chapter, and for such other related duties as may be assigned by the president, or the Board of Directors.

Section 6. Treasurer.

A. The treasurer shall have general charge of the funds of the Chapter, subject to the control of the Board of Directors. She shall furnish such bonds as the Board of Directors may from time to time require.

B. The treasurer shall collect the dues and keep the accounts of the Chapter, furnish to the secretary the names of all persons who become members of the Chapter, deposit all funds received, and invest such funds as directed by the Board of Directors, report at each regular meeting of the Board of Directors and at membership meetings when requested by the president, send out the notice required in Section 1 of Article IX and make an annual report at the annual meeting.

C. The treasurer shall pay all bills incurred on behalf of the Chapter, as authorized by the Board of Directors and approved by the president, and shall pay once every four months to the treasurer of the Association the per capita charge for the fiscal year.

D. The accounts of the treasurer shall be audited at such times and in such matter as the Board of Directors may direct.

ARTICLE VI
Board of Directors

Section 1. Composition.

The Board of Directors (hereinafter the Board) shall be the policy making body of the Chapter and shall consist of the officers of the Chapter, nine to thirteen elected members, the immediate past president of the Chapter, and any Chapter member who is an officer or director of the Association.

Section 2. Elected Members.

A. The nine to thirteen elected members of the Board shall be elected for a term of two years at the annual meeting of the Chapter. They shall be elected for staggered terms, with approximately one-half of these members elected each year.

B. The term of office of an elected board member shall commence on June 1st of the calendar year in which she is elected, and she shall continue in office until her successor is elected and has taken office. No elected board members shall serve for more than two full consecutive terms in that position.

C. If any vacancy shall occur in an elective directorship before the expiration of that director's term of office, the Board, by a majority vote, shall elect a successor who shall hold office for the duration of the unexpired term.

D. A vacancy in any elective directorship occurs by reason of disability, death, resignation, termination of membership, or removal from office of that elected director. A determination of disability shall be made by a two-thirds vote of the Board in accordance with commonly accepted medical criteria of disability.

Section 3. Meetings.

The Board shall meet at least eight times a year upon written notice, and attendance of scheduled board meetings shall be mandatory for elected directors.

Eight members shall constitute a quorum. Non-elected member shall not be counted for quorum purposes. A special meeting of the Board may be called at any time by the president acting alone or by the president at the written request of five members of the Board. A scheduled meeting of the Board may be canceled for good cause by the president, or in her absence by the president-elect.

Section 4. Powers and Duties.

A. The Board shall be responsible for the general management of the affairs of the Chapter. The Board may authorize contracts to be made on behalf of the Chapter by one or more of the officers, or by a standing or special committee. The Board shall have power to make such rules and regulations and take such action, not inconsistent with the Charter and by-laws of the Chapter, or the by-laws of the Association, as may be necessary to carry out its powers and duties under this Section.

B. The Board shall keep a record of its proceedings and report at the annual meeting or any meeting of the Chapter on any matter which in its judgment requires action by the Chapter.

C. The Board may from time to time adopt measures for coordinating the respective functions of the committees and shall be empowered to determine controversies between or among the several committees.

D. The Board shall be responsible for and have control of the custody, investment, expenditure, and disposal of all property of the Chapter, other than the disposal of its real estate, which is subject to the direction of the membership.

E. The Board may from time to time appoint or employ one or more persons who need not be members of the Chapter to perform such duties as may be assigned by the Board.

Section 5. Executive Committee of Board.

A. The Board shall have an executive committee composed of the officers of the Chapter, and one member of the Board, designated by the Board.

B. The committee shall meet or confer upon the call of the president, and shall be authorized to exercise all the powers of the Board between the regular meetings of the Board for such decisions as must be made before the next regular meeting of the Board.

C. The president may invite any other elected director or a committee chairperson to advise the executive committee in a non-voting capacity at any meeting of the executive committee. In inviting a committee chairperson to advise the committee, the president shall attempt to match the expertise of the particular committee chairperson and the expertise required for the matter at hand before the executive committee.

D. If an officer is unavailable, the president has the option of inviting an elected board member to sit on the executive committee in her place and stead.

E. A full report of all action taken by the executive committee shall be made at the first meeting of the Board held after a meeting of the executive committee.

F. The committee may be convened upon oral notice being given by the president. A majority of the committee shall constitute a quorum for the transaction of business.

Section 6. Removal From Office.

A. The Board shall have the power, by a two-thirds vote of all directors, to remove a member of the Board for neglect of duty, for conduct detrimental to the Association, or for conduct which violates the code of professional responsibility. No such removal shall be made except on written notice stating the alleged neglect, alleged violation, or alleged detrimental conduct and after an opportunity for a full and fair hearing by and before the other members of the Board. Such removal of a director does not automatically remove that person from membership in the Association. Removal from membership in the Association shall be made only in accordance with the appropriate provisions of these by-laws.

B. Any elected Board member who is absent without being excused by the president from three consecutive meetings shall cease to be a member of the Board and shall be automatically removed from

office. After the second such absence, the secretary shall send a notice informing such director that a third unexcused absence will result in automatic removal from the Board.

ARTICLE VII Committees

Section 1. Standing Committees.

A. The standing committees of the Chapter shall be as follows:

- Committee on By-Laws
- Committee on Continuing Legal Education
- Committee on Employment and Equal Opportunity
- Committee on Financial Planning
- Committee on the Judiciary
- Committee on Legislation
- Committee on Long Term Planning
- Committee on Membership
- Committee on Nominations
- Committee on Programs

B. The committee on nominations shall be governed solely by Article VIII of these by-laws and the provisions of this Article shall not apply to said committee.

Section 2. Special Committees.

Special committees of the Chapter may be appointed by the president acting alone or shall be appointed by the president upon a resolution of the Board or pursuant to a resolution adopted by the members of the Chapter at any meeting of the Chapter.

Section 3. Members.

A. Appointment of committee members and participation of officers and members of the Board as members of committees shall be governed by these by-laws.

B. The committee chairperson shall be the Chapter's representative to the corresponding Association committee or she may, with the consent of the Board, delegate a member of her committee to serve.

Section 4. Reports.

A. The chairperson of each committee shall make such report to the Board as it shall require and shall present to the Board for action any recommendations which the committee may make for expenditures or otherwise. Each of the standing or special committees shall present its annual report in writing to the president on or before May 1st of each year.

B. The chairperson of each committee shall upon filing her final report turn over to the president all files relating to the committee in her possession. The president may request such chairperson to retain the files until such time as the new chair of the committee has been appointed.

Section 5. Expenditures by Committee.

No committee shall contract for or make expenditures in excess of such appropriation as the Board shall authorize.

Section 6. Operation of Committees.

Each committee may adopt rules not inconsistent with these by-laws for its operation. Such rules shall be subject to approval by the Board.

Section 7. Resignation or Removal from Office of Chairperson.

The chairperson of any committee who shall resign or shall have been removed from office for any reason prior to the completion of her term as chairperson, shall upon the appointment of her successor immediately turn over to her successor all files relating to the committee in her possession.

Section 8. Committee on By-Laws.

This committee shall be responsible for examining the Chapter's by-laws and proposing amendments thereto, not inconsistent with the by-laws of the Association, where it deems it appropriate to do so and when it is directed to do so by the Board.

Section 9. Committee on Continuing Education.

This committee shall be responsible for planning the continuing education programs for each fiscal year and reporting its activities to the Board.

Section 10. Committee on Employment and Equal Opportunity.

A. This committee shall obtain listings of opportunities for employment for members and shall publicize such opportunities to members of the Chapter.

B. The Committee shall endeavor to develop opportunities for women in the legal profession.

C. No fee shall be charged for the services of this committee, except that if it offers a client referral service the Board may determine an appropriate fee for such service; all services shall be made available only to members who are current with their dues.

D. This committee shall, at the direction of the Board, investigate and report on the social, economic, and legal status of women in the State of New York, and particularly in the Capital District. Such reports shall include a study of the role of women in government, business, and the professions and the committee's recommendations for actions and changes in reforms.

Section 11. Committee on Financial Planning.

This committee shall be responsible for preparing a budget for each fiscal year. Such budget shall contain the expected expenses and income for the year and should include suggestions for fund raising activities. This committee shall consult with the program and membership committees to determine the financial ramifications of all proposed programs. The treasurer of the Chapter shall be a member of this committee.

Section 12. Committee on Judiciary.

A. This committee shall have the power to interview and consider the selection for judicial office those candidates nominated or proposed to be nominated for judicial positions in the Capital District.

B. This committee shall prepare and adopt rules subject to approval by the Board for the consideration of proposed candidates for the said judicial offices.

C. The discussions and votes at meetings of the committee pertaining to the qualifications of candidates considered by the committee, and any material obtained in the course of the committee's investigation shall be completely confidential.

D. This committee shall consider and work to implement proposals for improvement and reform of the judiciary, including methods of judicial selection.

Section 13. Committee on Legislation.

This committee shall review proposed legislation, make recommendations concerning such legislation to the Board, and report the Board's position to the Chapter's members and the Association's legislative committee. It shall not transmit any report approving or disapproving a pending bill unless such report is authorized by the Board, either at a meeting or through the use of emergency procedures, or by the Chapter's members.

Section 14. Committee on Long Term Planning.

This committee shall develop, plan, and assist the Executive Committee and the Board in establishing a three- to five-year strategic plan, the purpose of which is to assist the Chapter to grow in accordance with established goals and objectives, to provide the framework for its committees and activities, and to review and evaluate the Chapter's current activities for the purpose of making recommendations for change as needed.

Section 15. Committee on Membership.

A. It shall be the duty of this committee to prepare and keep a list of members of this chapter, by class, and also a list, as nearly accurate as may be, of all women eligible for membership in the geographic area served by the Chapter.

B. It shall also be the duty of this committee to actively solicit members, to invite and welcome new members to the Chapter, and to undertake social and other functions as are appropriate to increase membership and other participation in the Chapter. Such functions shall be coordinated with the committee on programs and the committee on financial planning and shall be approved in advance by the Board.

Section 16. Committee on Programs.

This committee shall be responsible for arranging programs to be presented at the monthly meetings of this Chapter. It shall receive any guests at meetings of the Chapter and shall arrange for the entertainment of distinguished visitors. It shall coordinate its activities with the committee on membership and shall consult with the committee on financial planning.

ARTICLE VIII
Committee on Nominations

Section 1. Purpose.

The committee on nominations shall nominate candidates for the officers and directorships of the Chapter and for the directorships of the Association to be filed at the succeeding annual meeting; the committee shall be open to suggestions and recommendations from the membership prior to making such nominations and shall solicit such suggestions at any time, including at any Chapter meeting held subsequent to the election of the committee.

Section 2. Composition.

The committee shall consist of the president of the Chapter and four members who shall be elected from nominations made pursuant to Section 3 of this Article. Each member of the nominations committee shall serve for a term of two years. The members of the committee shall be divided into two classes: one of three members; and one of two members. The elected members of each class shall be elected in alternate years.

Section 3. Nominations to Committee Membership.

Any five members of the Chapter may, by writing delivered at the office of the secretary, not later than December 15th of each year, propose candidates for election to membership on this committee, and all nominations thus made shall be sent to members of the Chapter with notice of the January meeting. Such notice shall advise that nominations may also be made from the floor at the January Chapter meeting. No person who is absent from the January meeting shall be nominated for election unless her consent has been previously obtained in writing and filed with the secretary. The one or two candidates receiving the largest number of votes shall be declared elected for a term of two years and of the remaining candidates those receiving the largest number of votes shall be declared elected to fill any vacancies.

Section 4. Notice.

The Chapter secretary shall give notice of the rights of members under Section 3 of this Article by November 15 of each year or as soon thereafter as practicable, provided that notice must be mailed no later than November 30.

Section 5. Committee Procedure.

- A. The chairperson of the committee shall be elected by the members of the committee.
- B. A quorum consists of three members.
- C. Voting shall be by closed ballot in any contested nomination.
- D. The chairperson shall solicit suggestions for nominations from the President of the Chapter and from the Board.
- E. This committee shall give written notice of its nominations for the Chapter's officers and directors and the Association's directors at least 30 days before the annual meeting.

F. This committee shall not nominate for any office of the Chapter any of its members, however, a member of the committee may be nominated for a directorship of the Chapter.

ARTICLE IX Elections

Section 1. Voting Qualifications.

Except as otherwise provided by these by-laws, every member of the Chapter in good standing shall be entitled to vote at any election of the Chapter provided that dues for the current year have been received by the Chapter from such member no later than March 15. No later than February 15, the treasurer shall give written notice of the provisions of this Section to all members of the Chapter from whom dues for the current year have not been received.

Section 2. Voting Members.

At any meeting at which an election is to be held the secretary shall present a list of all members entitled to vote. The list shall not include those members who have voted by mail-in ballot. The secretary shall present a separate list of those members who have already voted by mail-in ballot and such members shall be precluded from voting at the meeting.

Section 3. Ballots.

A. The paper ballot shall be in such form that candidates proposed by the committee on nominations and pursuant to Section 4 of this Article shall be listed in separate columns under the designation of the office for which they are nominated. If the election for any office is uncontested, the secretary may read the nomination, seek nominations from the floor and then conduct the election without using a paper ballot.

B. Any paper ballot which is intended to be used as a mail-in ballot, including the sample ballot referred to in Section 4 of this Article, shall, in addition to complying with the requirements of Paragraph A of this Section, contain a receipt portion. Such receipt shall be detachable and shall contain a space for the signature of the member who is using it to vote, a space for the signature of the secretary and a space for the secretary to note the date on which she received the ballot.

Section 4. Nominations.

Any five members of the Chapter may be writing delivered to the secretary, not less than fifteen days prior to the annual meeting, propose candidates for any or all of the offices or directorships to be voted upon at such annual meeting. The secretary, not less than ten days before the annual meeting, shall give notice to members of the Chapter of such proposed candidates, together with the candidates nominated by the committee on nominations and a list of the candidates for Association office. Such notice shall contain a sample ballot which shall be in the form prescribed in Section 3 of this Article.

Section 5. Notice.

The Chapter secretary shall give notice of the rights of the members under Section 4 of this Article not later than 30 days prior to the annual meeting.

Section 6. Coordinating the Election.

The president shall appoint two tellers, who, with the secretary, shall conduct the election and canvass the votes, including mail ballots. A written report of the canvass of the votes for officers and directors of the Association certified by the president or secretary, shall be immediately forwarded to the secretary of the Association.

Section 7. Voting by Mail-In Ballot.

Any member who, under Section 1 of this Article is entitled to vote in any election may elect to vote by using a mail-in ballot. Such ballot shall be in the form prescribed in Section 3 of this Article. The member shall make her selections on the ballot, sign the receipt portion, and return the ballot and receipt to the secretary. The ballot must be received by the secretary by the day prior to the election. Upon receipt of the member's mail-in ballot, the secretary shall detach the receipt portion of the ballot and shall sign her name and the date she received such ballot. The receipt shall be retained until the election has been completed and the results certified. The secretary shall, pursuant to Section 2 of this Article, keep a list of all members who have voted by mail-in ballot and shall announce the names of such members at the time of election. Such members shall be precluded from voting in person at the time of election.

ARTICLE X
Meetings of the Chapter

Section 1. Monthly Meetings.

The Chapter may meet each month except July and August. There shall be at least eight meetings each year. The Board shall set the dates of the meetings.

Section 2. Notice of Meetings.

Notice of the meetings shall be given to the membership at least one week in advance.

Section 3. Annual Meeting.

The annual meeting of the Chapter shall be held on a day that shall be selected by the president in consultation with the Board; such date shall fall within the last quarter of the Chapter's fiscal year (March, April, May). Elections for Chapter officers and directors shall be held at the annual meeting.

Section 4. Rules of Order.

Unless otherwise provided. Robert's Rules of Parliamentary Order Revised, shall govern all meetings of the Chapter, except where it requires the use of terminology which is not general neutral.

Section 5. Special Meetings.

Special meetings of the Chapter may be called by the president at her discretion and must be called by the president upon the written request of ten members for the purpose specified in the request. Written or oral notice confirmed in writing of such meeting and of the object thereof shall be given by the secretary to all the

members by mail, mailed at least five days before the meeting, and no business other than that specified shall be transacted at such meeting.

Section 6. Quorum.

At all annual, monthly or special meetings of the Chapter, except as herein otherwise provide, a quorum shall consist of fifteen members, and in case a quorum shall not be present at such meeting, it may be adjourned by the presiding chairperson of the meeting. If the meeting is adjourned to a future date, notice of the new date shall be given to all members by the secretary.

ARTICLE XI

Censure, Suspension, and Expulsion from Membership

Section 1. Discipline of Members.

A member may be censured, suspended, or expelled from membership for good cause by two-thirds vote of the entire Board, but the Board shall not censure, suspend, or expel a member except upon written notice stating the cause for the censure, suspension, or expulsion and after an opportunity for a full and fair hearing by and before the Board.

Section 2. Suspensions or Disbarments.

Upon any final decision by the courts or by the disciplinary body of the appellate division suspending or disbaring a member from practice, such person shall cease to be a member of the Chapter. A suspended person, upon application, may be restored to membership only by a majority vote of the entire Board after the period of suspension has expired.

Section 3. Removal from Office.

Any officer or member of the Board, who shall be suspended or expelled from membership for any cause, or who shall cease to be a member, shall cease to occupy that office or continue as a member of any committee which said member chairs, and the vacancy in that office or committee shall be filled in the manner provided by these by-laws.

ARTICLE XII

Amendment to By-Laws

Section 1. Proposal of Amendment.

Any member may propose an amendment to these by-laws. Such proposed amendment shall be submitted in writing to the Board. Upon such submission, the Board shall direct the committee on by-laws to examine the proposed amendment for the sole purpose of determining whether it is consistent with the by-laws of the Association. If the proposed amendment is inconsistent with those by-laws, the Board shall confer with the member of members proposing the amendment for the purpose of bringing it into conformity with the Association's by-laws. The Board shall certify that all amendments, whether made by a member or the committee on by-laws, are in conformity with the by-laws of the Association and shall recommend approval or veto of such amendments to the membership.

Section 2. Adoption of Amendment.

Any proposed amendment consistent with the by-laws of the Association shall be circulated to the membership at least fifteen days prior to a regular or special membership meeting and the proposed amendment shall be placed on the agenda for discussion at that meeting. During any such discussion it shall be in order to propose and adopt amendments to the proposed amendment. The proposed amendment shall be voted on at that meeting. The affirmative vote of two-thirds of those voting in the presence of a quorum shall be sufficient to adopt an amendment. Amendments shall be effective immediately unless another effective date is stated in the text thereof.