



ASSOCIATION OF
SCHOOL BUSINESS OFFICIALS
INTERNATIONAL

Proposed Bylaws Amendments 2022

Contents of this Packet:

- Page 2 - **Summary of Proposed Changes** which includes the rationale for each proposed change
- Page 17 - **Final Version of the Bylaws** as they would read with the proposed edits incorporated.

PRESENTED TO

ASBO International Membership
for Approval

Article I – Organization

Current Version

Section 2. Emblem and Seal

The Board of Directors of the Association shall regulate the use of the Emblem and the Official Seal.

Section 3. Affiliations

The Board of Directors of the Association shall establish a policy setting forth the criteria to be used as a basis for other organizations to affiliate or disaffiliate with the Association.

Section 4. Fiscal Year

The fiscal year of the Association shall begin on the first day of April and end on the last day of March in each year.

Proposed Version

Section 2. Emblem and Seal

N/A

Section 3. Affiliations

The Board of Directors of the Association shall establish a policy setting forth the criteria to be used as a basis for other organizations to affiliate or for the Board of Directors to revoke the affiliation of an organization. (New section proposed as Section 2.)

Section 4. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Rationale

Section 2. Emblem and Seal

Attorney recommends deletion of this section since the Association does not have an official seal/emblem.

Section 3. Affiliations

Updated language recommended by attorney.

Section 4. Fiscal Year

Board and staff discussion around association best practice.

Article II – Purpose

Current Version

The purpose or purposes for which the Association is organized are:

- a. The Association of School Business Officials International is an association engaged exclusively to advance educational, scientific, and charitable endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code by providing programs and services that promote the highest standards of school business management practices, continuing professional education and effective use of educational resources.
- b. This Association is not organized for the pecuniary profit of its directors, officers or members, nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any directors, officers or members.

Proposed Version

The purpose of the Association is stated in the Association's Articles of Incorporation.

Rationale

Per the attorney, the bylaws should not restate the purpose of the organization since it is stated in the articles of incorporation.

Article III – Powers**Current Version**

The Association has such power as may be needed to carry out the foregoing purposes as set forth in Article II hereof and such power shall not be limited except as provided herein.

Proposed Version

N/A

Rationale

Attorney recommends deletion as this is set forth in the articles of incorporation.

Article IV – Classes, Qualifications, and Rights of Members (New heading proposed as Article III)**Current Version*****Section 1. Types***

The rules and regulations for membership categories shall be set forth in the Membership Policy adopted by the Board of Directors.

All members are required to adhere to the Association's Code of Ethics.

Section 2. Dues

The dues for each membership category shall be set by the Board of Directors.

Section 3. Expulsion

The Board of Directors may revoke the membership of an individual member for cause after providing the member with due process. No member shall be expelled except by a two-thirds vote of the Board of Directors after a hearing at which the member whose expulsion is being considered was given an opportunity to be heard in his/her own defense.

Proposed Version***Section 1. Voting Members*****1. School Business Professional Member**

Individuals meeting the following criteria are eligible for School Business Professional membership:

- An individual employed or independently/third-party contracted by a public school district, private school, parochial school, college, or university, etc., to perform school business functions in an administrative or supervisory capacity.
- An individual serving as a college or university faculty member of school business or educational administration.
- An individual employed by a state or provincial department of education or research laboratory.

2. Affiliate Executive Director

An individual who is employed as the Executive Director, or in a senior leadership role as approved by the Executive Director, of an association affiliated with ASBO International.

3. Emeritus Member

Individuals meeting the following criteria are eligible for Emeritus membership:

- An individual who holds an Active membership in ASBO International at the time of their retirement from the field of school business administration.
- An individual who opts not to continue membership as an Emeritus member at the time of their retirement will be eligible for Emeritus membership at any future date.
- An individual who becomes re-employed in any area of school management or related endeavors cannot hold an Emeritus membership. If they are eligible for any other category of membership, they must select that category, i.e., School Business Professional, Corporate, Affiliate Executive Director.

4. **Life Member**

Life members receive the same benefits as School Business Professional members. Past Presidents of ASBO International receive a Life membership. If a Life member becomes eligible for the Corporate Membership category, all voting rights are suspended during that eligibility period.

Section 2. Non-Voting Members

1. **District-Level Membership**

An individual in a non-curriculum role who is currently employed by a school district that has joined at a district-level.

2. **Publications Member**

An individual or institution that wants to receive Association publications but not participate in any other Association activity.

3. **Corporate Member**

Corporate Members are the companies, nonprofit organizations, and consultants who provide tools, resources, and services that promote best practices in school business management.

4. **Affiliate Member**

A school business professional/practitioner in good standing of an ASBO International Affiliate or affiliated organization is an Affiliate member when that Affiliate has entered into an agreement with ASBO International to be part of the ASBO International online network.

5. **Affiliate Staff**

An individual who is employed by an Affiliate of ASBO International and is not eligible for another membership category.

6. **Complimentary Member**

Employees of related education associations and national government agencies.

Section 3. Dues

The dues for each membership category shall be set by the Board of Directors.

Section 4. Suspension and Termination

The Board of Directors may revoke or suspend the membership of a member for cause after providing the member with due process. No member shall be expelled except by a two-thirds vote of the Board of Directors after a hearing at which the member was given an opportunity to be heard in his/her own defense.

Rationale

Section 1. Types

Per IL law, the designation of the class(es) of membership and qualifications and rights of members of each class shall be set forth in bylaws.

Section 1. Voting Members (New Section 1)

Membership info pulled from policy and added to Bylaws.

Section 2. Non-Voting Members (New Section 2)

Membership pulled from policy and added to Bylaws.

Section 3. Suspension and Termination

Updated language recommended by attorney.

Article V – Board of Directors (new heading proposed as Article IV)**Current Version****Section 2. Directors**

Two directors shall be elected annually by the voting members. The term of office shall be three years commencing January 1 following the election. An eligible candidate is one who:

- a. Has complied with the election rules as prescribed by the Board of Directors.
- b. In the event that only one qualified member has announced their director candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, then any qualified member may declare their candidacy in accordance with the Election Manual.

Section 3. Officers

The officers of the Association shall be President, Vice President, Immediate Past President, and Executive Director.

- a. **President.** The President shall serve as Chair of the Board of Directors and the Executive Committee, represent ASBO at special meetings, and perform other duties as assigned by the Board of Directors. The President shall automatically succeed to the office of Immediate Past President after having served one-year term as President and shall serve a one-year term.
- b. **Vice President.** The Vice President shall be elected annually by voting members. The term of office shall be one year commencing January 1 following the election. An eligible candidate is one who:
 - i. Has been duly elected as Director (defined as a duly elected incumbent Director or past Director, including those who might have been elected to a one- or two-year seat on the Board as a result of the appointment process). In the event that only one qualified member has announced their candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, any duly elected incumbent Director or past Director is eligible to become a candidate for Vice President and must declare their candidacy as referenced in the Election Manual.
 - ii. Has complied with the election rules as prescribed by the Board of Directors.
 - iii. The Vice President shall assume the duties and responsibilities of the President in the absence of the President, and perform other duties assigned by the President and the Board of Directors.
 - iv. The Vice President shall automatically succeed to the office of the President after having served a one-year term as Vice President and shall serve a one-year term.
- c. **Immediate Past President.** The Immediate Past President shall act as a Parliamentarian and perform other duties as assigned by the President and Board of Directors. The Immediate Past President shall preside over the election process.

- d. **Executive Director.** The Executive Director shall serve as the administrative and chief executive officer of the Association. The Executive Director shall prepare the annual budget and submit it to the Board of Directors for its approval.
 - i. The Executive Director, or his/her designee, shall keep a complete and accurate record of all meetings of the Board and of the Executive Committee and shall conduct the business of the Association pursuant to these Bylaws and Board Policy.
 - ii. The Executive Director shall perform any other duties not herein specified which may be outlined by the President.
 - iii. The Executive Director shall be responsible for the day-to-day business activities of the Association. The Executive Director receives all monies due the Association and deposits or invests such monies. The Executive Director shall implement Association policies, make such business arrangements and other transactions as are feasible, practical, and in the best interest of the Association.
 - iv. The Executive Director shall attend each and every session of the Association's annual meeting unless otherwise excused by the President. Upon leaving office, the Executive Director shall leave to the Association all of its money, books, and property.

Section 4. Duty of Care

- b. **Consideration of Factors.** In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Organization, consider the effects of any action upon communities in which offices or other establishments of the Organization are located or in which it conducts charitable work or other work, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b) hereof.

Section 6. Vacancies

- a. **President Vacancy.** If a President vacancy occurs on or before April 30, the Immediate Past President shall serve as Acting President until a special election can be held to elect a President. The special election should be scheduled as soon as practical and completed within 60 days. A candidate for President shall have been duly elected to serve as Director and shall have complied with the election rules as prescribed by the Board of Directors.
 - i. If a President vacancy occurs on or after May 1, the Immediate Past President shall serve President for the balance of the President term.
- b. **Vice President Vacancy.** If a Vice President vacancy occurs on before October 15, the Immediate Past President shall serve as Acting Vice President until a special election can be held to elect a Vice President.
 - i. If a Vice President vacancy occurs after October 16, the Immediate Past President shall serve as Acting Vice President until a special election can be held to elect a President. The newly elected President shall take office on January 1 or as soon as possible thereafter.
- c. The special election should be scheduled as soon as practical and completed within 60 days. A candidate for Vice President or President shall have been duly elected to

serve as Director and shall have complied with the election rules as prescribed by the Board of Directors.

- d. **Director Vacancy.** In the event of a vacancy on the Board of Directors, the Board may appoint a member who meets all eligibility requirements to be a Director to fill such a vacancy until the next election.

Section 7. Resignation and Removal

A member of the Board of Directors may be removed with or without cause by a three-quarters vote of all Board members then in office (other than the Director proposed to be removed of the Board who shall not be allowed to vote) provided, however, that the Director to be removed is provided with advance notice of the meeting at which removal is to be considered an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision.

Proposed Version

Section 2. Directors

Two Directors shall be elected annually by the voting members. The term of office shall be three years commencing January 1 following the election. An eligible candidate is one who:

- a. Has complied with the election rules as prescribed by the Board of Directors.
- b. In the event only one qualified member has announced their director candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, then additional candidates may declare their candidacy in accordance with the Election Manual.

Section 3. Officers

The officers of the Association shall be the President, Vice President, Immediate Past President, and the Executive Director. The term of office for each officer is one year.

- a. **President.** The President shall serve as Chair of the Board of Directors and the Executive Committee, represent ASBO at special meetings, and perform other duties assigned by the Board of Directors. The President shall automatically succeed to the office of Immediate Past President on January 1 for a one-year term after having served as President.
- b. **Vice President.** The Vice President shall be elected annually by voting members. The term of office shall be one year commencing January 1 following the election. An eligible candidate is one who:
 - i. Has been duly elected as Director (defined as a duly elected incumbent Director or past Director, including those who might have been elected to a one or two-year seat on the Board as a result of the appointment process). In the event that only one qualified member has announced their candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, any duly elected incumbent Director or past Director is eligible to become a candidate for Vice President and must declare their candidacy as referenced in the Election Manual.
 - ii. Has complied with the election rules as prescribed by the Board of Directors.
 - iii. The Vice President shall assume the duties and responsibilities of the President in the absence of the President, and perform other duties assigned by the President and the Board of Directors.
 - iv. The Vice President shall automatically succeed to the office of the President for a one-year term after having served as Vice President.

- c. **Immediate Past President.** The Immediate Past President shall preside over the election process and perform other duties as assigned by the President and Board of Directors.
- d. **Executive Director.** The Executive Director shall serve as the administrative and chief executive officer of the Association. The Executive Director shall prepare the annual budget and submit it to the Board of Directors for approval.
 - i. The Executive Director, or his/her designee, shall keep a complete and accurate record of all meetings of the Board and of the Executive Committee and shall conduct the business of the Association pursuant to these Bylaws and Board Policy.
 - ii. The Executive Director shall perform any other duties not herein specified which may be outlined by the President.
 - iii. The Executive Director shall be responsible for the day-to-day business activities of the Association. The Executive Director receives all monies due the Association and deposits or invests such monies. The Executive Director shall implement Association policies, make such business arrangements and other transactions as are feasible, practical, and in the best interest of the Association.
 - iv. The Executive Director shall attend each and every session of the Association's annual meeting unless otherwise excused by the President.

Section 5. Vacancies

- a. **President Vacancy.** In case of vacancy in the office of President, Vice President shall immediately succeed to the office of President and serve for the remainder of the term and then serve their own term as President.
- b. **Vice President Vacancy.** If a vacancy in the office of Vice President occurs, the Immediate Past President shall serve as Acting Vice President for the remainder of the vacant term of office.
- c. **Director Vacancy.** In the event of a vacancy on the Board of Directors, the Board may appoint a member who meets all eligibility requirements to be a Director to fill such vacancy until the next election.

Section 6. Resignation and Removal

A member of the Board of Directors may be removed with or without cause by the affirmative vote of two-thirds of the votes present and voted by the members; provided, however, that the Director to be removed is provided with advance notice of the meeting at which the removal is to be considered, an opportunity to contest the proposed removal in writing or in person at a meeting of the members, and final written notice of the member vote on the question. Notice of the proposed removal must be given to all members entitled to vote.

Rationale

Section 2. Directors

Updated language recommended by attorney.

Section 3. Officers

Updated language recommended by attorney (President, Vice President, and Past President).
Removal of language that should be in Employee Manual per attorney (Executive Director).

Section 4. Duty of Care (New Title-Standard of Care)

Removal of "Consideration of Factors" per attorney recommendation. Not aligned with 501c3 or IL Nonprofit Corporation Act.

Section 5 Quorum and Action by Directors (New Title-Vacancies)

Moved to new section Article V, Section 2 (no change to text).

Section 6. Vacancies (now section 5)

Attorney recommends deleting dates aligned with vacancy.

Section 8. Resignation and Removal (now section 6)

Language updated per attorney and IL law.

Article V – Board Meetings (new heading proposed as Article V)

Current Version

N/A

Proposed Version

Section 1. Notice of Meetings

- a. Notice of Meetings. Notice of meetings of the Board of Directors shall be given not less than thirty (30) days before the date of the meeting to each Director entitled to vote.
- b. Notice of Special Meetings. Except as otherwise required herein, notice of a special meeting of the Board of Directors shall be given not less than 24 hours before the date of the meeting to each Director entitled to vote.

Section 2. Quorum

A majority of the Directors in office must be present (in person, by telephone, by video or by other similar means) at a duly called meeting of the Board of Directors in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of the majority of the Directors eligible to vote and present at a duly called meeting of the Board of Directors where a quorum is present shall be the acts of the Board of Directors.

Section 3. Content

Notice of a meeting of the Board of Directors shall specify the place, date, and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of Illinois law, the Articles or these Bylaws.

Section 4. Action Without Meeting

Any action that could be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved in writing by all of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Any such consent approved in writing by all the Directors shall have the same effect as a unanimous vote of the Board of Directors.

Section 5. Remote Participation

Directors or nondirector committee members may participate in and act at any meeting of the Board of Directors or the Executive Committee through the use of a conference telephone or other communications equipment by means of which all person participating in

the meeting can communicate with each other. Participating in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Rationale

Section 5a and b. Notice of Meetings (now Section 1)

This section is now specifically for meetings of the Board. Meetings for the members are in Article VII as they require different notice.

Updated language recommended by attorney for meetings of the Board.

Updated language recommended by attorney for special meetings, including that notice shall be given not less than 24 hours (vs. 5 days) (allows for pressing matters to be discussed).

Quorum

No change in text; moved from Article V, Section 5, now in new Article V, Section 2.

Section 5c. Content (now Section 3)

This section is now specifically for meetings for meetings of the Board.

Action Without Meeting (now Section 4)

Moved to new section (Action without Meeting) and updated language recommended by attorney.

Remote Participation (now Section 5)

Updated language from Article VII Section 4 (meetings by conference call).

Article VI – Committees

Current Version

Section 1. Executive Committees

The Executive Committee shall consist of the three voting officers: President, Vice President, and Immediate Past President. The Executive Director is an ex-officio nonvoting member and shall attend Executive Committee meetings as an invited guest. The Executive Committee shall exercise powers of the Board of Directors in the management and direction of the business and conduct of the affairs of the Association during the intervals between meetings of the Board of Directors. The Executive Committee shall serve as the Finance Committee. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Board of Directors for its ratification at the next succeeding meeting of the Board.

Meetings of the Executive Committee in person, by phone, or other electronic means may be called by the President and one other officer of the Association on written, oral, or electronic notice to each member of the Executive Committee not less than 24 hours prior to the meeting, or whenever practical. A majority of the members of the Executive Committee shall constitute a quorum. There shall be no vote by proxy at the meetings of the Executive Committee.

Section 2. Committees

Members of these committees shall be appointed in accordance with policies established by the Board of Directors. The basic functions of the committees shall be to provide professional development programs and to conduct research in the field of school business administration.

Section 3. Other Association Committees

The Board of Directors may establish such other committees as are necessary and appropriate.

Proposed Version

Section 1. Executive Committees

The Executive Committee shall consist of the three voting officers: President, Vice President, and Immediate Past President. The Executive Director is an ex-officio nonvoting member and shall attend Executive Committee meetings as an invited guest. The Executive Committee shall exercise powers of the Board of Directors in the management and direction of the business and conduct of the affairs of the Association during the intervals between meetings of the Board of Directors. The Executive Committee shall serve on the Audit and Finance Committee. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Board of Directors for its ratification at the next succeeding meeting of the Board.

Meetings of the Executive Committee in person, by phone, or other electronic means may be called by the President and one other of the Association on written, oral, or electronic notice to each member of the Executive Committee not less than 24 hours prior to the meeting. A majority of the members of the Executive Committee shall constitute a quorum. There shall be no voting by proxy at the meetings of the Executive Committee.

Section 2. Other Committees

The Board of Directors may establish other committees as are necessary and appropriate. Members of these committees shall be appointed in accordance with policies established by the Board of Directors. Only committees comprised solely of members of the Board of Directors may be delegated powers of the Board.

Rationale

Section 1. Executive Committees

Updated language recommended by attorney and updated committee name.

Section 2. Other Committees

Updated language recommended by the attorney.

Section 3. Other Association Committees

Attorney recommended deletion. Language covered in Section 2.

Article VII – Membership Meetings

Current Version

Section 1. Annual Meeting

The annual meeting of the Members shall be held on or before December 31 of each year on such day at such time and place as the Board of Directors shall designate.

Section 2. Special Meetings

Unless otherwise prescribed by state law or by the Articles, special meetings of the Members may be held for any purpose or purposes and at any time on the call of the Chair of the Board of Directors (the “Chair”) or the President of the Corporation (the “President”), at the request in writing of a majority of the Board of Directors, or at the request in writing of at least thirty percent (30%) of the Members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or Members making the request.

Proposed Version

Section 1. Annual Meeting

The Annual Conference shall serve as the Annual Meeting of the Members and shall be held on or before December 31 of each year on such day and at such time and place as the Board of Directors shall designate. All meetings of the Members may be held either within or without the State of Illinois.

Section 2. Special Meetings

Unless otherwise prescribed by state law or by the Articles, special meetings of the Members may be held for any purpose or purposes and at any time on the call of the President of the Board of Directors, at the request in writing of a majority of the Board of Directors, or at the request in writing of at least five percent (5%) of the Members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or Members making the request.

Section 4. Notice

- a. **Notice of Annual Meeting.** Notice of the annual meeting of the Members shall be given not less than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting.
- b. **Notice of Special Meetings.**
 - i. Except as otherwise required herein, notice of special meetings of the Members shall be given not less than five (5) days nor more than sixty (60) days before the date of the meeting to each Member entitled to vote.
 - ii. Pursuant to Illinois state law, notice of a special meeting of the Members shall be given not less than twenty (20) days nor more than sixty (60) days before the date of the meeting to each Member if the Members are to discuss and/or approve at such meeting any of the following:
 - a) The removal of one or more Directors;
 - b) The adoption of any plan for the merger or consolidation of the Association;
 - c) The adoption of any plan for the division or conversion of the Association;
 - d) The sale of all or substantially all of the assets of the Association; or
 - e) The adoption of any plan for the dissolution or liquidation of the Association.
- c. **Content.** Notice of a meeting of the Members shall specify the place, date, and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of Illinois law, the Articles, or these Bylaws.

Rationale

Section 1. Annual Meeting

Updated language recommended by attorney. Identifying the Annual Conference as the Annual Meeting of Members. Also, specifying that the meeting may be held outside the state of IL – if this is not included, the Board would need to adopt a resolution for every member meeting saying it can be held outside of IL.

Section 2. Special Meetings

Updated language recommended by attorney. Per IL state law, at least 5% of members need to request special meeting.

Section 4. Meetings by Conference Call

This section refers to Board or Executive Committee calls and has been moved to new Article V, Section 5.

Section 5. Action Taken Electronically

This section refers to the Board of Directors and has been updated and is now in new Article V, Section 4.

Notice (new Section 4)

New section added by attorneys per IL state law.

Article VIII – Voting**Current Version**

The Annual Election shall be conducted according to the election rules as prescribed by the Board of Directors. All voting members, as defined in Board Policy, shall be eligible to receive one vote. The votes shall be tabulated and verified by the Election Committee Chair and the results shall be announced in accordance with the election rules prescribed by the Board of Directors.

Proposed Version**Section 1. Annual Election**

The Annual Election shall be conducted according to the election rules as prescribed by the Board of Directors. All voting members, as defined in Board Policy, shall be eligible to receive one vote. The votes shall be tabulated and verified by the Election Committee Chair and the results shall be announced in accordance with the election rules prescribed by the Board of Directors.

Section 2. Remote Participation

Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3. Action by Ballot

Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the articles of incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least 5 days prior to the effective date of such informal action, a notice in writing of the proposed

action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

Rationale

Section 1. Voting

Updated language recommended by the attorney per IL law.

Section 2. Remote Participation

Updated language per attorney and IL law – Members may vote electronically.

Article IX – Indemnification

Current Version

Section 1. Limitation of Liability

To the fullest extent permitted by Illinois law, a Director or Officer shall not be personally liable to the Association or others for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Section 1.01 hereof shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state, or federal law.

Proposed Version

Section 1. Limitation of Liability

To the fullest extent permitted by Illinois law, a Director or Officer shall not be personally liable to the Association or others for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Article IX shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state, or federal law.

Rationale

Section 1. Limitation of Liability

Updating text based on changes to Bylaws.

Updated text to reflect gender neutral language.

Article X – Policy Manual and Bylaw Amendments (new heading of Parliamentary Authority)

Current Version

Section 1. Policy Manual

To supplement the Official Bylaws of the Association, there shall be constituted and maintained a Policy Manual containing additional rules, regulations, and procedures approved by the Board, to be used in managing the affairs of the Organization.

Section 2. Bylaw Amendments

Amendments to the Bylaws are submitted to the Bylaws Committee and made by the Board of Directors. If a majority of the Board approves the proposed amendments, they shall then be voted upon the eligible membership as part of the Annual Election, provided advance

notice is given to the membership in an ASBO International publications. If a majority of the Board does not approve a proposed amendment, it will be tabled and reconsidered the succeeding year by the Bylaws Committee. If a majority of the Board does not approve a resubmitted proposed amendment, it will be presented to its members for voting. Bylaw amendments require a two-thirds majority of the votes cast for passage. All amendments shall become effective upon approval by the membership.

Proposed Version

Article X – Parliamentary Authority

The most recently published edition of *Robert's Rules of Order, Newly Revised*, shall govern in all official meetings of the Association.

Rationale

Updated language recommended by attorney.

Article XI – Dissolution and Liquidation (new heading of Policy Manual)

Current Version

Section 1. Dissolution and Liquidation

No Member, Officer, or any private individual shall be entitled to share in the distribution of any of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payments of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of this Association, which is not a private foundation within the meaning of the federal tax laws. The exempt organization shall be designated by the final Executive Committee of the Association.

Proposed Version

None.

Rationale

Attorney recommends deletion since language is stated in Articles, which take precedence over Bylaws.

Article XI – Policy Manual (new heading as Article XI)

Current Version

Article X

Section 1. Policy Manual

To supplement the Official Bylaws of the Association, there shall be constituted and maintained a Policy Manual containing additional rules, regulations, and procedures approved by the Board, to be used in managing the affairs of the Organization.

Proposed Version

To supplement these Bylaws, there shall be constituted and maintained a Policy Manual containing additional rules, regulations, and procedures approved by the Board, as amended from time to time, to be used managing affairs of the Organization.

Rationale

Updated language recommended by attorney.

Article XII – Amendment of the Bylaws (new Article)

Current Version

Article X

Section 2. Bylaw Amendments

Amendments to the Bylaws are submitted to the Bylaws Committee and made by the Board of Directors. If a majority of the Board approves the proposed amendments, they shall then be voted upon the eligible membership as part of the Annual Election, provided advance notice is given to the membership in an ASBO International publications. If a majority of the Board does not approve a proposed amendment, it will be tabled and reconsidered the succeeding year by the Bylaws Committee. If a majority of the Board does not approve a resubmitted proposed amendment, it will be presented to its members for voting. Bylaw amendments require a two-thirds majority of the votes cast for passage. All amendments shall become effective upon approval by the membership.

Proposed Version

Amendments to the Bylaws are submitted to the Bylaws Committee and approved by the Board of Directors. If a majority of the Board approves the proposed amendments, they shall then be voted upon by the eligible membership as part of the Annual Election, provided advance notice pursuant to the notice requirement in Article VII, Section 4 of these Bylaws. If a majority of the Board does not approve a proposed amendment, it will be tabled and reconsidered the succeeding year by the Bylaws Committee. Bylaw amendments require a two-thirds majority of the votes cast for passage. All amendments shall become effective upon approval by the membership unless a later date is stated in the amendment.

Rationale

Specifying notice required (time).

Attorney recommends deletion of where amendment(s) are shared. The method is not specified by law and via email is more effective option.

Recommended deletion of unnecessary procedure (unlikely scenario and extensive process to spell out in Bylaws).

Adding for flexibility for implementation of amendments.

BYLAWS



ASSOCIATION OF
SCHOOL BUSINESS OFFICIALS
INTERNATIONAL

ARTICLE I — ORGANIZATION

Section 1. Name

The name of this organization is the Association of School Business Officials International.

Section 2. Affiliations

The Board of Directors of the Association shall establish a policy setting forth the criteria to be used as a basis for other organizations to affiliate or for the Board of Directors to revoke the affiliation of an organization.

Section 3. Fiscal Year

The fiscal year of the Association shall begin on the first day of April and end on the last day of March in each year.

Section 4. Audits and Financial Reports

- a. The Board shall appoint a CPA firm to audit the financial records of the Association.
- b. The Board shall publish the auditor's annual financial statement summary for the membership.

ARTICLE II — PURPOSE

The purpose of the Association is stated in the Association's Articles of Incorporation.

ARTICLE III — CLASSES, QUALIFICATIONS, AND RIGHTS OF MEMBERS

Section 1. Voting Members

- a. **School Business Professional Member.** Individuals meeting the following criteria are eligible for School Business Professional membership:
 - i. An individual employed or independently/third-party contracted by a public school district, private school, parochial school, college, university, etc. to perform school business functions in an administrative or supervisory capacity.
 - ii. An individual serving as a college or university faculty member of school business or educational administration.

- iii. An individual employed by a state or provincial department of education or research laboratory.
- b. **Affiliate Executive Director.** An individual who is employed as the Executive Director, or in a senior leadership role as approved by the Executive Director, of an association affiliated with ASBO International.
- c. **Emeritus Member.** Individuals meeting the following criteria are eligible for Emeritus membership:
 - i. An individual who holds an Active membership in ASBO International at the time of their retirement from the field of school business administration.
 - ii. An individual who opts not to continue membership as an Emeritus member at the time of their retirement but desires Emeritus membership at a future date.

An individual who becomes re-employed in any area of school management or related endeavors cannot hold an Emeritus membership. If they are eligible for any other category of membership, they must select that category, i.e., School Business Professional, Corporate, Affiliate Executive Director.

- d. **Life Member.** Life members receive the same benefits as School Business Professional members. Past Presidents of ASBO International receive a Life membership. If a Life member becomes eligible for the Corporate Membership category, all voting rights are suspended during that eligibility period.

Section 2. Non-Voting Members

- a. **District-Level Member.** An individual in a non-curriculum role who is currently employed by a school district that has joined at a district-level.
- b. **Publications Member.** An individual or institution that wants to receive Association publications but not participate in any other Association activity.
- c. **Corporate Member.** Companies, nonprofit organizations, and consultants who provide tools, resources, and services that promote best practices in school business management.
- d. **Affiliate Member.** A school business professional/practitioner in good standing of an ASBO International Affiliate or affiliated organization if that Affiliate or affiliated organization has entered into an agreement with ASBO International to be part of the ASBO International online network.
- e. **Affiliate Staff.** An individual who is employed by an Affiliate of ASBO International and is not eligible for another membership category.

- f. **Complimentary Member.** Employees of related education associations and national governmental agencies.

Section 3. Dues

The dues for each membership category shall be set by the Board of Directors.

Section 4. Suspension and Termination

The Board of Directors may revoke or suspend the membership of a member for cause after providing the member with due process. No member shall be expelled except by a two-thirds vote of the Board of Directors after a hearing at which the member was given an opportunity to be heard in their own defense.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the three elected officers (President, Vice President, and Immediate Past President), and six Directors duly elected by the voting members of the Association. The Executive Director, who also serves as the Secretary-Treasurer, is a nonvoting ex-officio member of the Board.

Section 2. Directors

Two Directors shall be elected annually by the voting members. The term of office shall be three years, commencing January 1 following the election.

An eligible candidate is one who has complied with the election rules as prescribed by the Board of Directors.

In the event that only one qualified member has announced their Director candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, then additional candidates may declare their candidacy in accordance with the Election Manual.

Section 3. Officers

The officers of the Association shall be the President, Vice President, Immediate Past President, and Executive Director. The term of office for each officer is one year.

- a. **President.** The President shall serve as Chair of the Board of Directors and the Executive Committee, represent ASBO at special meetings, and perform other duties assigned by the Board of Directors. The President shall automatically succeed to the office of Immediate Past President on January 1 for a one-year term after having served as President.

- b. **Vice President.** The Vice President shall be elected annually by voting members. The term of office shall be one year commencing January 1 following the election. An eligible candidate is one who:
- i. Has been duly elected as Director (defined as a duly elected incumbent Director or past Director, including those who might have been elected to a one- or two-year seat on the Board as a result of the appointment process). In the event that only one qualified member has announced their candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, any duly elected incumbent Director or past Director is eligible to become a candidate for Vice President and must declare their candidacy as referenced in the Election Manual.
 - ii. Has complied with the election rules as prescribed by the Board of Directors.

The Vice President shall assume the duties and responsibilities of the President in the absence of the President and perform other duties assigned by the President and the Board of Directors.

The Vice President shall automatically succeed to the office of President for a one-year term after having served as Vice President.

- c. **Immediate Past President.** The Immediate Past President shall preside over the election process and perform other duties as assigned by the President and Board of Directors.
- d. **Executive Director.** The Executive Director shall serve as the administrative and chief executive officer of the Association. The Executive Director shall prepare the annual budget and submit it to the Board of Directors for approval.
- i. The Executive Director, or their designee, shall keep a complete and accurate record of all meetings of the Board and of the Executive Committee and shall conduct the business of the Association pursuant to these Bylaws and Board Policy.
 - ii. The Executive Director shall perform any other duties not herein specified which may be outlined by the President.
 - iii. The Executive Director shall be responsible for the day-to-day business activities of the Association. The Executive Director receives all monies due the Association and deposits or invests such monies. The Executive Director shall implement Association policies, make such business arrangements and other transactions as are feasible, practical, and in the best interest of the Association.
 - iv. The Executive Director shall attend annual meeting of the Association unless otherwise excused by the President.

Section 4. Standard of Care

Unless otherwise provided by applicable law or these Bylaws, all powers vested by law in the Association shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of, the Board of Directors.

- a. **Standard of Care; Justifiable Reliance.** A Director shall stand in a fiduciary relation to the Organization and shall perform his or her duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Organization and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- i. One or more officers (as such term is defined herein) or employees of the Organization whom the Director reasonably believes to be reliable and competent in the matters presented;
 - ii. Counsel, public accountants, or other persons or entities as to matters which the Director reasonably believes to be within the professional or expert competence of such person or entity; and
 - iii. A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- b. **Presumption.** Absent breach of fiduciary duty, lack of good faith, or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Organization.
- c. **Notation of Dissent.** A Director who is present (in person, by telephone, by video, or by other similar means) at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

Section 5. Vacancies

- a. **President Vacancy.** In case of vacancy in the office of President, the Vice President shall immediately succeed to the office of President and serve for the remainder of the term and then serve their own term as President.
- b. **Vice President Vacancy.** If a vacancy in the office of Vice President occurs, the Immediate Past President shall serve as Acting Vice President for the remainder of the vacant term of office.
- c. **Director Vacancy.** In the event of a vacancy on the Board of Directors, the Board may appoint a member who meets all eligibility requirements to be a Director to fill such vacancy until the next election.

Section 6. Resignation and Removal

A member of the Board of Directors may be removed with or without cause by the affirmative vote of two-thirds of the votes present and voted by the members provided that the Director to be removed is provided with advance notice of the meeting at which the removal is to be considered, an opportunity to contest the proposed removal in writing or in person at a meeting of the members, and final written notice of the member vote on the question. Notice of the proposed removal must be given to all members entitled to vote.

ARTICLE V — BOARD MEETINGS

Section 1. Notice of Meetings

- a. **Notice of Meetings.** Notice of meetings of the Board of Directors shall be given not less than thirty (30) days before the date of the meeting to each Director entitled to vote.
- b. **Notice of Special Meetings.** Except as otherwise required herein, notice of a special meeting of the Board of Directors shall be given not less than 24 hours before the date of the meeting to each Director entitled to vote.

Section 2. Quorum

A majority of the Directors in office must be present (in person, by telephone, by video or by other similar means) at a duly called meeting of the Board of Directors in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Directors eligible to vote and present at a duly called meeting of the Board of Directors where a quorum is present shall be the acts of the Board of Directors.

Section 3. Content

Notice of a meeting of the Board of Directors shall specify the place, date, and time of the meeting; the general nature of the business to be transacted at such meeting; and any other information required by any other provision of Illinois law, the Articles, or these Bylaws.

Section 4. Action Without Meeting

Any action that could be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved in writing by all Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Any such consent approved in writing by all the Directors shall have the same effect as a unanimous vote of the Board of Directors.

Section 5. Remote Participation

Directors or nondirector committee members may participate in and act at any meeting of the Board of Directors or the Executive Committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VI — COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of the three voting officers: President, Vice President, and Immediate Past President. The Executive Director is an ex-officio nonvoting member and shall attend Executive Committee meetings as an invited guest. The Executive Committee shall exercise powers of the Board of Directors in the management and direction of the business and conduct of the affairs of the Association during the intervals between meetings of the Board of Directors. The Executive Committee shall serve on the Audit and Finance Committee. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Board of Directors for its ratification at the next meeting of the Board.

Meetings of the Executive Committee in person, by phone, or other electronic means may be called by the President and one other officer of the Association on written, oral, or electronic notice to each member of the Executive Committee not less than 24 hours prior to the meeting. A majority of the members of the Executive Committee shall constitute a quorum. There shall be no voting by proxy at the meetings of the Executive Committee.

Section 2. Other Committees

The Board of Directors may establish other committees as are necessary and appropriate.

Members of these committees shall be appointed in accordance with policies established by the Board of Directors. Only committees comprised solely of members of the Board of Directors may be delegated powers of the Board.

ARTICLE VII — MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual Conference shall serve as the Annual Meeting of the Members and shall be held on or before December 31 of each year on such day and at such time and place as the Board of Directors shall designate. All meetings of the members may be held either within or without the State of Illinois.

Section 2. Special Meetings

Unless otherwise prescribed by state law or by the Articles, special meetings of the members may be held for any purpose or purposes and at any time on the call of the President of the Board of Directors, at the request in writing of a majority of the Board of Directors, or at the request in writing of at least five percent (5%) of the members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or members making the request.

Section 3. Quorum

At all annual and special meetings of the Association, a majority of the voting members present, subject to the decision of the presiding officer, shall constitute a quorum.

Section 4. Notice

- a. **Notice of Annual Meeting.** Notice of the annual meeting of the Members shall be given not less than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting.
- b. **Notice of Special Meetings.**
 - i. Except as otherwise required herein, notice of a special meeting of the members shall be given not less than five (5) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote.
 - ii. Pursuant to Illinois law, notice of a special meeting of the members shall be given not less than twenty (20) days nor more than sixty (60) days before the date of the meeting to each member if the members are to discuss and/or approve at such meeting any of the following:
 1. the removal of one or more directors;
 2. the adoption of any plan for the merger or consolidation of the Association;

3. the adoption of any plan for the division or conversion of the Association;
 4. the sale of all or substantially all of the assets of the Association; or
 5. the adoption of any plan for the dissolution or liquidation of the Association.
- c. **Content.** Notice of a meeting of the Members shall specify the place, date, and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of Illinois law, the Articles, or these Bylaws.

ARTICLE VIII — VOTING

Section 1. Annual Election

The Annual Election shall be conducted according to the election rules as prescribed by the Board of Directors. All voting members, as defined in Board Policy, shall be eligible to receive one vote. The votes shall be tabulated and verified by the Election Committee Chair and the results shall be announced in accordance with the election rules prescribed by the Board of Directors.

Section 2. Remote Participation

Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3. Action by Ballot

Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action that may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting, in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered, provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IX — INDEMNIFICATION

Section 1. Limitation of Liability

To the fullest extent permitted by Illinois law, a Director or Officer shall not be personally liable to the Association or others for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Article IX shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state, or federal law.

Section 2. Indemnification

- a. **Indemnification.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or Officer or an employee, secondee, contractor, representative, or agent of the Association, or is or was serving, at the request of the Association, as a Director or Officer or as an employee, secondee, contractor, representative, or agent of another corporation, partnership, association, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness.
- b. **Advance of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, secondee, contractor, representative, or agent to repay such amount if it shall be ultimately determined that they are not entitled to be indemnified by the Association as authorized in this Article.
- c. **Indemnification Not Exclusive.** The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Board of Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee, secondee, contractor, representative, or agent, and shall inure to the benefit of the heirs, executors, and administrators of any such person.
- d. **Insurance, Contracts, Security.** The Association may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person,

and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article or otherwise, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 3. Effect of Amendment

Any amendment, repeal, or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director or Officer or any right of any person to indemnification from the Association with respect to any action or failure to take any action occurring prior to the time of such amendment, repeal, or modification.

ARTICLE X – PARLIAMENTARY AUTHORITY

The most recently published edition of Robert’s Rules of Order, Newly Revised shall govern in all official meetings of the Association.

ARTICLE XI — POLICY MANUAL

To supplement these Bylaws, there shall be constituted and maintained a Policy Manual containing additional rules, regulations, and procedures approved by the Board, as amended from time to time, to be used in managing the affairs of the organization.

ARTICLE XII. AMENDMENT OF THE BYLAWS

Amendments to the Bylaws are submitted to the Bylaws Committee and approved by the Board of Directors. If a majority of the Board approves the proposed amendments, they shall then be voted upon by the eligible membership as part of the Annual Election, provided advance notice pursuant to the notice requirement in Article VII, Section 4 of these Bylaws. If a majority of the Board does not approve a proposed amendment, it will be tabled and reconsidered the succeeding year by the Bylaws Committee. Bylaw amendments require a two-thirds majority of the votes cast for passage. All amendments shall become effective upon approval by the membership unless a later date is stated in the amendment.