

CONSTITUTION

ARTICLE I—NAME AND DEFINITION

Section 1. The name of this organization is AACE INTERNATIONAL, INC., hereinafter referred to as “AACE” or “the Association.” AACE previously referred to the Association for the Advancement of Cost Engineering International. The legal corporate name is AACE INTERNATIONAL, INC. The Association was chartered in 1956 as the American Association of Cost Engineers.

Section 2. The Association is dedicated to the tenets of furthering the concepts of total cost management and cost engineering. Total cost management is the effective application of professional and technical expertise to plan and control resources, costs, profitability, and risk. Simply stated, it is a systematic approach to managing cost throughout the life cycle of any enterprise, program, facility, project, product, or service. This is accomplished through the application of cost engineering and cost management principles, proven methodologies, and the latest technology in support of the management process.

Section 3. Total cost management is that area of engineering practice where engineering judgment and experience are used in the application of scientific principles and techniques to problems of business and program planning; cost estimating; economic and financial analysis; cost engineering; program and project management; planning and scheduling; cost and schedule performance measurement and change control; and risk and decision management.

ARTICLE II—OBJECTIVES

Section 1. To promote through education and scientific means, cost management and cost engineering for the public good.

Section 2. To advance the science and art of cost management and cost engineering.

Section 3. To provide forums and media through which experience with the principles and techniques of cost management and cost engineering may be reported, discussed, and published in furtherance of the public interest.

Section 4. To promote standardization of terminology in cost management and cost engineering, and so far as practical, develop standard methods.

Section 5. To encourage the inclusion of cost engineering and cost management instruction in engineering curricula in furtherance of our primary objective.

Section 6. To cooperate with other organizations having common or related objectives, in furtherance of the public interest.

Section 7. To be organized and function exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future US federal tax code.

Section 8. To evaluate and issue specialty certification credentials to individuals having expertise in cost management and cost engineering.

ARTICLE III—MEMBERSHIP

Section 1. The membership grades shall consist of Members, and Student Members. Fellows, Emeritus Members, and Life Members shall be included within the grade of Member. “The Board of Directors may create additional membership categories as required to advance AACE’s interests throughout the world.”

Section 2. Admission to membership shall be upon approval of application duly made, and in accordance with procedures established by the Board of Directors and embodied in the Bylaws.

Section 3. A Fellow is a Member who has been approved to have the exclusive privilege of representing himself or herself as a Fellow in AACE. Admission to Fellow shall be by majority vote of the Board upon recommendation by the Vice President-Administration. The requirements for election to Fellow are that the Member shall have practiced cost management and/or cost engineering for a minimum of fifteen years and shall have been a Member of AACE for at least ten consecutive years. Election of a Fellow shall be in recognition of professional attainment and significant accomplishment in cost management and/or cost engineering.

1. Professional attainment shall be based on contributions to the professional advancement of cost management and/or cost engineering, valuable service in AACE.
2. Significant accomplishment in cost management and/or cost engineering shall be based on publications or presentations at meetings, and achievements in bringing cost management and/or cost engineering efforts to industry, educational institutions, forums, or government agencies.
3. Contributions in one of these areas shall be outstanding and some contribution in both areas is necessary.

Section 4. A Member shall be an individual who makes application, requests reinstatement, or continues annual membership, with each step requiring the payment of annual dues and any fees. Membership shall become effective upon the processing and posting by the Association of full payment, including any required fee or fees. A Member has the privilege of holding elective office, voting for Officers, petitioning for and voting on changes to the Constitution and Bylaws, and nominating candidates for office.

Section 5. A Student Member shall be a student regularly enrolled in a college or university. A Student Member has all the privileges and prerogatives of a Member except that a Student Member has no voting privileges, cannot nominate candidates for or hold elective office, and cannot petition for changes to the Constitution and Bylaws.

Section 6. Life Membership may be granted to Members upon recommendation by the Awards Committee, with unanimous approval of the Board of Directors. Life Members shall not be subject to dues or assessments and shall enjoy all the privileges of Members.

ARTICLE IV—OFFICERS AND BOARD OF DIRECTORS

Section 1. The Officers of the Association shall be a President, a President-Elect, a Vice President-Finance, a Vice President-Administration, a Vice President-Technical Board, a Vice President-Education Board, a Vice President Certification Board, a Vice President-North America Membership Board, a Vice President-International Membership Board, a Vice President-Marketing Board, and the immediate Past President.

Section 2. The governing body of the Association shall be a Board of Directors, hereinafter called the Board, in which the government and management of the Association is vested, except as otherwise provided for in the Constitution and Bylaws.

Section 3. The Board shall consist of the Officers identified in Section 1. above and the Executive Director/Chief Executive Officer.

Section 4. A person shall not concurrently hold more than one elected Association office.

Section 5. A quorum of the Board shall consist of a majority of the Board.

Section 6. The Board shall be empowered to employ an Executive Director/Chief Executive Officer to manage a headquarters office and to perform such other duties as the Board may direct within the powers vested in the Board by the Constitution and Bylaws. The Executive Director/Chief Executive Officer shall be an ex-officio member of the Board without vote.

Section 7. The term of office shall be nominally one year for the President; which is preceded by one year as President-Elect and is followed by one year as immediate Past President; nominally two years for the Vice President-Finance, the Vice President-Administration. The Vice President-Technical Board, the Vice President-Education Board, the Vice President-Certification Board, the Vice President-North America Membership Board, the Vice President-International Membership Board, and the Vice President-Marketing Board will serve two year terms. The exact duration of these terms of office shall be determined by the interval between successive Annual Business Meetings. The Vice President-Technical Board, the Vice President-Education Board, the Vice President-Certification Board, the Vice President-North America Membership Board, the Vice President-International Membership Board, and the Vice President-Marketing Board shall be staggered so that no more than three are elected in any given year. The initial term for the Vice President-North America Membership Board shall be one year to accommodate the stagger.

Section 8. All Officers shall take office at the time of the Annual Business Meeting following their election.

Section 9. If the office of President becomes vacant, the President-Elect shall become President for the remainder of the term of the vacated office and for the President-Elect's term as President.

Section 10. Vacancy occurring in the office of the President-Elect for reasons other than ascending to the vacated office of the President shall be filled by one of the incumbent Vice Presidents for the remainder of the term as President-Elect and the subsequent term as President. The selection shall be made by secret ballot of the Board.

Section 11. In the event a vacancy occurs in the position of Past President, the President shall recommend for Board approval a candidate from among other former Presidents to fill the remainder of the term. Should such candidates not be available, the President shall recommend for Board approval whoever may be appropriate to fill the vacancy for the remainder of the term of office.

Section 12. Vacancies occurring in the office of a Vice President or a Director shall be filled by vote of the Board for the unexpired portion of the term except in the case of a Vice President for the Technical, Education, Certification, North American Membership, International Membership, or Marketing Boards. In the case of a vacancy in those positions, the nominating committee of the respective associate board may nominate a replacement who will serve for the balance of the term upon approval by a majority of the respective associate board.

Section 13. The President and President-Elect shall not be eligible to serve two successive terms in the same office unless the first term was not a full term. The maximum allowable time to be served in these offices, whether by reason of appointment or other, shall be less than four full years.

Section 14. The Vice Presidents shall be eligible to serve two successive two-year terms. The maximum allowable time to be served in these offices, whether by reason of appointment or other, shall be less than six full years. The Vice President-Finance, the Vice President-Certification Board, the Vice President-North America Membership Board, and the Vice President-Marketing shall be elected in even numbered years and the Vice President-Administration, the Vice President-Technical Board, the Vice President-Education Board, and the Vice President-International Membership Board in odd-numbered years.

Section 15. Nominations for President-Elect, Vice President-Finance, Vice President-Administration, and Directors-Region(s) shall be made by a Nominating Committee. Nominations may also be made by Members as prescribed in the Bylaws. The Chairperson of the Technical, Education, Certification, Membership, and Marketing associate boards will appoint a three-person nominating committee from the members of that associate board to nominate a candidate for the Vice President position, and with the approval of a majority of the duly appointed members of the associate board, the candidate will become the Vice President of the respective associate board serving on the Board in alignment with the periodic election of Officers on the general ballot. The associate board chair, with the approval of the Board, may be appointed by the President to fill interim vacancies in the Vice President position of the respective associate board until the next election to fill this position.

Section 16. Election of Officers except for the Vice Presidents for the Technical, Education, Certification, Membership, and Marketing Boards shall be by ballot as prescribed in the Bylaws.

ARTICLE V—COMMITTEES AND ASSOCIATE BOARDS

Section 1. The Committees and Boards of the Association shall consist of Standing Committees and Associate Boards, as prescribed in the Bylaws, and such other committees as deemed necessary by the Board of Directors to manage the affairs of the Association.

ARTICLE VI—MEETINGS

Section 1. There shall be an annual meeting of the Association held between the dates of May 1 and September 30.

Section 2. Other meetings of the Association shall be determined by the Board as prescribed in the Bylaws.

ARTICLE VII—SECTIONS

Section 1. Sections, composed of Association members of all classifications in good standing, may be established by the Board upon suitable evidence of interest by membership in the respective area.

Section 2. The function of the Sections shall be to further the objectives of the Association through closer personal relationships at the local level.

ARTICLE VIII—REGIONS

Section 1. The Board shall establish no fewer than eight Regions, a minimum of three of which shall be Regions outside of North America for appropriate membership representation and administration of the Association, such that each member resides in one of said Regions. Additional Regions may be established by recommendation of the Membership Board with the approval of the Board of Directors. One (1) Director-Region shall be elected to represent each Region by the membership of said Region. The Director-Region shall have permanent residence within the Region represented for the duration of the Director's term of office.

Section 2. The function of the Director(s)-Region shall be to provide liaison between the sections' leadership and the Membership Board.

ARTICLE IX—STUDENT SECTIONS

Section 1. Student Sections may be established by the Board upon suitable evidence of interest brought by a Member qualified to sponsor such a section.

Section 2. A Member is deemed qualified for the purpose of sponsoring a Student Section if the Member is a faculty member of a college or university and has authorization from such institution to sponsor a Student Section of AACE.

Section 3. Suitable evidence of interest may be deemed to exist if: (a) the sponsoring Member establishes that the curriculum at the institution offers at least one course conforming to one or more AACE objectives, shown in Sections 1, 2, 3, or 4 under Article II, and (b) the sponsoring Member presents, or agrees to present, six or more Student Members or applications to AACE for Student Membership.

ARTICLE X—RECORDS

Section 1. A roll of members shall be maintained by the Association's headquarters which shall include the name, address, membership grade, and date of admission of each member in good standing.

Section 2. A complete accounting shall be kept of all monies received and expended by the Association. These financial records shall

undergo an annual legal audit by persons or a company qualified to perform this audit. The results of the audit shall be reported to the membership as soon as practical.

ARTICLE XI—AMENDMENTS

Section 1. The Constitution and Bylaws may be amended by a ballot vote as prescribed in the Bylaws.

Section 2. An affirmative vote of two-thirds of the valid votes cast shall be required for adoption of an amendment to the Constitution.

ARTICLE XII—LIMITATION AND DISTRIBUTION

Section 1. No part of the net earnings of AACE shall benefit its members, trustees, officers, or other private persons. AACE may, however, make reasonable payment for services rendered for purposes listed in Article II. No substantial part of AACE activities may attempt to influence legislation. AACE shall not participate or intervene in the political campaign of any candidate for public office. AACE shall not carry on any other activities prohibited for (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. If AACE is dissolved, its assets shall be used for one or more exempt purposes set forth in section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets then remaining shall be disposed of by a Court of Competent Jurisdiction of the county where the principal office of the corporation is then located, solely for such purposes.

BYLAWS

ARTICLE I—MEMBERSHIP

Section 1. All applications for membership shall be accompanied by remittance of annual dues and the appropriate application fee. Membership shall become effective upon the processing and posting by the Association of the full payment, including any required fee or fees.

Section 2. Members who fail to pay their dues by the expiration date of their current dues will automatically be transferred to inactive status and lose all rights and privileges of membership.

Section 3. A member whose membership has lapsed because of non-payment of dues may be restored to membership by paying in full annual dues for the year in which he or she requests reinstatement plus a reinstatement fee as established by the Board.

Section 4. A member in good standing may resign by submitting a resignation in writing to the Vice President-Administration.

Section 5. A member who has resigned in good standing may be restored to membership by paying dues for the year in which the member requests reinstatement.

Section 6. To become a Fellow, a Member must be sponsored by five Members. Each sponsor shall submit a letter to the Vice President-Administration emphasizing the achievements of the nominee which meet the Constitutional requirements for admission to Fellow. After verification of the qualifications of the sponsors and the nominee, the Vice President-Administration will present the names of nominees who meet all the qualifications to the Board for necessary action.

Section 7. A Student Member may retain that status until the end of the calendar year in which the Student Member ceases to be a regularly enrolled student. However, if the Student Member receives a degree the Student Member may, upon request, be transferred to Membership without the payment of additional dues for the year. If request for transfer is not made by the end of the calendar year in which the degree is granted, application must be made as provided for in this Article.

Section 8. Members of the Association of any grade shall support the Constitution and Bylaws of the Association and shall abide by the AACE Canons of Ethics. Any member who violates the Constitution and/or Bylaws or the Canons of Ethics, or is guilty of conduct prejudicial to the best interests of the Association or of the engineering profession may be expelled by a two-thirds vote of the Board. Charges against a member shall be prepared in writing and filed with the Vice President-Administration. If the charges are deemed substantive by the Board, a hearing shall be held by the Board upon reasonable advance notification to the member but in any case within 90 days after receipt of the charges by the Board. The member shall have the opportunity of presenting an answer to the charges at the hearing.

ARTICLE II—NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. The President, subject to the approval of the Board, shall appoint a Nominating Committee consisting of a Chair and four or more Members, at the Board of Directors meeting at the end of each annual meeting.

Section 2. The Nominating Committee shall be responsible for: (a) selecting one or more nominees for each office, (b) obtaining the consent of each nominee to serve if elected, and (c) securing biographical data of each nominee. The entire slate of candidates, complete with biographical data, shall be sent by the Nominating Committee to the Vice President-Administration no later than October 31st of each year.

Section 3. The Nominating Committee's slate of candidates, complete with biographical data, shall be made available to the membership along with information regarding nominations by petition no later than November 15th of each year.

Section 4. Other nominations for the office of Director or the office of an Officer of the Association except for the positions of Vice President Technical Board, Vice President Education Board, Vice President Certification Board, Vice President-North America Membership Board, Vice President-International Membership Board, and Vice President-Marketing Board may be made by petition signed by at least twenty Members in good standing. The petitioners shall be responsible for (a) obtaining in writing the agreement of the nominee to serve if elected, (b) securing the biographical data of the

nominee, (c) submitting the petitions, the agreement, and the biographical data to be received by the Vice President-Administration no later than December 15th of each year. Each candidate's name and biographical data shall be made available to the membership no later than December 31st of each year.

Section 5. Election of Officers and Directors required to be voted upon shall be by ballot vote, as approved by the Board of Directors.

Section 6. The official election ballot for Officers shall be made available to each Member from February 1st through March 15th of each year. Each voter shall properly signify on the ballot the voter's choice for the various Officers and transmit it to the Vice President-Administration.

Section 7. On March 17th of each year, all ballots received shall be delivered to the tellers for counting.

Section 8. The President shall appoint two or more tellers who shall count the ballots and report the results to the Board no later than March 20th of each year. Those candidates receiving the greatest number of votes cast shall be elected. In case of a tie vote, the office shall be filled by the Board from among those tied for the office. The outgoing President shall see that the entire membership is advised of the results.

ARTICLE III—DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President is the chief executive officer of the Association. The President shall preside at all business meetings of the Association and of the Board, and shall be responsible for administering the affairs of the Association according to the policies and regulations established by the Board.

Section 2. The President-Elect shall act for the President whenever the President is unable to perform his or her duties.

Section 3. The Past President shall act for the President or President-Elect whenever either is unable to perform his or her duties. Additionally, the Past President shall chair the Nominating and Awards Committees.

Section 4. The Vice President-Technical Board, the Vice President-Education Board, the Vice President-Certification Board, the Vice President-North America Membership Board, the Vice President-International Membership Board, and the Vice President Marketing Board shall have the responsibility to represent the issues and concerns of their respective associate boards to the Board of Directors and to communicate the issues and concerns of the Board of Directors to their respective associate boards.

Section 5. The Vice President-Administration shall be corporate secretary and legal officer of the Association, shall be responsible for membership services, keeping minutes for the meetings of the Association and the Board, maintaining a roll of members, conducting all official correspondence of the Association, organizing ballots required to be submitted to the membership, and overseeing the administrative functions of the headquarters office.

Section 6. The Vice President-Finance shall have charge of the funds of the Association, shall disburse same upon the authorization of the

Board, and shall arrange for the annual audit of the Association accounts. He or she shall report to the Board annually or more often if requested.

Section 7. With approval of the Board, the Vice President-Administration and the Vice President-Finance may delegate certain of their duties to the Executive Director/Chief Executive Officer.

Section 8. The Board of Directors shall meet at least twice a year on the call of the President or any four members of the Board. The Board shall have power to make such regulations not inconsistent with the Constitution and Bylaws, as shall be necessary for the protection of the property of the Association and for the preservation of good order in the conduct of the affairs. It shall also be the duty of the said Board to present business for the action of the Association. It shall have no power to make the Association liable for debts amounting to more than half of the amount in the treasury, in cash, and not subject to prior liabilities.

Section 9. AACE shall indemnify each person (or heirs, executors, and administrators) made a party to an action or proceeding (criminal or civil) because of service as an officer, trustee, or employee of AACE or as a member of an AACE board or committee. At the discretion of the Board of Directors, AACE may also indemnify those threatened with such action because of such service. Indemnification shall not apply to proceedings by or for AACE to procure a judgment in its favor. Indemnification applies to judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fee resulting from such proceedings or any appeals), provided the person acted in good faith in what was believed to be the best interest of AACE and had no cause to believe the conduct to be unlawful. This right of indemnification shall not exclude other rights to which such a person may be entitled by law.

ARTICLE IV—EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER

Section 1. The Executive Director/Chief Executive Officer shall perform such duties as specified in Board approved procedures and shall render to the Board quarterly reports, or at such other frequency as the Board may determine, regarding the Executive Director/Chief Executive Officer's duties and the activities of headquarters.

ARTICLE V—COMMITTEES

Section 1. The Standing Committees of the Association shall include (a) Executive Committee, (b) Awards, (c) Constitution and Bylaws, (d) Nominating and (e) Ethics.

Section 2. The Executive Committee: Within the Board of Directors there shall be an Executive Committee comprised of the following officer positions: President, President-Elect, Past President, Vice President-Finance, Vice President- Administration, and Executive Director/Chief Executive Officer. The Executive Director/Chief Executive Officer shall have voice but no vote on the Executive Committee. The purpose of the Executive Committee is to facilitate necessary administrative and executive functions that require Board of Directors approval. The Executive Committee may meet as needed and shall be convened by the President with a minimum notice of five working days. A quorum of a least four of the Executive Committee must be present to conduct Executive Committee

business. The agenda for any scheduled Executive Committee will be distributed to all members of the Board of Directors at least 24 hours in advance of any scheduled meeting. The Vice President-Administration shall distribute minutes of any Executive Committee meeting to the entire Board of Directors specifying any recommended actions by the Board of Directors within five working days of the meeting being held.

The Executive Committee shall be empowered to recommend action on agenda items to the entire Board of Directors. Recommended actions by the Executive Committee shall not take effect until the approved motion has been approved by a simple majority of the entire Board of Directors by ballot administered by the Vice President-Administration. Actions that do not receive a simple majority affirmative vote may be considered on at the next regularly scheduled meeting of the Board of Directors provided a motion is made and seconded by a member of the Board of Directors. Such motions may be approved providing they meet the applicable constitution, bylaws or policy voting requirements for the motion submitted for consideration.

Section 3. The Awards Committee and the Nominating Committee shall report to the President. The Constitution and Bylaws Committee shall report to the Vice President-Administration. The Ethics Committee shall report to the President. All other committees shall report to an Officer or Director as designated by the President.

Section 4. It shall be the function of the Awards Committee to select as recipient for an annual Association awards to be announced and distributed at the annual meeting.

Section 5. It shall be the function of the Constitution and Bylaws Committee to advise the Board about proposed changes either in the Constitution or the Bylaws.

Section 6. It shall be the function of the Ethics Committee to advise the Board concerning actions in response to members or certificants who are in violation of the Canons of Ethics, the Constitution and Bylaws, or the policies of the Association.

Section 7. Other committees shall be established by the Board for the purpose of effectively managing the affairs of the Association. Such committees shall report to the appropriate officer or director.

Section 8. Committee Chairs, upon recommendation of the responsible Officer, shall be appointed by the President subject to approval of the Board annually, running concurrently with the term of the President.

Section 9. Committee members;

1. Except where otherwise specified in the Bylaws, members of all committees, upon recommendation by the respective committee chair, shall be appointed by the responsible Officer with approval by the President.
2. Members of the Awards Committee, upon recommendation of the Committee Chair, shall be appointed by the President subject to the approval of the Board.

Section 10. Members of committees shall be appointed to terms of office, nominally one year, running concurrently with the term of the President of the Association. Members of committees shall be eligible

to serve any number of successive terms to which they are appointed.

Section 11. Committees of the Association shall devise their own rules of procedure and adopt the same, subject to compliance with this Constitution and Bylaws and the approval of the Board.

Section 12. The President, with the approval of the Board, may appoint Ad Hoc Committees or Task Forces for special assignments. Such committees may be discharged at the discretion of the President.

ARTICLE VI—ASSOCIATE BOARDS

Section 1. The standing Associate Boards shall be (a) Education (b) Certification, (c) Technical, (d) Membership, and (e) Marketing.

Section 2. The Education Board shall be responsible for providing educational opportunities for the advancement of cost engineering and cost management. The Education Board shall plan, facilitate the development of, promote, and monitor the Association educational programs, including the scholarship program.

Section 3. The Certification Board shall plan, direct, and administer the AACE International Certification Program.

Section 4. The Technical board shall be responsible for technical products and activities of the Association. The Technical Board shall plan, facilitate, and promote technical research, publications, standard or recommended methods, forms, procedures, terminology, and data pertaining to cost management and cost engineering.

Section 5. The Membership Board shall promote the growth of global membership in the Association and the acquisition and active participation of members in the activities of the Association as the Section, regional, and international levels. Regional Directors are members of the Membership Board.

Section 6. The Marketing Board shall steward AACE's brand and image, and assure that the Association maintains proactive and focused short-term and long-term marketing strategies and efforts for AACE's portfolio of products and services to include membership acquisition and retention, certifications, technical and educational products and programs.

Section 7. Certification, Education, Technical, Membership, and Marketing Associate Board chairs shall be appointed by the President, subject to the approval of the Board of Directors annually.

Section 8. Associate Board Members, with the exception of Regional Directors which are elected by general ballot, upon the recommendation by the respective Associate Board Chair shall be appointed by the President, and approved by the Board of Directors annually.

Section 9. Associate Boards of the Association shall devise their own rules of procedure and adopt the same, subject to compliance with this Constitution and Bylaws and the approval of the Board.

ARTICLE VII—SECTIONS

Section 1. Application for the establishment of a Section, including Student Sections, shall be made to the Association by a petition

signed by at least five (5) members residing within the boundaries of the proposed Section.

Section 2. The application for recognition shall include the proposed title of the Section, Sectional boundaries, the proposed Bylaws, together with such other information as may be directed by the Board. The Bylaws of the Section shall be in harmony with the Constitution and Bylaws of the Association.

Section 3. Such Sections as may be organized shall be identified by titles appropriately identifying the geographical areas they serve. A Section's geographical area will reside 100% within the boundaries of a single Region.

Section 4. Applications processed through the Membership Associate Board and approved by the Vice President-Administration shall be transmitted to the Board for appropriate action.

Section 5. The favorable vote by a majority of the Board Members present at a duly constituted meeting of the Board shall be required for approval to establish a Section (an Affiliated Section).

Section 6. The Board shall notify the petitioners of its action.

Section 7. At its discretion, the Board may redefine the boundaries of any Section.

Section 8. The Section is accountable to the Board for all its actions. Financial operations of a Section shall be handled entirely within the Section.

Section 9. Sections shall not commit the Association unless specifically authorized by the Board.

Section 10. Recognition of any Section may be withdrawn by the Board if, in its opinion, the Section is not serving the best interests of the Association.

Section 11. Under no circumstances will an individual be allowed to be a member of a Section without at the same time being a member of the Association.

ARTICLE VIII—MEETINGS

Section 1. Meetings of the Association shall be called by the President upon approval of the Board or may be called by a majority of the Board.

Section 2. Notices of the time and place of each meeting and general information shall be sent to all members. Such notices, except in case of urgency, shall be sent not less than sixty days before the meeting.

Section 3. At any meeting any procedural question requiring parliamentary ruling not provided for in the Constitution or Bylaws shall be decided in accordance with Roberts' Rules of Order, Revised.

Section 4. A quorum of the Board shall consist of a majority of the Board. For calculation of a quorum, and for all voting by the Board of Directors or any Committee, Task Force or Ad Hoc Committee of the Board of Directors, telephonic participation as well as physical presence shall be considered present.

ARTICLE IX—FINANCIAL

Section 1. The schedule of annual dues for members of various grades shall be fixed by a two-thirds vote of the entire Board. Changes in the annual dues schedule shall become effective at the beginning of the ensuing fiscal year.

Section 2. Section dues shall be collected by the Vice President-Finance. The Vice President-Finance shall then forward dues to the Section.

Section 3. The fiscal year of the Association shall begin on January 1 and terminate on December 31. Annual dues shall be payable in advance on the first day of the fiscal year, and it shall be the duty of the Vice President-Administration to notify each Member on or before such date of the amount due for the ensuing fiscal year.

ARTICLE X—PROCEDURE FOR AMENDING THE CONSTITUTION AND BYLAWS

Section 1. Recommendations for consideration by the Constitution and Bylaws Committee may be petitions signed by at least ten (10) Members, requests from the Board, or items generated by the Committee itself.

Section 2. The Constitution and Bylaws Committee shall consider all proposals submitted and inform the Board before its next scheduled meeting that it: (a) favors the proposal as presented; (b) favors the proposal with suggested changes, or (c) is not in favor of the proposal.

Section 3. After petitioners have been informed of the Board's opinion, they may withdraw their proposal or decide to submit it to a vote of the membership either in its original form or with the changes suggested by the Board.

Section 4. A proposal to amend the Constitution and Bylaws, having been approved by the Board or having met the requirements of this Article, shall be submitted to the Vice President-Administration who shall place the proposed amendment on official ballot.

Section 5. The Vice President-Administration shall make available an official ballot along with the Board's recommendation for approval or disapproval to all Members.

Section 6. Each voter shall properly signify on the ballot the voter's choice for approval or disapproval of the amendment and return the ballot as instructed. The Vice President-Administration receives the ballots or vote totals by the date specified, which date shall be no earlier than one and one-half months from the date the ballots are sent by the Vice President-Administration.

Section 7. The President shall appoint two or more tellers who shall count the ballots and report the results to the Board at the next Board meeting.

Section 8. The Board, through the President, shall declare adopted any proposed amendment to the Constitution and Bylaws that receives the specified affirmative vote.

Section 9. Amendments to the Constitution and Bylaws shall become effective at the close of the Board meeting following their adoption.

ARTICLE XI—AMENDMENTS

Section 1. An affirmative vote of two-thirds of the valid votes cast shall be required for adoption of an amendment to the Bylaws.

Section 2. The Board may number and renumber the various Articles and Sections of the Bylaws to facilitate ready reference.