

BY-LAWS

of the

AIRPORT MINORITY ADVISORY COUNCIL
CORPORATION

**BY-LAWS OF
AIRPORT MINORITY ADVISORY COUNCIL CORPORATION**

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ARTICLE I: NAME AND PURPOSES OF THE CORPORATION

Section 1. Name.

This corporation shall be known as the Airport Minority Advisory Council (hereinafter called the "Council"). The official abbreviation for the corporation is: "AMAC".

Section 2. Purposes.

The purposes of the Council are:

- To promote diversity and economic opportunity in the airport industry by participating in the development of laws, rules, policies, and procedures to support and promote the refinement and continuation of Federal Disadvantaged Business Enterprise Programs and other business diversity programs at airports.
- To promote business diversity in the airport industry and to stimulate local economic development, particularly through the identification, inclusion, and participation of qualified minority, women, and Disadvantaged Business Enterprises (DBEs), and Airport Disadvantaged Business Enterprises ("ACDBEs") that have the capacity to compete for and perform airport procurement, professional services, construction, and concession contracts.
- To promote employment diversity in the airport industry, particularly the employment of minorities and women at all levels of airport management and operations, by engaging in proactive initiatives to stimulate local economic development through job creation by identifying airport/aviation related employment opportunities and creating an active database to compile and promote a diverse pool of qualified minority and woman candidates.

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- To provide Members of the Council a forum for discussion, education, and action on matters concerning business and employment diversity in the airport industry and for adoption of policies which may be carried out by the Council.

- To advise and give consultation to aviation, Federal, State, and Local officials responsible for business and employment matters.

ARTICLE II: MEMBERSHIP CLASSIFICATION AND QUALIFICATIONS

Section 1. Qualifications.

a) Any person, business or legally organized entity that subscribes to the purposes and objectives of AMAC may become a member of the Council, subject only to compliance within the provisions of the By-Laws. Access to membership in AMAC shall be available without regard to race, color, creed, or national origin. An application for membership shall be made in writing in a manner prescribed by the Board of Directors and shall be forwarded to the chairperson of the Membership Committee with a copy to the Secretary.

b) Only members in good standing of the Council shall be eligible to participate in its business meetings or to serve in any of its elected or appointed positions.

c) Each Member of the Council shall pay annual dues to the Council as established by the Board of Directors.

Section 2. Membership Categories.

Membership in the Council is divided into the following five (5) categories and members shall be identified by the Regions as set forth in Section 3 of this Article:

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1) Individual: Membership in this category is open to persons from city, state, and federal government and educational institutions involved in administering, managing, or promoting minority and women business participation or employment in the aviation industry. Each person shall enjoy the rights and privileges accorded by the Council to its members, including not more than one (1) vote.

2) Business: Membership in this category is open to Small, Minority, Women, and Disadvantaged Business Enterprises (S/M/W/DBE/ACDBE) engaged in or seeking to engage in airport business and/or support diversity and the participation of minorities and women in business and employment. Each Business Member shall designate to the Council not more than one (1) person who shall represent the organization, and who shall enjoy the rights and privileges accorded by the Council to its Business Members, including not more than (1) vote. A Business Member may only designate a full-time director, officer, or employee of its company as a duly authorized representative.

3) Airport: Membership in this category is open to all airport operator/owners. A single membership shall include an aviation authority or an airport operator of one (1) or more airports. Each Airport Member shall designate to the Council not more than two (2) persons who shall represent it and who shall enjoy the rights and privileges accorded by the Council to its Airport Members, including not more than two (2) votes. Pursuant to Article III, Section 5, a properly designated Airport Member may cast only one (1) vote by proxy.

4) Corporate: Membership in this category is open to any business entity not meeting the criteria outlined in the Business category, that is engaged in or seeks to be engaged in airport business and that also supports diversity and the participation of minorities and women in airport business and employment. Each Corporate Member shall designate to the Council not more than two (2) persons who shall represent it and who shall enjoy the rights and privileges accorded by the Council to its Corporate Members; including not more than two (2) votes.

5) Student: Membership in this category is open to persons enrolled in a secondary school or in a post-secondary educational institution. Student Members shall enjoy the rights and privileges accorded by the Council to its Members, except that Student Members shall not receive voting privileges.

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ARTICLE III: MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meetings. An Annual Meeting of the Members of the Council shall be held at such time and place as shall be determined by the Board of Directors for the purposes of receiving the annual reports of Officers, Directors, and Committees and ratifying the election of Officers and Directors.

Section 2. Special Meetings. Special meetings of the Members of the Council may be called by a three-fourths ($\frac{3}{4}$) vote of the Board of Directors. No business other than as specified in the notice of that meeting shall be transacted at any such special meeting.

Section 3. Quorum. The presence of no fewer than ten percent (10%) of Members of the Council entitled to vote shall constitute a quorum for the transaction of business at Annual Meetings or Special Meetings of the Members of the Council.

Section 4. Voting. All voting Members of the Council in good standing shall be entitled to vote in the Election of Directors as described in Article IV, Section 2. A simple majority vote by a quorum of the members present at such meeting shall decide an issue.

Section 5. Proxies. Each member of the Council entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing signed by the member, or in the case of an Airport, Corporate or Educational Institution Member, signed by the member's designated representative(s) and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after three (3) months from the date of its execution.

Section 6. Special Votes. At times other than during the Annual Meeting of the Council or any special meeting, a vote of the members may be taken electronically or by mail on such matters that the Chairperson (after consultation with the Executive Committee) believes to be of critical importance and for which consideration of timeliness requires such action by the Members of the Council.

Section 7. Voting Process. Voting with respect to matters set forth in this Section 7 shall be conducted under the supervision of the Officers of the Council. The Secretary shall notify each member in writing clearly and fully explaining the matter(s) on which a vote is to be taken, and shall

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provide an official ballot. Returned ballots shall not be tabulated in fewer than fourteen (14) days from the date of the notification thereof by the Council. A simple majority of the ballots received shall decide the matter(s) on which a vote is being taken, provided that ballots representing not less than ten percent (10%) of members eligible to vote are received.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number. The property, affairs, activities, and concerns of the Council shall be vested in a Board of Directors consisting of the Officers of the Council (as provided in Article V of these By-Laws), Regional Directors, and At-Large Directors. The Board of Directors shall be not less than three (3) persons and not more than twenty-three (23) persons. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three (3).

Section 2. Election of Officers and Term of Office. The Officers shall be elected by the Members of the Council via electronic voting prior to the Annual Meeting of the Council. Officers shall be notified of their election at the Annual Meeting of the Council, at which time the results shall be ratified by a quorum of the Members of the Council; and except for the Officers as provided in Subsection a) of this Section, shall hold office for one (1) year. Any person elected as an Officer shall be a member in good standing of the Council. Each Officer shall serve his or her term until a successor is duly elected and takes office. Officers shall upon election immediately begin the performance of their duties.

d) The Chair, Secretary and the Treasurer shall each serve a term of two (2) years; provided however, that the Secretary's term and the Treasurer's term shall not be concurrent to that of the Chair.

e) Upon the completion of his or her term, the Second Vice-Chair shall automatically succeed to the office of First Vice-Chair.

f) Nominees for the office of Chair shall have previously served as an Officer of the Council or as an At-Large Director.

Section 3. Election of Regional Directors and Term of Office. The Regional Directors shall be elected via electronic voting prior to the Annual Meeting of the Council. Regional Directors shall be notified of their election at the Annual Meeting of the Council, at which time the results shall be

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ratified by a quorum of the Members of the Council, and shall hold office for two (2) years. Regional Directors shall upon election immediately begin the performance of their duties. Members of the Council who reside, own, operate or are employed by a business or have business interests in the geographic regions (hereinafter referred to as AMAC Regions) set forth below in this Section and who enjoy voting privileges, shall vote only for the nominee(s) for Regional Director from the AMAC Region in which they both reside. When no candidate from a specific region has been nominated, the Chairperson shall appoint a Regional Director from the affected AMAC Region to fill the vacancy for that region. Regional Directors shall be divided into two (2) classes of four (4) Directors each as follows:

a) Regional Directors - Class I shall be elected in the even years from the Eastern, Southwest, Western and Southeast Regions.

b) Regional Directors - Class II shall be elected in the odd years from the Midwest, Central, Northeast and Northwest Regions.

AMAC Regions

Eastern Region: New York, New Jersey, Pennsylvania, West Virginia, Virginia, Delaware, Maryland, District of Columbia

Northeast Region: Massachusetts, Connecticut, Vermont, New Hampshire, Maine, Rhode Island

Southeast Region: Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Puerto Rico, Virgin Islands

Midwest Region: Illinois, Indiana, Ohio, Michigan, Wisconsin, Minnesota, North Dakota, South Dakota

Central Region: Kansas, Missouri, Nebraska, Iowa

Southwest Region: Arkansas, Texas, Oklahoma, New Mexico, Louisiana

Western Region: Hawaii, California, Nevada, Arizona

Northwest Region: Alaska, Colorado, Oregon, Wyoming, Idaho, Washington, Montana, Utah

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Section 4. Appointment of At-Large Directors and Term of Office. The Chairperson may appoint up to seven (7) At-Large Directors to serve for a period not to exceed the Chairperson's unexpired term. The Board of Directors, by majority vote, shall ratify the Chairperson's appointment(s) at a regularly scheduled meeting of the Board of Directors. At-Large Directors shall upon appointment immediately begin the performance of their duties.

Section 5. Vacancies. If a vacancy occurs by resignation, incapacity or removal of an elected Officer or Director, the vacancy shall be filled by a majority vote of the Board of Directors--upon formal written recommendation of the Chairperson; and such Director shall serve until the end of the term for which such vacancy is being filled. If a vacancy occurs by resignation, incapacity or removal of an appointed At-Large Director, the Chair's appointment of such Director shall be ratified by the Board of Directors and the successor At-Large Director shall serve for a period not to exceed the Chairperson's unexpired term of office.

Section 6. Duties of the Board of Directors. The Board of Directors has general charge and management of the affairs, funds and property of the Council and approves the annual budget for the Council. The Board shall have full power, and it shall be the Board's duty to carry out the purposes of the Council according to its Articles of Incorporation and By-Laws; and to devise and carry into execution such measures as it deems proper and expedient to protect the interests of its members. If and when the Directors severally or collectively consent in writing to any action to be taken by the Council, that action shall be as valid a Council action as though it had been authorized at a meeting of the Board of Directors. Additional duties and responsibilities are outlined in the Board of Directors position description, and is incorporated as if fully set forth herein.

Section 7. Duties of the Regional Directors. Regional Directors are charged with recruiting membership, assisting, and/or supporting fundraising to the extent consistent with the employee code of conduct of their employer, whether individually, and/or by designating a committee to execute same. Regional Directors serve as a liaison for AMAC constituents in said Director's region, and are required to host (at a minimum) one AMAC function in their region per annum. Funding for said AMAC function must be coordinated and pre-approved upon application by the Regional Director to the Board of Directors. Additional duties and responsibilities are outlined in the Board of Directors position description, and is incorporated as if fully set forth herein.

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Section 8. Duties of the At-Large Directors. At-Large Directors are responsible for working with Regional Directors and the Executive Committee to support fundraising, corporate development, and member programming. At-Large Directors are charged with recruiting membership, assisting, and/or supporting fundraising to the extent consistent with the employee code of conduct of their employer, whether individually, and/or by designating a committee to execute same. At-Large Directors serve as a liaison for AMAC constituents and are required to host (at a minimum) one AMAC function per annum. Additional duties and responsibilities are outlined in the Board of Directors position description, and is incorporated as if fully set forth herein.

Section 9. Meetings of the Board. Regular meetings of the Board of Directors will be held following the Annual Meeting of the Council. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Special meetings of the Board of Directors may be called by the Chairperson or at the request of a majority of the Board. No business other than as specified in the notice of that meeting shall be transacted at any special meeting of the Board of Directors. Meetings of the Board of Directors may be held via telephone or Internet video conferencing, provided that all members participating can hear and communicate with each other.

Section 10. Removal or Discipline of Directors. Any Director may be disciplined or removed for cause by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at a special meeting called for that purpose. At the discretion of the Governance and Ethics Committee, the requirement and identification of a neutral third-party may be required when there is a proposed action to remove or discipline a Director. Notice of the proposed action shall be delivered by certified mail to the Director(s) who is the subject of such meeting.

ARTICLE V: OFFICERS

Section 1. Number. The five (5) Officers of the Council consist of: 1) a Chairperson of the Board of Directors (sometimes hereinafter referred to as the “Chair” or the “Chairperson”); 2) a First Vice-Chairperson of the Board of Directors; 3) a Second Vice-Chairperson of the Board of; 4) a Secretary; and 5) a Treasurer.

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Section 2. Duties of Officers. The duties and powers of the Officers of the Council shall be as follows:

Chairperson: The Chair presides at all meetings of the Council and of the Board of Directors and shall be a member ex-officio of all committees, except for the Nominations/Elections Committee. The Chair establishes all standing and special committees and appoints the Chairpersons thereof for a period not to exceed the Chair's unexpired term. The Chair may call any special meeting of the Board of Directors and shall communicate at the Annual Meeting of the Council--and at such other times as he or she deems proper--such matters to promote the purposes of the Council. The Chair shall perform all other duties pertinent to the office of Chairperson.

First Vice-Chairperson: The First Vice-Chairperson shall assist the Chair in the fulfillment of his or her duties and shall perform the duties and have the powers of the Chair during the absence or incapacity of the Chair for any cause. The First Vice-Chairperson shall have direct oversight responsibility for the Government Affairs Committee, , Governance-and-Ethics Committee and the Membership Committee. The First Vice-Chairperson is responsible for providing guidance and direction to these Committees on their initiatives to accomplish the mission and goals of the Council.

Second Vice-Chairperson: The Second Vice-Chairperson performs duties as assigned by the Chair. In the absence of the Chair and First Vice-Chairperson, the Second Vice-Chairperson shall perform the duties and have the powers of the Chair during the absence or incapacity of the Chair and First Vice-Chairperson for any cause. The Second Vice-Chairperson shall have direct oversight responsibility for the Finance Committee, Nominations/Elections Committee, and the Aviation Professional Development Committee. The Second Vice-Chairperson is responsible for providing guidance and direction to these Committees on their initiatives to accomplish the mission and goals of the Council.

Secretary: The Secretary is responsible for recording and keeping minutes of all meetings of the Council and of the Board of Directors, and providing all notices of such meetings. The Secretary shall keep an accurate record and a list of all members of the Council in good standing along with their official addresses which shall be the official list of members of the Council. The Secretary performs such other duties as may be required by the By-Laws, the Chair or by the Board of Directors.

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Treasurer: The Treasurer is responsible for financial oversight, including ensuring that appropriate fiscal records are kept and that all funds are recorded, spent, monitored, and audited consistent with funder requirements, legal requirements, and sound financial management. The Treasurer is also responsible for ensuring that all taxes and/or financial returns of the Council are filed annually, and for informing the Board of Directors of all fiduciary matters impacting the Council. The Treasurer serves as chair of the Finance Committee, and shall present a financial statement at meetings of the Board of Directors and shall make a full financial report to the Members of the Council at the Annual Meeting.

Section 3. Vacancies. A vacancy caused by the resignation, incapacity, or removal of any of the Council Officers shall be filled as follows:

Chairperson: Vacancy shall be filled by the First Vice-Chairperson.

First Vice-Chairperson: Vacancy shall be filled by the Second Vice-Chairperson.

Second Vice-Chairperson: Vacancy shall be filled by a member of the Board of Directors elected by the Board of Directors, to serve until the end of the term of this office.

Secretary: Vacancy shall be filled by a member of the Board of Directors elected by the Board of Directors, to serve until the end of the term of this office.

Treasurer: Vacancy shall be filled by a member of the Board of Directors elected by the Board of Directors, to serve until the end of the term of this office.

Section 4. Removal of Officers. Any officer may be removed for cause by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at a special meeting called for that purpose. Notice of the proposed action shall be delivered by certified mail to the Officer(s) who is the subject of such meeting.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees. Chairpersons of all Standing Committees shall be appointed by the Chair of the Council who has the right to appoint any special committee(s) and to name the members thereof for a period not to exceed the Chairperson's unexpired term. The Standing Committees of the Council are as follows:

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Executive Committee, comprised of the Officers of the Council, is responsible for monitoring the Council's economic performance, providing the overall long-range planning policy and direction of the Council, and ensuring implementation and coordination of the Council's strategic plans in the areas of operations, financial, investment, administrative, government affairs, risk and legal issues, and human resources. The Executive Committee shall review and approve all activities of each Standing Committee, and it shall act on behalf of the Board of Directors under delegations of authority approved by the Board.

Finance Committee is chaired by the Treasurer and guides the Council's fiscal accountability through budgeting and expense planning. Other members of this committee are the First Vice-Chairperson, the Second Vice-Chairperson, and Council members approved by the Board. The Finance Committee is responsible for preparing the annual budget, and for making recommendations and addressing issues relative to all financial policies of the Council.

Government Affairs Committee is charged with monitoring, recommending, preparing, and presenting the Council's positions on legislative and public policy matters pertaining to Federal, state, and local government. This committee establishes the Council's legislative agenda, and plans and coordinates the Council's annual Congressional meetings in Washington, DC. Members of this committee are the First Vice-Chairperson, the Second Vice-Chairperson, the Government Affairs Committee chair, and volunteer Members of the Council in good standing.

Corporate Development Committee is responsible for advising the Chair on matters related to fundraising from public and private sources, and helps to secure critical financial resources for the Council. In addition, the chair of this Committee ensures that the Corporate Development Committee's activities are aligned with the Strategic Plan and other committees' goals and objectives, particularly, concerning strategies and initiatives for revenue generation and developing and nurturing corporate relationships.

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Aviation Professional Development Committee is responsible for developing and implementing AMAC's efforts to promote employment diversity in the airport industry--at all levels of airport management and operations. In accomplishing its tasks, this Committee is responsible for the Council's outreach efforts to college students and others, planning, developing, and implementing programs aimed at enhancing opportunities for professional development in the industry, and working closely with other trade associations on training and other developmental needs.

Membership Committee is responsible for the Council's membership initiatives. Its specific responsibilities are establishing the annual membership drive, validating the organization's membership list, monitoring, and overseeing membership activities (such as solicitations, renewals, and delinquencies).

Nominations/Elections Committee is responsible for planning, developing, and implementing the Council's election process. This Committee is charged with preparing a slate of nominees for each of the vacancies on the Board of Directors, which it shall circulate in writing to all voting members of the Council in good standing not less than thirty (30) days prior to the date of the published election dates. The Nominations/Elections Committee shall also develop electronic voting procedures and make all preparations for balloting and the election of persons to serve on the Board of Directors. The Committee shall conduct and manage the election process with oversight of the Board.

Governance and Ethics Committee is responsible for overseeing overall performance metrics, measure the quality of performance of the board as a whole, and of individual board members. Additionally, the Governance and Ethics Committee is responsible for reviewing and recommending to the Board for approval the Codes of Conduct and Standards of Conduct that apply to Directors and employees of the Council; is responsible for interpreting, clarifying, and disseminating the By-Laws to the membership, as well as for ensuring that proposed amendments to the By-Laws are consistent with the AMAC Articles of Incorporation and Strategic Plan. This Committee is charged with considering proposed amendments to the By-Laws, making recommendations to the Board on proposed amendments, and preparing and presenting amendments to the Board of Directors for approval and adoption by the Members of the Council.

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ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1. Nominations. Nominations of candidates to serve on the Board of Directors shall be solicited from the Members of the Council by the Nominations/Elections Committee. Candidates nominated to serve on the Board of Directors must be members in good standing.

Section 2. Voting. Members of the Council who are in good standing shall cast their ballots for the election of Officers and Directors via the electronic voting procedures established by the Nominations/Elections Committee.

Section 3. Election Results. At the Annual Meeting, the Nominations/Election Committee shall certify the election results and announce the results of the election, at which time the results shall be ratified by a quorum of the Members of the Council. If the Chairperson of the Board is not a candidate for re-election, the Chairperson of the Board shall appoint not less than two (2) election inspectors who shall monitor the election and the counting of ballots, and who shall certify to the membership and to the Secretary the results. In the event the Chairperson of the Board is a candidate for reelection, the Executive Committee (excluding the Chairperson) shall by majority vote appoint the inspectors outlined in this Section. No inspector of elections may be a candidate for office or may make or second a motion concerning election of any candidate(s) to be voted on.

ARTICLE VIII: PRESIDENT & CHIEF EXECUTIVE OFFICER

Section 1. President & Chief Executive Officer. The President & Chief Executive Officer (CEO) of the Council serves at the pleasure of the Board of Directors and is authorized to administer and manage the day-to-day operations of the Council in accordance with the policies set forth by the Board. In this position, the CEO is responsible for execution of the Council's purposes, goals and functions stated in these By-Laws.

Section 2. Duties of the CEO. The CEO's duties include, but are not limited to, the staffing and administration of the Council's national office; preparing and implementing an annual operating budget covering all activities of the Council subject to approval of the Board; attending all meetings of the Board and reporting on the progress and needs of the Council; providing staff support to Directors and Council Committees in the execution of their duties; serving as primary liaison

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between the Council and its stakeholders; developing and maintaining relationships with other nonprofit organizations and other entities; overseeing the planning, coordination, and effective execution of all Council meetings; identifying and promoting opportunities to further the mission and goals of the Council; and raising the Councils profile within the aviation industry. The CEO shall perform such other duties and exercise such other powers as the Board of Directors may from time to time grant or prescribe.

ARTICLE IX: RULES OF PROCEDURES

Roberts' Rules of Order shall govern the proceedings of all meetings of the Council and of the Board of Directors.

ARTICLE X: NOTICES

Members of the Council shall furnish the Secretary with their official address. The mailing of any notice to the members' addresses as set forth on the membership list of the Council shall be deemed sufficient notice upon them, effective the date of the mailing.

ARTICLE XI: DUES

The annual dues of Council membership by category shall be established by the Board of Directors, from time-to-time by resolution. Only members who are not in default in payment of dues shall be entitled to vote.

ARTICLE XII: RESIGNATIONS

Section 1. Written Resignations. Resignations of Directors and Officers shall be in writing and shall take effect upon receipt by the Chair.

Section 2. Involuntary Resignations. Repeated unexcused absences (50% cumulative) of a Director from meetings/conference calls of the Board of Directors as set forth in the Board Member Manual of the Council shall be equivalent to a resignation. Effective upon written notice from the Executive Committee, a Director or Officer that has repeated unexcused absences (50% cumulative) of

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meetings/conference calls of the Board of Directors as set forth in the Board Member Manual of the Council shall be considered to have submitted a written resignation. An involuntary resignation under this section shall be reviewed by the Executive Committee at the next regularly scheduled meeting or a special call meeting schedule for that purpose. An involuntary resignation under this section shall not be considered a removal for cause that is subject to the requirements and procedures outlined in Article IV, Section 9, Removal of Directors or Article V, Section 5, Removal of Officers.

Section 3. Directors Attendance. All Directors are required to attend seventy-five percent (75%) of regularly scheduled Board meetings.

ARTICLE XIII: BY-LAWS AMENDMENTS

Section 1. Action by the Board of Directors. The By-Laws may be amended by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting, provided that prior notice and a copy of the proposed amendment(s) shall have been distributed to Board members not less than seven (7) days before the date of the regular or special meeting. If approved, the amendment(s) shall become effective on an interim basis and shall be subject to ratification by the Members of the Council at the next Annual Meeting.

Section 2. Action by the Members. The By-Laws may also be amended by a majority of the eligible voting members at the Annual Meeting or at a special meeting of the members. In the case of the Annual Meeting, the proposed amendment(s) to be acted upon shall be presented in writing at least sixty (60) days prior to the meeting date and, in the case of a special meeting, at least thirty (30) days prior to the meeting date. In either instance, notice of the meeting and a copy of the proposed amendment(s) shall be distributed to each member in writing, at least thirty (30) days prior to the meeting date.

Section 3. Other Amendments. Any other amendment(s) proposed from the floor at the Annual Meeting shall be referred to the Governance and Ethics Committee for review and recommendation, and shall be subject to the procedures in Section 1 of this Article.

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ARTICLE XIV: SUSPENSION AND REVOCATION OF MEMBERSHIP

Section 1. Suspension. The Board of Directors, by a two-thirds ($2/3$) vote, may suspend or revoke the membership of any member for (1) failure to meet financial obligations to the Council, or for (2) conduct determined to be harmful, disparaging, or detrimental to the Council. The member shall be given at least thirty (30) day's notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to refute the suspension.

Section 2. Reinstatement. An affirmative vote of two-thirds ($2/3$) of the Board of Directors is required to reinstate any member or membership suspended or revoked under this Section and shall be subject to such terms and conditions as the Board of Directors may impose.

ARTICLE XV: INDEMNIFICATION

The Board of Directors shall prescribe policies and practices with respect to indemnification of Directors, Officers, and agents of the Council and require Directors and Officers Insurance.

Adopted: August 1, 1988

Amended: March 1990; May 1992; June 1993; June 1994; June 1997; April 1998; June 2000; June 2002; June 2004; July 2006; August 2008; November 2009 and June 2012. Edited: July 2012; March 2013; 2015; August 2018.