

Bylaws
of
The Council for Learning Disabilities
(Revised 2002; 2011; 2014; 2015; 2016; 2017; 2018; 2019; 2020)

Article I
Name

The name of this organization shall be the Council for Learning Disabilities, also referred to as CLD or the Council.

Article II
Mission Statement

The Council for Learning Disabilities (CLD), an international organization composed of professionals who represent diverse disciplines, is committed to enhancing the education and quality of life for individuals with learning disabilities across the life span. CLD accomplishes this by promoting and disseminating evidence-based research and practices related to the education of individuals with learning disabilities. In addition, CLD fosters (a) collaboration among professionals; (b) development of leaders in the field; and (c) advocacy for policies that support individuals with learning disabilities at local, state, and national levels.

Vision Statement

All individuals with learning disabilities are empowered to achieve their potential.

Article III
Organization

The units of the Council shall consist of

- 1) General Membership,
- 2) Board of Trustees (BOT)
- 3) Executive Committee (EC),
- 4) Standing Committees,
- 5) Special Committees, and
- 6) Affiliated Chapters.

Article IV
Membership

Section 1.

Full Membership is open to any professional whose work is related to the education of individuals with learning disabilities or who are at-risk for having learning disabilities.

Section 2.

The privileges of Full Membership entitle the member to:

- 1) exercise voting rights,
- 2) attend annual business meetings,
- 3) hold office, chair committees, and serve on committees, and
- 4) receive all benefits provided by the Council.

Section 3.

Student Membership entitles the member to all the privileges of:

- 1) Full Membership and
- 2) is open to any individual enrolled in an accredited institution of higher education in a full-time course of study related to learning disabilities.

Section 4.

Retired Membership entitles the member to all the privileges of Full Membership, is open to individuals who:

- 1) meet the criteria of Full Membership,
- 2) have been a full member of CLD for a minimum of five years (not necessarily continuously and excluding student membership), and are 65 years of age or older

Section 5.

Retired Life Membership shall be awarded to persons who:

- 1) has served as President of CLD and
- 2) are 65 years of age or older.

Section 6.

All members shall be required to pay dues. The amount of dues shall be recommended by the BOT and subject to the approval by a majority of the membership, actively voting at that time, either electronically or at a business meeting. Dues shall be payable at an annual time set by the BOT.

Section 7.

Exemptions to the payment of dues shall be made by the BOT.

Section 8.

The privileges of Retired Life Membership entitle the member to all the privileges of Full Membership.

Section 9.

All members shall be required to pay dues. The amount of dues shall be recommended by the BOT and subject to the approval of a majority of the membership present at the annual business meeting. Dues shall be payable at an annual time set by the BOT.

Section 10.

Exemptions to the payment of dues shall be made by the BOT.

Article V
BOT

Section 1.

The BOT shall be the governing body of the Council.

Section 2.

Members of the BOT shall include the:

- 1) President,
- 2) President-Elect,
- 3) Vice President,
- 4) Immediate Past President,
- 5) Secretary,
- 6) Treasurer, and
- 7) Chairpersons of Standing Committees.

The LD Forum editor and Executive Director (ED) serve as ex-officio BOT members during his/her period of service.

Section 3.

The BOT shall meet at times designated by the President and no less than two times per year,

- 1) Once in the Spring and
- 2) Once in the Fall.

Section 4.

A quorum shall be a majority of the members of the BOT.

Section 5.

The BOT shall be polled by the President electronically or telephone when Council business necessitates such action and a physical assembly is not feasible.

Article VI
Duties of the BOT

The duties of the BOT shall be to

- 1) establish the policies and programs of the organization,
- 2) monitor the business of the organization,
- 3) approve the actions and recommendations of the EC,
- 4) make recommendations and reports to the membership,
- 5) approve the appointment of Standing Committee Chairpersons,

- 6) request the resignation of any committee Chairperson who does not perform the functions of the committee,
- 7) approve the President-Elect recommendations to fill vacancies on the EC and BOT, with the exception of vacancies in the offices of President and President-Elect, as they occur, except as provided herein, and
- 8) accept the resignation of a member of the BOT through written notification to the President of CLD. The resignation shall be effective when received.

Article VII

Executive Committee (EC)

Section 1.

The EC is a subcommittee of the BOT.

Section 2.

Members of the EC shall include the

- 1) President,
- 2) President-Elect,
- 3) Vice President,
- 4) Secretary,
- 5) Treasurer,
- 6) Immediate Past President, and
- 7) the ED as an ex-officio non-voting member

Section 3.

The meetings of the EC shall be called by the President as necessary.

Section 4.

A quorum shall be a majority of the members of the EC.

Section 5.

The EC shall be polled by the President by mail or telephone when Council business necessitates such action and a physical assembly is not feasible.

Article VIII

Duties of the EC

The duties of the EC shall be to:

- 1) conduct all business of the Council as delegated by the BOT,
- 2) recommend policies and programs for the Council to the BOT for approval,
- 3) recommend the annual program and annual budget prepared by the President-Elect to the BOT for approval, and
- 4) recommend the amount of dues to the BOT.

Article IX

Standing Committees

Section 1.

The Standing Committees performs a continuing function and remains in existence permanently or for the life of the Council.

Section 2.

The following shall be the Standing Committees of the Council with the Chairpersons serving as members of the BOT:

- 1) Bylaws and Rules Committee
- 2) Communications Committee,
- 3) Liaison Committee,
- 4) Research Committee,
- 5) Leadership Development Committee,
- 6) Membership Committee,
- 7) Conference Planning Committee,
- 8) Finance Committee,
- 9) Diversity Committee,
- 10) Nomination-Election Committee, and
- 11) Technology Committee

Section 3.

With the exception of the

- 1) Finance Committee,
- 2) Bylaws and Rules Committee, and
- 3) Nomination-Election Committee,

Chairpersons of Standing Committees will be appointed by the President-Elect with the approval of the BOT to serve three-year terms. The Conference Planning Committee Chairpersons serve a four-year term.

Section 4.

Standing Committees shall have no fewer than four members in addition to the chairperson, all of whom shall be current members of the national organization during their tenure on the committee.

Section 5.

The membership of the Finance Committee shall be composed of the Treasurer, serving as Chair, the immediate Past President, another Past President, and at least one member at large.

Article X

Duties of the Standing Committees

Section 1.

All Standing Committees shall carry out the responsibilities assigned to them by the BOT and as prescribed in these Bylaws. A report of their actions shall be made at each meeting of the BOT, the Annual Business Meeting, and when requested by the President.

Section 2.

The Standing Committees shall form and supervise the activities of specific subcommittees and special committees upon request or approval of the President and/or BOT.

Section 3.

The duties of the **Bylaws and Rules Committee** shall be to

- 1) carry out the periodic review and revision of the Bylaws, CLD Policies, Standing Rules, and Best Practices Guidelines.
- 2) review and render advice on any proposed amendments or revisions of the Bylaws and Standing Rules,
- 3) ensure that any changes made in the Bylaws, CLD Policies, Standing Rules, and Best Practices Guidelines are consistent across all documents.
- 4) provide the Communications Committee with a current copy of the Bylaws, CLD Policies, Standing Rules, and Best Practices Guidelines following any revisions or amendments,
- 5) seek any necessary parliamentary or legal advice as required for Bylaws, CLD Policies, Standing Rules, and Best Practices Guidelines,
- 6) arrange to have parliamentary counsel present at the Annual Business Meeting and at other times as requested by the President or the BOT for the upcoming year, and
- 7) be responsible for appointing a parliamentarian in the absence of professional parliamentary counsel.

Section 4.

The duties of the **Communications Committee** shall be to:

- 1) provide for the dissemination of information about the business and activities of the organization to the membership and others as directed by the BOT,
- 2) prepare guidelines and procedures for disseminating all communications as approved by the BOT,
- 3) maintain communication channels with the general membership, and
- 4) maintain working relationships with all other committees for the dissemination of committee actions and reports.

Section 5.

The duties of the **Liaison Committee** shall be to

- 1) develop and maintain working relationships with organizations and agencies outside the Council's structure,

- 2) monitor legislative information that is pertinent to the field and convey such information to the membership as necessary, and
- 3) be responsible for requests for information relevant to the development, interpretation, and/or application of pertinent public policy.

Section 6.

The duties of the **Research Committee** shall be to

- 1) develop guidelines and criteria for conducting and evaluating research in learning disabilities,
- 2) disseminate the approved guidelines in cooperation with the Communications Committee,
- 3) encourage and solicit research projects in the field, and
- 4) monitor current research and report noteworthy studies in cooperation with the Communications Committee.

Section 7.

The duties of the **Leadership Development Committee (LDC)** shall be to

- 1) encourage and monitor the development of Affiliated Chapters,
- 2) review and monitor the election of officers for the Affiliated Chapters
- 3) review, aid in, and recommend to the BOT, the development of regional activities and conferences,
- 4) establish procedures and criteria for forming and maintaining Affiliated Chapters,
- 5) engage in activities that lead to improved local special education programs, and
- 6) recruit and identify Leadership Academy (LA) members and manage the LA activities.

Section 8.

The duties of the **Membership Committee** shall be to

- 1) develop strategies for recruitment and retention of Council members,
- 2) develop and present for BOT approval an annual budget for recruitment and retention activities,
- 3) maintain recruitment and retention data, and analyze and apprise the BOT of recruitment and retention trends,
- 4) coordinate recruitment and retention activities with related activities of the Leadership Development Committee (LDC), and
- 5) coordinate recruitment and retention activities with related activities of the Communications Committee.

Section 9.

The duties of the **Conference Planning Committee** shall be to

- 1) ensure that fall and spring (if applicable) conference sites are selected at least three years in advance,
- 2) periodically review and update Conference Guidelines and Best Practices Guidelines,
- 3) serve as a resource to local arrangement committees,
- 4) review conference proposals and present proposals to the BOT for approval,
- 5) ensure that conference timelines are met,

- 6) maintain conference data that can be used for future planning, and
- 7) engage in activities that lead to improved teacher preparation.

Section 10.

The duties of the **Finance Committee** shall be to

- 1) monitor the fiscal practices of the organization develop guidelines and make recommendations for management of temporary budget shortfalls
- 2) develop guidelines for use of reserve funds that are consistent with the objectives of the Mission Statement
- 3) review the annual budget prior to being submitted for approval by the BOT, and
- 4) serve in an advisory capacity to the BOT regarding matters that would affect the revenues and expenditures of the organization.

Section 11.

The duties of the **Diversity Committee** shall be to

- 1) facilitate and promote the integration of diversity into all aspects of CLD's mission and the organization's endeavors,
- 2) develop and disseminate diversity-related research and other products related to issues of diversity for individuals with learning disabilities in cooperation with CLD's Communication Committee,
- 3) collaborate with other professional organizations regarding issues of diversity for individuals with learning disabilities,
- 4) collaborate with the Membership Committee to gather, analyze, and act upon data regarding the representation of diversity among the CLD membership,
- 5) identify and mentor leaders in CLD from diverse communities, and
- 6) engage in activities to promote the recruitment and retention of special educators from diverse backgrounds.

Section 12.

The duties of the **Technology Committee** shall be to

- 1) develop and maintain CLD's website with the input from CLD's contracted Internet Service Provider,
- 2) periodically review and update information on the website as submitted by committees, the BOT, local chapters, and the EC of CLD,
- 3) input and maintain a database of articles that may serve as a source of information for special and general educators(These articles should be linked or arranged by categories, as well as be accessible through a CLD search engine),
- 4) provide a mechanism for disseminating information to the general public regarding issues in the field of learning disabilities,
- 5) act as a resource for information for members and nonmembers of CLD,
- 6) collaborate with all CLD committees in order to facilitate the mission of the organization,
- 7) suggest ideas for improving the website, as needed, and
- 8) Technology Committee Chair shall serve as the website editor.

Section 13.

The duties of the **Nomination-Election Committee** shall be to

- 1) The Nomination-Election Committee is charged with the responsibility of trying to encourage a minimum of two and a maximum of three candidates to run for
 - a) Vice-President,
 - b) Treasurer, and
 - c) Secretary.
- 2) All individuals shall consent to stand for election before their names placed in nomination.
- 3) The names of each candidate will not be revealed until he or she has officially accepted the nomination.
- 4) Nominees for the offices of Vice-President and Treasurer must have had prior service as either a member of:
 - a) a standing committee,
 - b) the BOT at the national level; or
 - c) the EC of an affiliated chapter.
 - i) The secretary does not have to meet this requirement.
- 5) All nomination petitions shall be:
 - a) received by the Past President,
 - b) by the date and time of the start of the Annual Business Meeting and
 - c) bear the signatures and membership numbers of at least five current members of CLD.
- 6) Upon verification of petition information, nominated candidates shall be notified in person, by mail, email or phone of their status as a nominee.
- 7) All individuals who meet the qualifications shall be included on the ballot for the office for which they have been nominated.
- 8) Electronic voting will be used.
- 9) Voting shall occur no later than February 1.
- 10) Election results shall be verified by at least two members of CLD in addition to the Past President.
- 11) All candidates shall be notified by telephone by the President and emailed the results of the elections.

Article XI **Special Committees**

Section 1.

Special Committees are appointed, as the need arises, to carry out specific tasks. Upon completion of the tasks or action by the BOT, the committees cease to exist.

Section 2.

A Special Committee is directly responsible to the President or to the Standing Committee with which it is associated.

Section 3.

The Chairperson of a Special Committee is approved by the President.

Article XII

Affiliated Chapters

Section 1.

An Affiliated Chapter is defined as any group of duly constituted and elected professionals who meet the membership, program, and organization requirements of the Council.

Section 2.

To qualify as an Affiliated Chapter, organizations must meet the criteria established by the LDC and be approved by the BOT.

Section 3.

Affiliated Chapters are represented on the BOT through the LDC.

Article XIII

Officers

Section 1.

The elected officers of the Council shall be:

- 1) President,
- 2) President-Elect who shall succeed the President,
- 3) Vice President who shall succeed the President-Elect,
- 4) the Immediate Past President,
- 5) Secretary, and
- 6) Treasurer.

Section 2.

The terms of office are:

- 1) One (1) year for the:
 - i) President,
 - ii) President-Elect,
 - iii) Vice President, and
 - iv) Immediate Past President;
- 2) Three (3) consecutive years for the Secretary beginning July 1, 2015 (e.g., July 1, 2015-June 30, 2018).
- 3) Part 1 - extend current term for Treasurer by one more year beginning July 1, 2015 and ending June 30, 2016, and
- 4) Part 2 - Three (3) consecutive years for the Treasurer all subsequent years beginning July 1, 2016.

Section 3.

A vacancy in the office of President shall be filled by the automatic succession of the President-Elect to the office.

A vacancy in the office of President Elect shall be filled by automatic succession of the Vice President to the office.

In case of such vacancies each officer shall complete the unexpired term and the term to which each was duly elected.

Section 4.

A vacancy in any office except President and President-Elect shall be declared and filled by the action of the BOT upon the recommendation of the President. Persons thus appointed shall complete the remainder of the unexpired term.

Section 5.

An elected officer may not serve two terms in succession in the same office. This rule shall not apply to an officer selected to complete any portion of an unexpired term.

Section 6.

The administrative term and fiscal year shall be determined by the BOT and shall coincide. Newly elected officers and appointed Chairpersons shall assume their official responsibilities at the beginning of the fiscal year.

Article XIV
Duties of Officers

Section 1.

The duties of the officers shall be such as are implied by the respective titles and further specified in these Bylaws and Standing Rules.

Section 2.

The President shall:

- 1) be the chief executive officer of the Council and see that the duties of the EC, BOT, Standing Committees, and Special Committees are carried out,
- 2) call and preside at the Annual Business Meeting, special meetings, and meetings of the BOT and EC,
- 3) appoint Chairpersons for the Standing Committees with the approval of the BOT for any mid-term vacancies and be an ex-officio member of all committees;
- 4) inform the Past President, who serves as the Nomination-Election Officer, of vacancies to be filled by election,
- 5) carry out or cause to be carried out the policies, laws, rules, and directions of the Council,
- 6) represent the Council in coordinating efforts with other agencies either personally or through a designee or as provided in the Bylaws,

- 7) be responsible for notifying each member of the BOT of each BOT meeting no less than 35 days prior to such meetings and each member of the EC no less than 10 days prior to such meetings,
- 8) make a report to the Annual Business Meeting, and
- 9) assist the President-Elect with the preparation of the proposed plan of operation, annual budget, and charges to committees for the ensuing year.

Section 3.

The President-Elect shall:

- 1) serve in the place of the President with the President's authority in case of absence or disability of the President,
- 2) serve as chairperson of the Bylaws and Policies Committee,
- 3) with the assistance of the President and the Vice President, prepare a proposed plan of operation and charge to committees for the ensuing year and present it to the BOT for approval,
- 4) with the assistance of the President, Vice President, and Treasurer, prepare the annual budget for the ensuing year and present it to the BOT for approval, and
- 5) appoint Chairpersons for the Standing Committees for the upcoming year with the approval of the BOT.

Section 4.

The Vice President shall:

- 1) serve in the President's place and with the President's authority in case of absence or disability of the President and President-Elect,
- 2) assist the President and President-Elect in the planning and preparing of the plan of operation, charges to committees, and annual budget,
- 3) assist the President and perform such other duties as may be assigned to the office, and
- 4) serve as member of the Bylaws and Policies committee, and
- 5) serve as Program Chair for the following year's conference.

Section 5.

The Secretary shall:

- 1) keep records of the Annual Business, BOT, Special and EC meetings, including all reports filed,
- 2) send copies of all such records to BOT members no later than 15 working days after each meeting, and
- 3) maintain a permanent file of the records of all meetings to be passed onto the next person elected to the position of Secretary.

Section 6.

The Treasurer shall:

- 1) be the custodian of all funds and shall maintain detailed accounts of all receipts and expenditures for which an accounting shall be rendered to the Annual Business Meeting, the BOT, and the EC at each regular meeting, or at any time when so requested by these bodies or by the President,
- 2) assist the President-Elect in the preparation of the annual budget for recommendation by the EC and approval by the BOT, and
- 3) recommend for approval to the BOT fiscal policies for the organization to follow that shall include banking and annual fiscal review procedures.

Section 7.

The Past President, who serves as the Nomination-Election Officer, shall:

- 1) develop a Nomination-Election Committee, including a Council Past President and two other CLD members to be approved by the EC,
- 2) notify the full membership of the Council of the call for nominations, including the deadline for nominations, at least 45 days prior to the Annual Business Meeting, according to the procedures specified in the Standing Rules,
- 3) ensure that nomination petition specifications are clearly delineated,
- 4) certify that all nomination petitions meet existing requirements as specified in the Standing Rules,
- 5) ensure that Council members are nominated for each elected position,
- 6) prepare a slate of all qualified candidates for each elective position,
- 7) prepare and ensure dissemination of the ballots by the deadline specified in the Standing Rules, and
- 8) tabulate and certify the ballots and report the results of the elections to the President.

Article XV

Executive Director (ED)

Section 1.

The President may appoint a salaried Executive Director (ED) for a period of time agreed on through contractual agreement, whose appointment, tenure and compensation are subject to approval by the BOT. The administrative and conference responsibilities of the position may be served by more than one individual if approved by the BOT. The Council for Learning Disabilities Best Practices for the BOT shall reflect the specific administrative and conference roles and responsibilities to be fulfilled.

Section 2.

The Executive Director (ED) shall:

- 1) maintain a central office, including hiring additional staff as needed and approved by the BOT, for the receiving and disbursing of Council communication,

- 2) be responsible to the needs of the organization and specified needs of its officers,
- 3) serve as an ex-officio, nonvoting member of all committees, the EC, and BOT,
- 4) be responsible for monitoring membership qualifications,
- 5) compile and maintain the permanent records of the organization,
- 6) assist the Past President, who serves as the Nomination-Election Officer, in certification of petition signers, in mailing out ballots, and in certification of the tabulation of election results,
- 7) publicize annual conference and conduct conference preregistration,
- 8) assist all Committee chairpersons upon request, and
- 9) assume those other duties that may be designated by the President or the BOT and that are not assigned herein to an elected officer or a Standing Committee of the Council.

Article XVI

Nominations

Section 1.

The Immediate Past President shall serve as the Nomination-Election Officer/Chair of the Special Nomination-Election Committee, and as such be responsible for all duties relating to the nomination and election of officers.

Section 2.

Nominations for office shall be conducted according to guidelines established in the Standing Rules.

Section 3.

All individuals shall consent to stand for election before their names are placed nomination.

Section 4.

All candidates who meet the qualifications shall be included on the ballot, which shall be mailed to all voting members.

Article XVII

Elections

Section 1.

Officers shall be elected by voting membership to the term specified for the office and shall serve until each successor has been elected and assumed office. Procedures outlined in the Standing Rules will be followed.

Section 2.

Election of officers shall be conducted by ballot. A candidate must receive a majority of the votes cast to be elected.

Election of officers shall be conducted by ballot. A candidate must receive a majority of the votes cast to be elected.

Section 3.

The Hare system will be used to tabulate the votes and determine winners if no candidate receives a majority of the votes cast. Voting will be completed no later than February 1.

Section 4.

The results of the election shall be reported in the newsletter.

Article XVIII
Removal of Officers

Section 1.

A written petition for the removal of an elected officer of the Council must be signed by at least ten members in good standing of the Council and submitted to the President.

Section 2.

The President shall, within seven days, notify each member of the EC in writing that a recall petition has been received, shall request relevant evidence from all parties concerned, and shall call a special meeting of the EC to consider the petition. This meeting shall occur within 30 days following receipt of the recall petition.

Section 3.

When the EC meets, all interested parties shall have an opportunity to present relevant evidence and the EC shall vote on the removal of the officer. A two-thirds majority of the members present and voting is required for removal, provided there is a quorum. The officer who is the subject of the recall petition may not vote. Removal from office is immediate. In the event a quorum is not present, the petition is denied.

Section 4.

A written statement of the EC's action on the recall petition shall be provided to the officer who is the subject of the petition and to the first signer of the recall petition within seven days of the EC's meeting.

Section 5.

An officer who is removed or the signers of a recall petition that is denied shall have 15 days from the receipt of written notification of removal or denial to submit written notice of appeal to the President.

Section 6.

Within seven days of the receipt of a written notice of appeal, the president shall notify each member of the BOT in writing that an appeal has been received and that the BOT shall convene as an appeal board. The Appeal BOT must meet in a central location within

thirty days of receipt of the written appeal. The officer who is the subject of the recall petition may not vote. The President shall serve as chair of the Appeal Board.

Section 7.

When the Appeal BOT meets, all interested parties shall have an opportunity to present relevant evidence. A two-thirds majority of the members present and voting is required to overturn the EC's decision, provided there is a quorum. Reinstatement or removal is effective immediately. In the event a quorum is not present, the appeal is approved.

Section 8.

A written statement of the Appeal BOT's action shall be provided to the officer who is the subject of the recall petition and to the first signer of the recall petition within seven days of the Appeal BOT's meeting.

Article XIX
Meetings

Section 1.

The Annual Business Meeting shall consist of a business meeting and such other activities as required by the Articles of Incorporation, these Bylaws, and the Standing Rules.

Section 2.

The Annual Business Meeting shall include

- 1) a report of Council activities and other matters of concern to the President,
- 2) the minutes of previous meetings,
- 3) a report of the officers, including the Treasurer,
- 4) a report of the Standing Committees,
- 5) a report of the Special Committees, if any, and
- 6) such other matters as are of concern or interest to Council members.

Section 3.

Regional meetings may be conducted under the direction of the LDC with the approval of the BOT.

Section 4.

Joint meetings with other organizations may be conducted under the direction of the EC.

Section 5.

Special Meetings may be called by a petition signed by the number of members designated in the Standing Rules, submitted to the President and approved by BOT. Such petitions must state the primary business to be considered and such other business as may be permitted, and no other business shall be considered except by a motion receiving unanimous vote.

Section 6.

A quorum at a duly called Annual Business Meeting or Special Meeting shall consist of twenty-five members.

Section 7.

Time and place of BOT and EC meetings shall be designated by the President.

Article XX
Parliamentary Authority

The rules contained in Robert's Parliamentary Law and the latest edition of Robert's Rules of Order, Revised shall govern all actions of the Council subject to special rules that have been or may be adopted.

Article XXI
Amendment of Bylaws

Section 1.

The BOT shall have the power and authority to alter, amend, or repeal the Bylaws subject to the approval, by a majority of the BOT membership, actively voting at that time, either electronically or at a business meeting, at which a quorum is present.

Section 2.

An amendment may be presented in writing by any five members, by the EC, or by a committee. All proposed amendments must be submitted to the President and the Bylaws and Rules Committee for that committee to review and render advice.

Section 3.

Any amendment to these Bylaws adopted by the BOT at any duly called meeting shall be presented for review and vote by the entire CLD membership. Any such amendment adopted by the BOT may be repealed by a vote of a majority of the members voting.

Adopted at the meeting of the BOT held on the 2nd day of April 1992. Presented to the membership on the 15th day of October 1992.