



Washington State

**ACT**

Association of College Trustees

# Bylaws

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# **Washington State Association of College Trustees Bylaws**

## **Article I: Name and Location**

### **Section 1. Name**

The name of the organization Washington State Association of College Trustees also known as Association of College Trustees (ACT) and hereinafter in these bylaws called "ACT."

### **Section 2. Principal office**

The principal office of ACT is located at Olympia, Washington.

## **Article II: Purpose**

The purposes of this nonprofit organization are as outlined in the Articles of Incorporation.

1. To facilitate communication among community and technical colleges of the State of Washington;
2. To promote post-secondary education at community and technical colleges within the State of Washington;
3. To coordinate development and maintenance of a state-wide community and technical college education program;
4. To maintain liaison with the Washington State Board for Community and Technical Colleges, and other duly constituted community and technical college related organizations and agencies;
5. To review and/or initiate legislation affecting community and technical colleges and to make appropriate recommendations to the Congress of the United States, the Washington State Legislature and to all appropriate committees thereof; and
6. To provide educational programs and information for trustees in order to improve awareness of their roles and responsibilities.

## **Article III: Membership**

### **Section 1. Eligibility for membership**

Membership shall be open to all trustees of the Washington State community and technical college districts (hereafter referred as "districts") in good standing. Trustees whose respective districts have paid the annual dues for the Board of Trustees shall constitute members in good standing.

## **Section 2. Annual dues**

The annual dues for the district board of trustees shall be a \$100 flat fee, plus a charge per FTE based on the previous year's fall quarter total FTE count. The rate is to be established by the voting membership at the annual business meeting. Annual dues may be changed by vote of the membership at the annual business meeting. The flat fee and the charge per FTE are due and payable on or before August 31.

## **Section 3. Assessments**

Special assessments may be made by the ACT Board of Directors. One-fourth (1/4) of the assessment will be divided equally among the districts. Three-fourths (3/4) of the assessment will be prorated among the districts based on the student enrollment used in calculating dues for the current year. Special assessments are due within sixty (60) days of billing.

## **Section 4. Voting rights**

Any member in good standing may vote on business transactions brought before the membership either in regular or special membership meetings. Each district in good standing shall be entitled to up to five votes except the districts that have a student trustee, which are entitled to six votes. Members must be present to participate and/or vote. If members are unable to attend the annual Spring Conference, which includes the annual business meeting, trustees may authorize a board member from their district to cast a proxy ballot on their behalf. Proxy authorization may be presented in writing or via email.

# **Article IV: Membership Meetings**

## **Section 1. Regular meetings**

ACT shall hold three full membership meetings per year: a Fall Conference, a Winter Conference, and a Spring Conference. The specific date, time, and place for these meetings shall be determined by the Board of Directors.

## **Section 2. Annual business meeting**

The Spring Conference will serve as the annual business meeting for the organization. The Spring Conference will include the election of officers, Members-at-Large and Nominating Committee.

## **Section 3. Special Meetings**

Special membership meetings may be called by the President, Board of Directors, or by written or emailed request of one-third (1/3) of the majority of the ACT membership.

#### **Section 4. Notice of meetings**

Written or emailed notice of all ACT membership meetings shall be provided to the members not less than thirty (30) days prior to the meeting.

#### **Section 5. Quorum**

A quorum shall consist of a majority (51%) of the districts in good standing.

A quorum must be present to transact business at any regular or special membership meeting. Provided there is a quorum, a majority of those present shall be required to ratify a vote.

If a quorum is not present, a vote shall be taken of the membership present and recorded in the minutes. The Board shall then mail or e-mail ballots with the question presented to the absent members who shall have ten (10) days from the date of mailing to respond. Any member who fails to respond within those ten (10) days shall be deemed to have voted in the affirmative. The Board shall tally all received votes following expiration of the ten (10) days, and such results shall be recorded in the minutes.

#### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise determined as described in Article III Section 4.

#### **Section 7. Meeting minutes**

Minutes of the annual business meeting will be taken and maintained. Meeting minutes shall consist primarily of a record of actions taken. They shall be subject to the approval of the membership at the next annual business meeting and shall be signed by the President and Secretary. Minutes may be taken at other meetings as determined necessary by the Board of Directors.

### **Article V: Board of Directors**

#### **Section 1. Authority**

The authority of ACT is vested in its membership. The Board of Directors shall carry out the directions of the membership and act for the membership in governing the affairs of ACT between the ACT membership meetings. The ongoing governance oversight responsibility is delegated to the Board of Directors with the exception of approving the budget, setting legislative priorities, and the election of officers, Members-at-Large, and the Nominating Committee.

## **Section 2. Board members**

The Board of Directors shall consist of the:

- President;
- President-Elect;
- Secretary;
- Treasurer;
- Two Members At-Large;
- Immediate Past-President; and
- Legislative Action Committee Co-Chairs.

Each member of the Board of Directors shall be a member of ACT in good standing.

## **Section 3. Term of office**

The term of office for members of the Board of Directors shall be one year, commencing upon the adjournment of the annual business meeting through the adjournment of the following year's annual business meeting. Upon completion of a one-year term as President-Elect, the President-Elect shall become President. The term of office for the Secretary and Treasurer is one year. Neither the Secretary nor the Treasurer may serve more than two consecutive terms in the same office.

## **Section 4. Meetings**

The Board of Directors shall meet at the request of the President or two other members of the Board. A conference call may constitute a meeting.

## **Section 5. Strategic planning**

The Board of Directors shall meet soon after the ACT annual business meeting to plan and adopt strategies and goals for the next year. The strategic plan will be published and provided to the ACT membership.

During the course of the ACT annual business meeting, the President will give a report to the membership on the activities of ACT during the past year in meeting the goals previously established for the organization by the Board of Directors.

## **Section 6. Notice of meetings**

Notice of any meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or by written notice via mail, facsimile or electronic methods.

## **Section 7. Quorum**

Five (5) Board members shall constitute a quorum for the purpose of conducting business at any regular or special Board of Directors meeting.



## **Section 8. Voting**

All members of the Board of Directors shall have one vote. Provided there is a quorum, a majority of those participating in the meeting shall be required to ratify a vote.

## **Section 9. Vacancies**

- a. If the Immediate Past-President ceases to be a trustee, the position of Immediate Past-President shall be deemed vacant. If there is a vacancy in the position of Immediate Past-President, the current ACT President, in consultation with the Board, may appoint a current trustee who has served as an ACT officer to fill the position for the remainder of the year.
- b. In the event the President is no longer able to fulfill the obligations of the office, the President-Elect shall complete the current President's unexpired term and continue his/her tenure as President the following year.
- c. If a vacancy occurs in the other elected-positions of the organization (President-Elect, Secretary, Treasurer, and Members-at-Large) the current ACT President, in consultation with the Board, may appoint a current trustee who has served as an ACT officer to fill the position. Any person so appointed will serve out the unexpired term.
- d. Whenever a vacancy occurs in the Board of Directors the position will be filled, without undue delay, by a majority vote of the remaining members of the Board of Directors at a scheduled meeting.

## **Section 10. Compensation**

No member of the Board of Directors shall receive compensation for services rendered when acting in the capacity of their ACT position. Expenses incurred by members of the Board while carrying out official business may be paid by the organization.

## **Section 11. Removal**

Any member of the Board of Directors may be removed with or without cause at a scheduled Board of Directors meeting by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the organization would be served thereby.

# **Article VI: Nominations and Elections**

## **Section 1. Elected positions**

The elected positions of this organization will be the President, President-Elect, Secretary, Treasurer, two Members-at-Large, and the Nominating Committee.

Nominations and elections will be held at the annual business meeting.

## **Section 2. Nominations**

Prior to March 1, the Nominating Committee will notify all trustees in writing that it is seeking nomination suggestions. Any trustee may recommend a nominee. Formal nominations will also be made at the annual business meeting. Nominations from the floor will be permitted prior to the elections.

Nominees must be present or have expressed in writing their desire to accept the nomination for the position to which they have been nominated.

No member shall be elected to, or perform the duties of, more than one elected position.

## **Section 3. Members-at-large**

The two nominees with the most votes as detailed in Article III, Section 4, will be elected to the Board of Directors. Trustees from the same district may not serve as Members-at-Large at the same time.

## **Section 4. Uncontested positions**

The election for uncontested positions may be by acclamation following the close of all nominations.

# **Article VII: Duties of Elected Positions**

## **Section 1. President**

The President shall exercise general governance oversight over the business affairs of ACT and shall perform all the duties incidental to the office, including those duties properly delegated by the membership.

The President shall preside over all membership and Board of Directors meetings and shall ensure all actions are in accordance with these Bylaws.

The President or the President's designee shall act as spokesperson for ACT and shall represent the organization at meetings with other organizations and committees. No pronouncement made as spokesperson or representative of ACT shall obligate or commit the organization except as provided by these Bylaws or specifically authorized by the membership or the Board of Directors.

The President retains the right to vote at all times and may exercise this right in the event of a tie vote.

The President shall appoint a Parliamentarian, Legislative Action Committee Co-chairs, and the Chairpersons of the standing and ad hoc committees, except the Nominating Committee. The President, in consultation with the Board of Directors and the Director

of ACT, will appoint all committee members except the Nominating Committee and the Legislative Action Committee.

### **Section 2. President-elect**

In the absence of the President, the President-Elect will perform the duties of the President, including the presiding at the Membership and Board of Directors meetings. The President-Elect shall perform other such duties as assigned by the President or by the membership.

The President-Elect will work with the Trustees Education Committee to provide training and educational guidance for all ACT conferences. The training will be determined in consultation with the ACT President and ACT Board of Directors.

### **Section 3. Secretary**

The Secretary shall take the minutes of all membership and Board of Directors meetings and shall oversee the execution and preservation of all key records as directed by the President.

The Secretary shall be responsible for the sending of all notices in accordance with the provisions of these Bylaws and shall perform other such duties as assigned by the President.

The Secretary may delegate the administrative functions of the office to the Director of ACT.

### **Section 4. Treasurer**

The Treasurer shall have oversight of all funds of this organization and shall approve payment of all bills and obligations authorized by the membership. The Treasurer shall ensure the organization maintains an accurate record of the collection of dues and other income and all receipts and disbursements.

No unbudgeted expenditures will be paid or reimbursed without approval of the Board of Directors.

The Treasurer may delegate the administrative functions of the office, including maintaining ACT bank accounts, to the Director of ACT.

### **Section 5. Members-at-large**

Members-at-Large serve the Board's strategic needs. Members-at-Large may have various short- or long-term responsibilities and projects.

Members-at-Large shall serve as full voting members on the Board of Directors and shall perform other such duties as assigned by the Board or President of the Board.

## **Article VIII: Committees**

### **Section 1. Committee formation**

All committee members shall be appointed by the President except for the Nominating Committee and the Legislative Action Committee. The Board of Directors may create ad hoc committees as it deems appropriate to discharge the duties of the Board and the mission of ACT. Committee members will be members of ACT.

### **Section 2. Standing committees**

There shall be the following standing committees: Audit Committee, Awards Committee, Bylaws Committee, Finance and Budget Committee, Legislative Action Committee, Nominating Committee, and Trustee Education Committee.

### **Section 4. Audit committee**

- a. Membership. The Audit Committee will consist of at least three members from different districts.
- b. Duties. The Audit Committee will audit ACT financial records after the close of the fiscal year. The committee will submit their report to the President no later than September 30.

### **Section 4. Awards committee**

- a. Membership. The Awards Committee will consist of at least three members from different districts.
- b. Duties. The Awards Committee will review criteria for new and continuing awards and make recommendations for change to the Board of Directors. The Awards Committee will select award honorees.

### **Section 5. Bylaws committee**

- a. Membership. The Bylaws Committee will consist of at least three members.
- b. Duties. The Bylaws Committee will review the current bylaws, consider proposed amendments to the Bylaws, and make recommendations to the ACT membership. Any member of ACT can submit a proposed amendment to the Committee for consideration.

### **Section 6. Finance and budget committee**

- a. Membership. The Finance and Budget Committee will be chaired by the Treasurer and will consist of at least three additional ACT members.
- b. Duties. The Finance and Budget Committee will prepare and present a budget for approval at the annual business meeting. The Committee will recommend necessary changes in dues.

### **Section 7. Legislative action committee (LAC)**

- a. Membership. The Legislative Action Committee shall consist of one primary and one secondary representative from each district.
- b. Duties. The Legislative Action Committee will:
  - 1. Develop legislative priorities,
  - 2. Promote ACT legislative and advocacy programs, and
  - 3. Provide information to, and solicit support from, the ACT membership.

### **Section 8. Nominating committee**

- a. Membership. The Nominating Committee will consist of three members and two alternates. Committee members are to be elected at the annual business meeting by the membership. The nominees with the most votes will be elected to the Committee, and the nominee with the highest number of votes serves as the chair. No more than one member from the same district may serve on the committee.
- b. Duties. Prior to March 1, the Nominating Committee will notify all trustees in writing that it is seeking nomination suggestions as outlined in Article VI, Section 2. The Committee will develop a list of candidates to be presented to the membership at the next annual business meeting. The Committee will bring forth the best slate considering diversity of representation among trustees.

### **Section 9. Trustee education committee**

- a. Membership. The Trustee Education Committee will be chaired by the President-Elect and will consist of at least three additional members.
- b. Duties: The Trustees Education Committee will provide training and education guidance for all trustee conferences in consultation with the ACT Board of Directors and the Director of ACT.

## **Article IX: Corporate Staff**

By agreement between ACT and the State Board for Community and Technical Colleges (SBCTC), the SBCTC provides that up to one-third (1/3) of the time of one professional employee, and one-third (1/3) of the time of one administrative assistant will be expended in support of the ACT administration. The professional employee serves as the ACT Director.

## **Article X: Conflict of Interest and Compensation**

(This Article is from IRS Form 1023, Appendix A)

### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

- a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement

d. Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 6. Annual statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.



## **Section 8. Use of outside experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article XI: Indemnification**

### **Section 1. General**

ACT shall, to the extent legally permissible, indemnify any current or former directors, officers, board members and volunteers against expenses actually and necessarily incurred by such individual in connection with the defense of any action, suit, or proceeding in which that individual is made a party by reason of being or having been such member, director, officer, or volunteer, except in relation to matters as to which that individual shall have been decreed in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an individual may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable legal fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by ACT in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the individual to repay such amount if it shall ultimately be determined that such individual is not entitled to be indemnified by ACT as authorized by these bylaws.

### **Section 3. Insurance**

ACT may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not ACT would have the power or obligation to indemnify such person against such liability under this Article.

## **Article XII: Accountability**

### **Section 1. Books and records**

All books, records, and minutes of ACT are maintained at the Olympia office and may be inspected by any member of ACT or his/her attorney, for any proper purpose, at any reasonable time.

## **Section 2. Fiscal period**

ACT shall operate on a fiscal year basis beginning July 1, and ending June 30.

## **Section 3. Nondiscrimination**

ACT does not discriminate in its policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

# **Article XIII: Bylaws**

## **Section 1. Robert's Rules of Order**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern ACT in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

## **Section 2. Subordinate to state code**

To the extent that any of these bylaws may be inconsistent with the code of Washington State, the Code shall control.

# **Article XIV: Amendments**

## **Section 1. Articles of incorporation**

The Articles may be amended in any manner at the annual business meeting by a vote of two-thirds (2/3) of the members as outlined in Article III, Section 4, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby will be given to each trustee at least thirty (30) days in advance of such a meeting.

## **Section 2. Bylaws**

These Bylaws, as adopted by ACT, may be revised or amended at the annual business meeting by a vote of two-thirds (2/3) of the members as outlined in Article III, Section 4, provided that written or emailed notice of such revision or amendment has been submitted to the membership at least thirty (30) days prior to such meeting. However, these Bylaws may be revised or amended without notice, by unanimous consent of the membership at the annual business meeting.