

SPEARHEAD

**LEATHER / DENIM SOCIAL CLUB
(TORONTO) INC**



**CONSTITUTION
AND
BY-LAWS**

PREAMBLE

The SPEARHEAD is a “philosophy” with Members.

The SPEARHEAD is an Affiliation, Brotherhood, or Fraternity of fellows who wish to recognize with pride the value and privilege of belonging to an organization who are all “Brothers under the skin”.

The Affiliation is formed for the purpose of identifying and bringing together individuals of similar interests.

The Affiliation has adopted the name SPEARHEAD and its appropriately designed symbol for its identification.

The SPEARHEAD shall at all times conduct its affairs within the bounds of the laws of the country. It is expected that all Members will individually do likewise.

Any Member not conforming to this policy shall therefore be acting as an individual and shall suffer the consequences as such.

SPEARHEAD CONSTITUTION AND BY-LAWS

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CONSTITUTION

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THE SPEARHEAD CONSTITUTION

PURPOSE

- I. (a) To create through affiliation identification with masculine individuals.
- (b) To create an identification
 1. For Members – one to the other.
 2. For Members when they travel.
 3. For Members to be recognized by members of similar groups
- II. (a) To bring together through identification fellows of like interests for the purpose of fraternal fellowship and personal gratification.
- (b) To create a close fellowship within our community and to foster its growth and development.
- III. a) To create promote pride on the part of all Members.
 1. In the Affiliation, its aims and purpose.
 2. In being a Member of the Affiliation.
 3. In proudly displaying (wherever possible) the Affiliation's symbol for the purpose of mutual identification.
- (b) To promote an active, concerned attitude on the part of each Member toward the Affiliation, its affairs and development.
- IV. To provide such activities as the membership may from time to time approve.
- V. To assist (when possible) through fraternal brotherhood fellow members and community charities in times of difficulty or troubles.
- VI. To maintain communication with other similar organizations for the purpose of exchanging information.

MEMBERSHIP

- I. Membership shall be open to all persons of legal age who are in general agreement with the aims and purposes of the Affiliation.
- II. All prospective members:
 1. Will be required to complete and sign an application form to be accompanied by the application fee as stipulated by the Board of Directors.
 2. Must be sponsored by three or more Members, as directed by the Membership, in good standing, and undergo an informal interview with the Membership Committee.
- III. (a) All membership applications will be received and processed by the Membership Committee.
- (b) The Board of Directors will approve or disapprove the membership applications based on the recommendations of the Membership Committee.

- IV. Absolute discretion with regard to the affairs of the Affiliation shall be maintained at all times by the Members.
- V. (a) A Member may be expelled from the Affiliation as outlined under the By-Laws section II (c) on Committees.
- (b) Any Member may, with the written support of four (4) other Members, submit to the Membership Committee a petition to have another Member expelled, based on justifiable grounds. Such petition shall be acted upon by the Membership Committee as outlined in the By-Laws section II (c) on Committees.
- VI. Members who joined the Affiliation on 15 March, 1970 at the time of the formation of the SPEARHEAD shall be known as Charter Members.

BOARD OF DIRECTORS

- I. All the affairs of the Affiliation shall be governed by a Board of Directors consisting of seven (7) Members in good standing.
- II. The Board of Directors shall consist of:
 - 1. The PRESIDENT
 - 2. The VICE-PRESIDENT / DIRECTOR OF PUBLIC RELATIONS
 - 3. The SECRETARY
 - 4. The TREASURER
 - 5. The DIRECTOR OF MEMBERSHIP
 - 6. The DIRECTOR OF PUBLICATIONS
 - 7. The DIRECTOR OF OPERATIONS
- III. The Board of Directors shall be elected by democratic elections consistent with the ByLaws of the Affiliation.
- IV. Any member of the Board of Directors who misses three (3) Directors' meetings during the year, or two (2) in a row, without justifiable cause in the eyes of the remaining Directors, shall be expelled from the Board of Directors, and a pro-tem replacement will be appointed by the Directors to serve until the next A.G.M., at which time the membership will elect a replacement. *
- *This section does not apply to specially called Board of Directors' Meetings as outlined in Section II (b) on Procedures in the By-Laws.
- V. No member of the Board of Directors shall serve as a Committee member on a Standing Committee with the exception of the Executive Committee.

COMMITTEES

- I. (a) The following Standing Committees shall be formed annually:
 - 1. The Executive Committee
 - 2. The Membership Committee
 - 3. The Public Relations Committee
 - 4. The Publications Committee
 - 5. The Operations Committee
- (b) Special Committees may be appointed by the Board of Directors from time to time to deal with specific items of affairs. Such Committees will be directly responsible to one Board Member. All Standing Committees shall be made up of Members in good standing.

- II. If, in the opinion of the Committee Chairman, any Committee member is not fulfilling his duties satisfactorily, then at the recommendation of the Committee Chairman, and at the approval of the Board of Directors, the Committee member shall be excused from the Committee and another Member shall be appointed by the Board of Directors with the approval of the Chairman of the Committee.

PROCEDURES

The affairs of the Affiliation shall be conducted in a manner consistent with generally accepted business procedures and as outlined in the By-Laws.

ELECTIONS

Elections for the Board of Directors shall be held yearly in October and as outlined in the By-Laws.

FINANCE

The Board of Directors shall have the power to raise funds by such legal means as it may from time to time see fit.

REGISTRATION

- I. An application fee as stipulated by the Board of Directors must accompany all applications for membership.
- II. The application fee shall be returned to applicants who are rejected by membership.

DUES

- I. (a) Annual Dues shall be payable to the Affiliation as stipulated in the By-Laws, and shall be for the calendar year from April 1st to March 31st.
- (b) If dues have not been paid by April 1st and alternate arrangements have not been made with the Director of Membership, then the individual will no longer be a Member in good standing, and will have to re-apply for membership in the Affiliation.

AFFILIATION CRESTS AND INSIGNIA

- I. (a) Official crests and insignia as provided and approved by the Affiliation shall be worn only by Members in good standing.
- (b) It is the responsibility of all Members to make sure that their official insignia is not used by a non-member.
- II. One (1) official Crest of the SPEARHEAD shall be presented along with a current membership card and membership pin, to all Members on acceptance into the Affiliation.

OFFICIAL STATEMENTS

- I., Only the President or Vice-President shall make official statements on behalf of the SPEARHEAD as approved by the Board of Directors and/or membership.

- II. Official statements or comments on behalf of the Affiliation or SPEARHEAD literature shall not be published or reprinted without the written permission of the Board of Directors.

BY-LAWS

The By-Laws of the Affiliation are hereby included as part of this Constitution.

AMENDMENTS

This Constitution may be amended as provided for in the By-Laws.

THE SPEARHEAD BY-LAWS

MEMBERSHIP

I. Only Members who have paid the current dues shall be considered as members in good standing.

II. TYPES OF MEMBERSHIP

(a) Full Members:

1. Eligible to vote at meetings;
2. Stand for election on the Board of Directors;
3. Be eligible to serve on standing or special committees;
4. Receive a SPEARHEAD back patch;
5. Reside in the province of Ontario (excluding Members prior to 2015).

If a Full Member prior to 2015 wants to switch to an Associate Membership AND they live outside of the province of Ontario, then they will not be allowed to switch back to a Full Membership in the future. They will be required to return their back patch. No interview will be required.

(b) Associate Members:

1. Do not have voting privileges;
2. Are not eligible to serve on the Board of Directors;
3. Not eligible to serve on standing or special committees;
4. Years of service recognition do not apply;
5. Will not receive a SPEARHEAD back patch.

If an Associate Member wants to switch to a Full Membership AND they live within the province of Ontario they will need to pay the New Applicant Full Membership Fee. No interview will be required.

III. If a Member has a complaint or comment to make about the Affiliation, its direction, policy, or affairs:

1. The Member must submit his complaint or comment to the SECRETARY, in written form for review by the Board of Directors.
2. A reply shall be forwarded to the originator by the SECRETARY informing him of comment or action.

IV. Members are not allowed to sit on more than one (1) Standing Committee concurrently.

V. If a Member leaves SPEARHEAD but rejoins after a gap of up to (but not more than) two (2) years, their previous membership will be recognized.

BOARD OF DIRECTORS

I. The FUNCTIONS and responsibilities of the Board of Directors shall be as follows:

1. To guide and direct the Affiliation in pursuit of its purpose;
2. To attend the Board of Directors meetings;
3. To conduct the necessary transactions of the Affiliation;
4. To review and vote on membership applications as presented by the Membership Committee;
5. To represent the Affiliation as necessary;
6. To conduct such other functions and responsibilities as the membership may from time to time decide;
7. Dealing with all Constitutional and By-Laws matters.

II. The Board of Directors' DUTIES are as follows:

- (a) The PRESIDENT shall:
 - 1. Preside at all Board of Directors' Meetings;
 - 2. Preside at all General Membership meetings and at the Annual General Meeting;
 - 3. Act as Chairman of the EXECUTIVE COMMITTEE;
 - 4. Generally act as Chief Officer and Spokesman for the Affiliation;
 - 5. Prepare the agenda for the Board of Directors' and General Membership meetings, with the Secretary.

- (b) The VICE-PRESIDENT/DIRECTOR OF PUBLIC RELATIONS shall:
 - 1. Assist the PRESIDENT in the execution of his duties;
 - 2. Represent the PRESIDENT in the PRESIDENT'S absence;
 - 3. Act as Chairman of the PUBLIC RELATIONS COMMITTEE and report to the Board of Directors.

- (c) The SECRETARY shall:
 - 1. Record the minutes of all Board of Directors' meetings. Such minutes shall include the date of each meeting, the significant items of business discussed, including reports from Standing Committees.
 - 2. Distribute copies of the minutes of the Board of Directors' meetings to each member of the Board.
 - 3. Record the minutes of all General Membership meetings.
 - 4. Distribute copies of the Board of Directors' agendas to the Board of Directors.
 - 5. Give notice to the Directors of all meetings.
 - 6. Act as Secretary to the Executive Committee.
 - 7. Be responsible for sending out the Agenda to Open General Meetings and the Annual General Meeting to all Members.
 - 8. Prepare the agenda for the Board of Directors' and General Membership meetings, with the President.
 - 9. Receiving the official Affiliation mail and distributing it to the appropriate officials.

- (d) The TREASURER shall:
 - 1. Collect membership dues from the MEMBERSHIP COMMITTEE as necessary, along with any such other revenues of the Affiliation, and deposit the same in the Affiliation's bank account.
 - 2. Disperse funds as approved by the Board of Directors.
 - 3. Maintain proper financial records.
 - 4. Give a financial report quarterly at the General Membership Meetings and the Annual General Meeting.
 - 5. Present an operation budget for the following year at the January Open General Meeting, in order to determine the membership dues for the following year, such a budget to be ratified by the Membership.
 - 6. Promptly prepare and submit any and all financial reporting to external parties in accordance with known or established deadlines.
 - 7. Act as a member of the Executive Committee.

- (e) The DIRECTOR OF MEMBERSHIP shall:
Act as Chairman of the MEMBERSHIP COMMITTEE and report to the Board of Directors on its activities.

- (f) The DIRECTOR OF PUBLICATIONS shall:
Act as Chairman of the PUBLICATIONS COMMITTEE and report to the Board of Directors on its activities.

- (g) The DIRECTOR OF OPERATIONS shall:
Act as Chairman of the OPERATIONS COMMITTEE and report to the Board of Directors on its activities.

- III. (a) A Member of the Board of Directors may be removed from office by the unanimous consent of the remaining Directors and subject to the approval by the membership at a regular membership meeting or a special membership meeting as outlined in Procedures I (c).
- (b) Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the Members present and voting at a regular Membership meeting, provided one (1) month's notice of such actions is mailed to all Members.
- IV. A VACANCY on the Board of Directors created by resignation and/or Act of God, may be filled by appointment by the remainder of the Directors, subject to the approval by the membership at the next General Membership meeting.
- V. Should the Board of Directors deem it necessary, they may at their discretion waive section IV on Procedures in the By-Laws.
- VI. Any Member may upon written request to the SECRETARY have access to the minutes of any meeting by the Board of Directors conducted in either the current or the immediate preceding year.
- VII. Any Member of the Board of Directors may be permitted to sponsor prospective members. Prospective members will need three sponsors and only one maybe a Board Member. At the Board meeting where it is voted to accept this prospective member, the Board Member that put forth the name may not cast a vote.

COMMITTEES

- I. (a) The EXECUTIVE COMMITTEE shall consist of:
 1. The PRESIDENT;
 2. The SECRETARY;
 3. The TREASURER;
 4. The MEMBER AT LARGE;
 5. The ARCHIVIST;
 6. The WEBMASTER;
 7. The IMMEDIATE PAST-PRESIDENT
- (b) The EXECUTIVE COMMITTEE shall be responsible for::
 1. Acting as Ombudsman for the membership, reviewing complaints or comments received from Members in regard to the affairs and direction of the Affiliation.
 2. Overseeing that the aims and purposes of the Affiliation are protected and whenever necessary presented properly and correctly.
 3. The Member at Large shall report to the Membership Director, The Archivist shall report to the Vice President, The Webmaster shall report to the Publications Director, and the Immediate Past-President shall report to the President.
- (c) The EXECUTIVE COMMITTEE shall not be empowered to pass or transact official business without the approval of the Board of Directors.
- (d) The MEMBER AT LARGE shall be elected at the Annual General Meeting and be responsible for:
 1. Sending get well cards to Members that are not in good health.
 2. Maintaining a supply of and delivering a "special" gift to Members stricken with a serious illness.
 3. Sending sympathy cards to Members in the event of a deceased spouse, parent, or child, or to the family of a deceased member when appropriate.

- (c) The ARCHIVIST shall be elected at the Annual General Meeting and be responsible for:
 1. Storage, cataloguing and maintenance of the Archives.
 2. Acquisition of Affiliation memorabilia.
 3. Display of the Archives as requested by the Board of Directors.
 4. The maintenance of the Spearhead trophy collection.

- (d) The WEBMASTER shall be elected at the Annual General Meeting and be responsible for:
 1. Maintenance of the Spearhead website.
 2. Distributing website inquiries to the appropriate Board of Director.
 3. Email notifications of upcoming events.

- II. (a) The MEMBERSHIP COMMITTEE shall consist of:
 1. The DIRECTOR OF MEMBERSHIP as Chairman.
 2. One (1) MEMBER elected by the Membership.
 3. Member(s) appointed by the Director of Membership and approved by the Board of Directors.

- (b) The MEMBERSHIP COMMITTEE shall be responsible for:
 1. Receiving all membership applications.
 2. Reviewing and assessing each new applicant as to his interests in the Affiliation and his worthiness as a member.
 3. Preparing a report on each new applicant, along with a recommendation for acceptance or rejection, to be presented to the Board of Directors.
 4. Maintaining the Membership lists current and up to date.
 5. Contacting all sponsors of prospective new members and documenting their comments for review by the Board of Directors.
 6. Receiving membership renewals and assessing for the Board of Directors whether the renewal should be accepted.
 7. Ensuring that Members maintain the purposes and aims of the Affiliation.
 8. Providing each new applicant with a copy of the Constitution and By-Laws.
 9. The distribution and/or sale to Members of official Affiliation crests, emblems or insignia.
 10. The planning and preparation for all General Membership meetings or associated functions.

- (c) The Membership Committee shall recommend expulsion of a member, based on justifiable grounds, subject to the approval of the Board of Directors, and ratified by the Membership at the next regular General Membership Meeting, providing said 'justifiable grounds' documentation has been received within 45 days of the reported incident. If said documentation has not been received within the specified time allotment, then the incident is to be dropped and cannot be renewed.

- (d) During their term in office, no Member of the Membership Committee shall be permitted to sponsor prospective members.

- (e) For a period of six weeks prior to the AGM, no prospective members shall be admitted to the Affiliation.

- III. (a) The PUBLIC RELATIONS COMMITTEE shall consist of:
 1. The VICE-PRESIDENT/DIRECTOR OF PUBLIC RELATIONS as Chairman.
 2. One (1) MEMBER elected by the Membership.
 3. Member(s) appointed by the Director of Public Relations and approved by the Board of Directors.

- (b) The PUBLIC RELATIONS COMMITTEE shall be responsible for:
 1. Dealing with matters generally considered pertaining to Public Relations.
 2. Organizing fundraising activities by the Affiliation.
 3. Executing and planning necessary to carry out activities as approved by the Membership and the Board of Directors, with the exception of those specifically listed elsewhere.
 4. Preparing Affiliation travel arrangements and local billeting as necessary or approved.
- IV. (a) The PUBLICATIONS COMMITTEE shall consist of:
1. The DIRECTOR OF PUBLICATIONS as Chairman.
 2. One (1) MEMBER elected by the Membership.
 3. Member(s) appointed by the Director of Publications and approved by the Board of Directors.
- (b) The PUBLICATIONS COMMITTEE shall be responsible for:
1. Compilation and publication of the Affiliation's newsletter.
 2. Compilation and publication (to members only) of a Membership list of consenting Members, no more than twice a year. Such a list shall not be used for commercial purposes.
 3. Publication and distribution of such other literature as is necessary, and as directed by the Board of Directors.
 4. Providing a report on the Affiliation as necessary to other recognized Club Publications.
- V. (a) The OPERATIONS COMMITTEE shall consist of:
1. The DIRECTOR OF OPERATIONS as Chairman.
 2. One (1) MEMBER elected by the Membership.
 3. Member(s) appointed by the Director of Operations and approved by the Board of Directors.
- (b) The OPERATIONS COMMITTEE shall be responsible for:
1. The planning and preparation for ROUND-UP and the ANNIVERSARY DINNER.
 2. The maintenance and cataloguing of SPEARHEAD properties.
- (c) The OPERATIONS COMMITTEE will not operate or function in the name of SPEARHEAD without the prior approval of the Board of Directors.

PROCEDURES

- I. (a) The Affiliation should hold an Annual General Meeting in October.
- (b) The Affiliation shall hold a General Membership Meeting Quarterly.
- (c) Special General Membership Meetings may be called at the discretion of the President or Board of Directors as necessary, provided adequate notice is provided and reasons for such meeting are stated in the notice.
- II. (a) The Board of Directors shall meet once a month.
- (b) Special Board of Director's Meetings may be called at the discretion of the President or on counsel of one of the other members of the Board of Directors.
- III. Standing Committees, with the exception of the EXECUTIVE COMMITTEE, shall meet once a month, and shall present a monthly report to the Board of Directors. The EXECUTIVE COMMITTEE will meet only as necessary to carry out the business of the Committee.

- IV. Special Committees shall meet as necessary to carry out the business of the Committee, and shall report to the Board of Directors. (Ref. Constitution-Committees: I (b)).
- V. All meetings shall be conducted in a manner consistent with generally accepted Parliamentary Procedures except where otherwise provided for in the Constitution and By-Laws.
- VI. The quorum required to conduct business at a General Membership Meeting shall be one-third (1/3) of the Full Members or fifteen (15) Full Members present.
- VII. The quorum required for a Board of Directors Meeting shall be five (5) Directors, with a clear majority required for all decisions.

NOMINATIONS

- I. The NOMINATIONS CHAIRMAN shall be appointed at the April General Meeting.
- II. Nominations will be accepted for the positions as outlined in ELECTIONS II (a).
- III. A Full Member may allow his name to stand for nomination to only one (1) position as outlined in ELECTIONS II (a).
- IV. Nominations shall close at the conclusion of the Nominations Meeting held during the July Open General Meeting.
- V. No more than three (3) candidates' names shall be carried on the final ballot. An elimination ballot will be taken at the Nomination Meeting when there are more than three (3) candidates.
- VI. When only one (1) candidate is nominated for a position, he is then elected by acclamation at the Nomination Meeting.
- VII. The Nominations Chairman shall publish the names of those Members who have accepted the nominations at least two weeks prior to the Annual General Meeting.
- VIII. The Nominations Chairman shall remain in office from the April OGM to the subsequent April OGM. The Nominations Chairman shall oversee the nomination and selection of the Annual Brotherhood Award at the Anniversary Dinner, as outlined in the Elections Procedure Manual.

ELECTIONS

- I. (a) Elections shall be held annually as stated in the Constitution.
 - (b) Only Full Members in good standing may vote.
 - (c) All voting shall be held by secret ballot.
- II. (a) The following positions will be elected for one (1) year term until the election of a successor:
 - 1. Members of the Board of Directors (President, Vice-President/Director of Public Relations, Secretary, Treasurer, Director of Membership, Director of Publications, Director of Operations).
 - 2. The Member at Large, Webmaster and the Archivist.
 - 3. One (1) member to each of the Public Relations, Membership, Publications, and Operations Committees.

- (b) In any election, a candidate to be elected must receive a clear majority (more than half) of the votes cast.
- (c) If no candidate obtains a majority on the first ballot, an additional balloting of Members, present or proxy will take place with the candidate receiving the fewest votes being eliminated.
- (d) Ballots shall be counted on completion of voting and results announced.
- (e) Official ballots shall be accepted by proxy or mail for the purpose of electing members to the Board of Directors, Archivist, Webmaster, and Member at Large.
- (f) Officers-elect shall take office effective the November's Board meeting following the October Annual General Meeting. This meeting will combine both the newly elected and retiring officers.

FINANCE

- I. (a) Expenditures over \$500.00 (Five Hundred Dollars) shall require approval of the majority of the Board of Directors.
- (b) Expenditures over \$1000.00 (One Thousand Dollars) shall require approval of the Membership.
- II. All cheques of the Affiliation must be signed by any two (2) of the following:
 - 1. The President
 - 2. The Vice President
 - 3. The Treasurer

DUES

- I. Dues shall be recommended by the Board of Directors and subject to the approval by the Membership at the Annual General Meeting. Dues cover the period of March 1st to the last day of February.
- II. New Members, upon acceptance into the Affiliation, shall pay dues as follows:
 - (a) Acceptance between March 1st to July 31st – full dues are payable.
 - (d) Acceptance between August 1st to the last day of February – half dues are payable.

RESIGNATIONS AND EXPULSIONS

- I. If a Member resigns or is expelled, he shall be requested to return his Membership Card, Crest and any other approved emblems, or insignia of the Affiliation, and he is not entitled a refund of his dues.

AMENDMENTS

- I. The Constitution of the Affiliation may be amended by:
 - (a) Presentation and discussion at a General Membership Meeting.
 - (b) Written notification two (2) weeks prior to, then
 - (c) Decided by two-thirds (2/3) of the Membership present and voting at the next General Membership meeting.
 - (d) Changes require updates to the Official incorporation Constitution, which is held by the Affiliation Lawyer. The Lawyer will then negotiate the necessary legal approvals.
 - (e) Updated copies of the Constitution will be made available to Members as required.

- II. The By-Laws of the Affiliation may be amended by:
 - (a) Changes proposed at a current General Membership Meeting and voted on as “urgent” may then be voted on by two-thirds (2/3) of the Full Members present and voting at the same General Membership Meeting.
 - (b) Changes proposed at a current General Membership Meeting and voted on as “nonurgent”, require Full Members to receive written notification two (2) weeks prior to, then decided by two-thirds (2/3) of the Full Members present and voting at the next General Membership Meeting.
 - (c) Updated copies of the By-Laws will be made available as required.

NOTICE

- I. Notice shall be given in advance for the purpose of holding a Membership Meeting.
- II. Notice in the Affiliation’s newsletter, and/or announcement shall constitute notice.

EFFECTIVENESS

- I. This Constitution and By-Laws shall become effective immediately upon ratification.

