

**BY-LAWS
FOR
THE SOCIETY OF PORT ENGINEERS OF SAN FRANCISCO
PREAMBLE**

The present By-Laws of the Society of Port Engineers of San Francisco having become out-moded and difficult of fulfillment, it is proposed that this revised set of By-Laws be substituted for the old.

In approving the revised By-Laws, the Society approves and confirms the financial status of the Society and thereby assumes that all financial transactions have been handled as under the old rules - all funds of the present Society to be the nucleus of the Treasury under the revised By-Laws. Treasurer's report to be submitted with the revised By-Laws at time of adoption.

Present status of existing members at time of adoption of the revised By-Laws shall be retained except Associate Members who qualify as Members under the revised By-Laws shall be changed to Members.

ARTICLE I- NAME

Section 1: The name of this organization shall be *"The Society of Port Engineers of San Francisco"*.

ARTICLE II – OBJECTIVES

Section 1: (a) Advocate and encourage opportunity and the proper training of personnel in vocational and/or professional work in the Maritime Industries.
(b) The development of the Maritime Industry and maintenance of an open forum for the orderly and Objective discussion of problems affecting the Maritime Industry.
(c) Assist the California Maritime Academy with financial support, via the scholarship fund, for the faculty and cadets.
(d) Attend to the welfare of members, their families and friends of the Society.

ARTICLE III – POLICY

Section 1: In carrying out the objectives and in doing the business of the Society, the general policy shall be to maintain a strictly non-partisan attitude in political, religious and national matters and in labor relations.

Section 2: To maintain an impartial forum for discussion affecting the American Merchant Marine.

Section 3: In all forums provided at the regular meetings of the Society, the floor shall be available to all, members and guests alike, who may have critical or constructive thoughts to offer concerning the subject of the forum.

Section 4: The Society shall operate and conduct its business as a non-profit organization within the intent of applicable law.

Section 5: The Society shall refrain from endorsing any material, product, publication or proclamation and no one shall claim such endorsement by virtue of membership and/or attendance at meetings.

ARTICLE IV – SEAL

Section 1: The Society shall have as a seal or emblem a triple expansion engine.

ARTICLE V – MEMBERSHIP

Section 1: Members shall be at least 18 years of age, directly or indirectly associated with the Maritime Industry, of good repute within the Industry and further qualified as required by Sections 3 or 4 of this Article.

Section 2: *The Membership of the Society* shall consist of: (a) Members, (b) Life Members, and (c) Student Members.

Section 3: (a) *Members:* Those persons eligible to be classed as Members shall:

Be or have been actively engaged in one (1) of the below listed pursuits:

- Steamship Company as a Superintendent Engineer, Port Engineer or Assistant Port Engineer.
- Shipyard as a Production Superintendent, Administrator, Sales/service Engineer.
- Sales/Service Engineer in fields dealing primarily with maritime endeavors, such as machinery sales and service, gauging and testing or the supervision of marine machinery building or installation.
- Professionally and technically engaged in the employ of marine regulatory, classification or underwriting organization.

(b) *Members* shall exercise all rights and privileges of Membership, including voice and vote in the business and meetings of the Society and may, if elected, hold any office.

(c) *Members* having once qualified shall be maintained in that status.

Section 4: (a) *Life Membership* may be awarded upon approval of the Board of Governors.

(b) *Life Members* shall exercise all rights and privileges of membership.

Section 5: (a) *Student Membership* shall be awarded to full time students enrolled in a maritime training program.

(b) *Student Members* shall exercise all rights and privileges of membership except the right to hold office.

(c) *Student Members* may apply to the Board of Governors for membership upon graduation.

(d) Initiation fees shall be waived for *Student Members* and annual dues shall be half of the dues for *Members*.

Section 6: *Tenure in Membership* shall be limited only by maintenance of good repute in the Industry and good standing on the rolls of the Society.

Section 7: (a) A corrected and updated copy of the Roster shall be distributed by the Secretary to all Members in good standing at least every two (2) years.

(b) *Membership Rosters* shall be considered a corporate property of the Society and shall be safeguarded by the Membership. They shall not be used commercially in any form or manner.

Section 8: All members shall, upon their election to membership be presented with a Certificate of Membership of a form determined by the Board of Governors and signed by the President and the Secretary.

ARTICLE VI - APPLICATION FOR MEMBERSHIP

Section 1: (a) Application for Membership shall be made in writing on forms provided by the Society, or in similar format, giving all necessary particulars concerning the person making the application and including an outline of qualifications. Applications must be sponsored by one (1) member in good standing, who shall be personally acquainted with the applicant and can personally attest to his qualifications. Properly completed and validated applications shall be presented to the Secretary, who shall record receipt of the application, and thereafter refer the application to the Board of Governors for consideration and action.

(b) The Board of Governors shall, investigate the Applicant to the extent deemed necessary to ascertain his qualification for membership and shall act to accept or reject

the application after a period of not more than thirty (30) days following date of reference.

(c) Any member of the Board of Governors, having good and sufficient reason, may protest the acceptance of an application for membership provided such protest is made publicly at regular board meetings, or in writing to the Board of Governors, stating the reason for such objection within a time period of not more than thirty (30) days following date of reference.

(d) Election of an Applicant to membership shall be by two-thirds (2/3) vote of the Board of Governors and, upon such election being certified, the Secretary shall notify the Applicant. The Secretary shall provide the new member with a certification of membership.

(e) Any member may resign at any time by written notice to the Secretary. The Secretary shall make a written response to all resignations and shall post the Roster accordingly.

ARTICLE VII - DISCIPLINE

Section 1: Discipline of the Society and its membership shall be exercised by the Board of Governors and any matter indicating a need for disciplinary decision or action shall be referred to the Board for consideration, development of facts and disposition as deemed advisable or necessary in the premises.

Section 2: It shall be the duty of the individual members of the Board of Governors to know, and require adherence to the By-Laws of the Society and to maintain good order and justice in the affairs, business and activities of the Society.

Section 3: Any Member may be suspended or expelled by the Board of Governors for just and reasonable cause but, except as expressly provided, no such action shall be taken until the charged Member has had a hearing before the Board. Charged Members shall be furnished with a written statement of the complaint(s) preferred and be given due notice of time and place of hearing. Failure to respond to such notice shall constitute waiver of opportunity for defense.

Section 4: Disciplinary action shall be limited to suspension or, in extreme cases, to expulsion. Members, once expelled, shall not again be accepted by the Society in any capacity. Suspended Members may act to lift the suspension by satisfying the requirements of the Board of Governors.

ARTICLE VIII – GOVERNMENT AND MEETINGS

Section 1: The Board of Governors shall consist of the President of the Society, twelve (12) Members and the past President.

Section 2: The Governors sitting as a Board shall be the Governing body of the Society.

Section 3: The Board of Governors shall hold a regular meeting each month at a time and place chosen by the President, notice of which shall be given by the Secretary.

Section 4: Should a vacancy occur in the Board of Governors, the remaining members of the Board shall fill the un-expired term by appointment until the next succeeding election, when the members shall elect a Governor to fill the vacancy.

Section 5: A Quorum of the Board of Governors shall be seven (7) members.

Section 6: Any member of the Board of Governors who shall absent himself from three (3) consecutive meetings of the Board without a sufficient reason for such absence shall forfeit his office.

Section 7: *Robert's Rules or Order* shall govern the conduct of all meetings when not in conflict with specific provisions in these By-Laws. A Quorum for a Regular Meeting of the Membership shall consist of two (2) elective officers, and fifteen (15) members in good standing.

Section 8: (a) Regular Meetings shall be held in the manner set below at a place in the San Francisco Bay Area, as designated by the Board of Governors, at the hour of 6:00 P. M., on the third Thursday of each month, July, August and holidays excepted. In event of conflict, by reason of holiday or for any other good and sufficient reason, the date, hour and/or place of a single Regular Meeting may be changed by action of the Board of Governors or of the members assembled in a preceding Regular Meeting if deemed necessary; provided however, that following such deviation the following Regular Meetings are again held on schedule as above.

(b) *Regular Meetings* shall also provide an opportunity for the education and entertainment of Members and guests by means of a program sponsored and presented by the Program Committee. Programs shall consist of lectures, movies, slides, reading of professional papers, or similar features of an educational or informative character.

(c) *Regular Meetings* shall generally be arranged as Dinner Meetings to which members may invite guests for the purpose of meeting socially with the Membership. Members shall introduce their guests, indicating industry affiliation, if any.

Section 9: (a) *An Annual Meeting*, for the purpose of receiving the Annual Report of elected officers and for seating of newly elected officers, shall be held in place of the Regular Meeting on the third Thursday of January of each year. The regular monthly business of the Society shall also be carried out at this Annual Meeting and shall have the effect of consolidating and terminating the tenure in office of the outgoing officers.

(b) *Transfer of authority and responsibility* from outgoing officers shall be affected during the regular order of business following the completion of "unfinished business" by the outgoing officers at this Annual Meeting.

(c) *Tenure of office* of Outgoing and Incoming officers shall, respectively, end and start at the Annual Meeting.

(d) *Outgoing Officers* shall have the responsibility of arranging the current business of the Society in reasonably good order for the benefit of the Incoming Officers.

Section 10: (a) *Special Meetings* may be called by the President, at a time and place to be designated by him, for the consideration of urgent or special business. Notice of such Special Meetings shall specify in detail the proposition to be placed before the meeting and members shall be notified in the manner used for regular meetings. Such Special Meetings shall consider no other business.

(b) A Special Meeting may also be called by the Secretary acting on the authority of a written petition signed by at least ten (10) members in good standing and presented to him for the specific purpose of calling a Special Meeting. Such petition shall specify in detail the proposition to be placed before the Special Meeting and no other business shall be considered at this meeting. Notice to the membership of such a Special Meeting being called by the Secretary shall be given in the manner set out above.

ARTICLE IX – OFFICERS

Section 1: (a) The elective Officers of the Society shall be: (1) President; (2) Vice President, (3) Secretary/Treasurer, (4) A Board of twelve (12) Governors and (5) the Immediate Past President.

(b) All Officers of the Society shall have tenure in office as provided in these By-Laws or until their successor shall have been elected, qualified and installed.

Section 2: (a) The *President* shall be the Chief Executive Officer of the Society and shall be elected from among the Members. His tenure of office shall be for one (1) year and he may succeed himself; provided, however, he may serve no more than three (3) consecutive terms as President.

(b) The *President* shall preside at all meetings of the membership, shall preside and act as Master of Ceremonies at all Society social functions, and shall act as Representative of the Society at public functions. In the absence of the President, the Vice President shall act in his stead.

Section 3: (a) The *Vice President* shall be an assistant to the President in the exercise of the executive function and shall be elected from among the Members. His tenure in office shall be for one (1) year and he may succeed himself; provided, however, that he may serve no more than three (3) consecutive terms as Vice President.

(b) The *Vice President* shall assist the President in any lawful manner described by the President and shall be a voting member of the Board of Governors.

Section 4: (a) *The Secretary/Treasurer* shall be the Corresponding and Recording Officer of the Society charged with maintenance and safekeeping of current and permanent records and files. He shall be elected from among the members in good standing. Tenure of office shall be for one (1) year and if re-elected, he may succeed himself; provided however, that he may not serve more than three (3) consecutive terms as Secretary/Treasurer.

(b) The *Secretary/Treasurer* shall make and keep a written record of the proceedings of the Society; shall keep and maintain a current and correct Roster of Members and Officers, indicating their standing and status in the Society; shall report to the Board of Governors in January of each year, all pertinent information concerning the status of the membership, including elections, suspensions, resignations and/or deaths of members during the past year; shall receive and report to the Board of Governors, all applications for membership and shall receive, process and/or file for reference all documents, records, reports and communications connected with the business of the Society; shall notify new members of their election and provide them with copies of the Society Roster, By-Laws and Certificate of Membership; shall arrange and procure necessary printing and mailing as required in the By-Laws or as directed by the Board of Governors; shall notify members of the place and time of meetings; shall, in the case of his inability to attend any meeting, arrange for the necessary books, records or reports to be available and in readiness for reference at the place and time of the Regular Meeting; shall be a voting member of the Board of Governors, and shall attend all meetings of that body to record the proceedings, and shall perform any such other duties as prescribed in these By-Laws or as may be prescribed from time to time by the Board of Governors. He shall receive all dues and initiation fees on behalf of the Society.

(c) The *Secretary/Treasurer* shall be the Financial, Procurement and Disbursing Officer of the Society, charged with the responsibility for receipt, safekeeping and disbursement of Society funds, and maintenance of financial records.

(d) The *Secretary/Treasurer* may be required to furnish bond on behalf of the Society in amount and manner prescribed by the Board of Governors.

(e) The *Secretary/Treasurer* shall have custody of Society financial records and funds; and shall be directly responsible to the Board of Governors, shall receive all monies paid, depositing the same in the bank or banks as designated by the Board of Governors in the name of "Society of Port Engineers of San Francisco." He shall pay all

bills, where approved by the Board of Governors, by check, such check to be signed by an elected Officer, the President, Vice President, Secretary/Treasurer. Such bills or warrants passed to the Secretary/Treasurer for payment must be signed by the President to denote the Board has passed said bill for payment. He shall keep an accurate account of all receipts and disbursements. He shall appear in person and submit all books and vouchers in his possession to the Auditing Committee quarterly for audit. He shall perform such other duties as usually pertain to his office. At the expiration of his term of office, he shall deliver to his successor all property of the Society in his possession.

Section 5: (a) The *Board of Governors* shall consist of twelve (12) elected Governors, the President, Vice President, Secretary-Treasurer, and the immediate past President.

(b) The twelve (12) *Governors* shall be elected from among the Members who are in good standing. Tenure in office shall be for three (3) years and they may be re-elected.

(c) The *Board of Governors* shall assemble and meet at a place of their own choosing, preceding the Regular Meeting of each month, to hold a regular Board Meeting and shall then transact the business of the Board of Governors. Minutes of Board Meetings shall be recorded and kept by the Secretary/Treasurer.

(d) *Board Meetings* shall be conducted in accordance with Robert's Rules of Order.

(e) A quorum for such meetings shall consist of seven (7) or more members of the Board.

(f) A *Report of the Board of Governors Meeting* shall be made orally by the Chairman of the Board at the next following Regular Meeting of the Membership, and the Membership shall be kept fully informed concerning the business of the Society as conducted by the Board of Governors.

Section 6: (a) *The Appointive Officers of the Society* shall be: (1) The Chairmen of Standing Committees; (2) The Chairmen of Activities Committees; (3) The Chairmen of Special Committees.

(b) The *President*, upon assuming office, shall appoint the foregoing officers from among the Members in good standing, to assist him in performing the functions and business of his office. Appointed officers shall hold office for a term not to exceed that of the President making such appointments.

(c) The *President* shall appoint the two (2) member Auditing Committee from members of the *Board of Governors*.

(d) The *Auditing Committee*, at the quarterly audit, shall examine all books, as submitted by the Secretary/Treasurer, and, finding same in order, shall so certify by their joint signature on said books.

(e) *Chairman* accepting appointment by the President to head up the various Committees required for the efficient operation of the Society will be expected to expend a wholehearted and dedicated effort to accomplish the ends intended. Chairmen are authorized and urged to draw upon the membership for any assistance they may require to efficiently accomplish the function assigned.

Section 7: (a) *Standing Committees* may include but are not limited to: (1) Program and Activities Committee, (2) Good and Welfare, (3) Publicity Committee, (4) Ballot Committee, (5) Golf Committee, (6) Membership Committee.

(b) *Special Committees* shall be set up and activated by the President as required for the performance of functions not otherwise provided for.

(c) It is desirable that all *Committees* be fully and adequately staffed to insure success of function and to provide full membership participation in the affairs of the Society. It is an inherent duty of the membership to participate fully in the operation and business of the Society. An ideal condition would be to have every member of the Society active on one or another of the various Committees.

ARTICLE X - ELECTION OF OFFICERS

Section 1: (a) Election of Elective Officers shall be only by written ballot of the entire Membership.

(b) Four (4) candidates for office on the Board of Governors shall be elected each year for a three (3) year term.

Section 2: (a) On or before the 30th of October of each year the Board of Governors shall appoint a Nominating Committee, composed of four (4) Members, only two (2) of whom may be members of the Board of Governors, for the purpose of selecting from among the Membership suitable candidates to contend for election to the Elective Offices of the Society for the coming year.

(b) The Nominating Committee so appointed shall convene at its earliest convenience and shall report its selections to the Board of Governors within twenty (20) days of their appointment, or in any case not later than the Regular BOG Meeting date in November (third Thursday).

Section 3: (a) Selections shall be made by the Nominating Committee on the following basis:

(1) The currently serving *Vice President*, because of the necessary qualifications and his experience in office, shall usually be nominated for the Office of President, if he is able and agreeable to accepting the responsibility of the office.

(2) At least one (1) or more candidates shall be selected to contend for the office of *Vice President*, each of who shall have the necessary qualifications for the office and shall appear to the Committee to be suitable for eventual election to the office of President, as indicated in paragraph (1) above.

(3) At least one (1) or more candidates shall be selected to contend for the office of Secretary/Treasurer, each of who shall have the necessary qualifications for the office and shall be agreeable to accepting the responsibility of the office.

(4) At least four (4) or more candidates shall be selected to contend for the office of *Governor*, each of whom shall have the necessary qualifications for the office and shall be able and agreeable to accepting the responsibility entailed.

(5) Final selection of candidates shall require a unanimous vote of the Committee and their written report of selections made shall be signed by all members of the Committee, indicating their agreement with the slate selected.

Section 4: (a) The signed written *Report of the Nominating Committee* shall be delivered to the Secretary/Treasurer within the time limit stipulated above.

(b) The *Secretary/Treasurer* shall, upon receipt of the Report, cause true copies to be made and distributed by mail or email at his earliest convenience to all Members in good standing.

(c) *Other nominations* may be made, if desired, by *petition* signed by not less than *five (5) Members* and filed with the Secretary/Treasurer not later than the Regular Meeting date in November (third Thursday).

Section 5: (a) The *Annual Election of Officers* shall be held at the *Annual Meeting* on the third Thursday of January each year.

(b) *Suitable ballots*, in a form approved by the Board of Governors, shall be prepared by the Secretary/Treasurer, listing all candidates selected by the Nominating Committee, and any candidates nominated by petition, and shall be mailed to all Members in good standing immediately following the November meeting, but in any case *not later than 20 December*. Ballots shall indicate the time and place of the election. Additional spaces shall always be provided on the Ballot for write-in candidates, thus allowing free choice by the Membership.

(c) An adequate supply of spare ballots shall be made available at the Annual Meeting so that qualified Members attending that meeting may vote there if they have not already done so.

(d) It shall be the duty of the *Secretary/Treasurer* to effect reasonable safeguards against duplicate ballots, but the vote of the individual members shall remain secret.

(e) Ballots may be delivered to the Secretary/Treasurer by mail or in person, but *voting by proxy shall not be permitted*.

(f) The *Ballot Box* shall be closed to further voting by the first action of the President as the Annual Meeting comes to order and shall then be delivered to the Balloting Committee for count.

(g) The *Secretary/Treasurer* shall be a member of the Balloting Committee ex-officio and shall be present during the count to make official record.

(h) On completion of the count, the *tally shall be written* and signed by the Balloting Committee and forthwith delivered to the *President* for announcement to the Annual Meeting assembled. Installation of the newly elected officers shall follow in the order of business provided herein.

ARTICLE XI - INITIATION FEES AND DUES

Section 1: (a) *The Initiation Fee* for all initial Members shall be as determined by the Board of Governors, payable to the Society with Application for Membership regardless of date of application.

(b) The initiation fee is waived for those active members transferring to San Francisco upon presentation of valid membership from a previous area Society.

(c) No application shall be accepted without fee paid. In the event that the application is rejected for cause the fee received with the application shall be returned forthwith.

Section 2: (a) *The Annual Dues* for all Members shall be as determined by the Board of Governors. Dues shall be payable in advance. New Society Members joining between 1 July and 31 December shall pay half of the full year's dues.

(b) *Annual Dues* shall be payable to the Secretary/Treasurer the third Thursday of January of each year. Dues not paid within 90 days of this date are to be considered delinquent.

(c) *Annual Dues*, once paid, shall not be refunded.

Section 3: Life Members shall pay no Initiation Fee, Annual Dues or Assessments.

Section 4: (a) Assessments for a purpose of raising additional funds may be levied only in the form of a written *Resolution of the Board* of Governors presented to the Membership assembled in a Regular Meeting for their discussion and approval in the order of New Business.

(b) Such *Resolution* shall have the unanimous approval of the Board of Governors and be signed accordingly; shall specify the amount, reason for and proposed use of the

assessments; shall be read and explained in *Regular Meeting* by the President; and shall require a favorable vote at two (2) *consecutive Regular Meetings* for adoption.

(c) Upon *certification by the President* that favorable action has been taken by the Membership at two (2) consecutive meetings, the Secretary/Treasurer shall take the necessary steps to collect the amount of the assessment from the Membership.

Section 5: *Membership delinquency* in the payment of dues, fees, assessments or other obligations shall be reported by the Secretary/Treasurer to the Board of Governors, who shall take such action as is deemed by them to be justified in the premises. Unreasonable delinquency or lack of response by a delinquent member may result in suspension of rights and privileges or expulsion from the Society at the discretion of the Board of Governors, but in no case more than two (2) years.

Section 6: The Board of Governors may at their discretion, reinstate a member who may have been suspended for cause but only upon receipt of a signed application for such reinstatement and payment of all obligations owed to the Society; provided however, that all the discretion of the Board; all indebtedness of a reinstated member may be satisfied by payment of a Reinstatement Fee of one half of the prevailing Member Initiation, plus one year's dues.

ARTICLE XII - ACCOUNTS AND FUNDS

Section 1: The *Board of Governors* shall exercise responsibility for the funds and financial affairs of the Society.

Section 2: The *Board of Governors*, acting as a body, shall have authority to collect fees, dues and assessments as necessary to provide working funds for the maintenance of the Society; to disburse and/or approve the disbursement of Society funds; arrange for the care and deposit of funds; collect, comprise or settle claims for or against the Society and, in general, to exercise complete control over the funds, property and business dealings of the Society except as otherwise specifically provided in these By-Laws. The Board of Governors shall not borrow money for the use of the Society.

Section 3. *The Board of Governors* may select a charitable organization or organizations each year to support with financial or in-kind donations and authorize the disbursement of Society funds for such support. *The Board of Governors* may authorize disbursement of funds for the welfare of members, their families and friends of the Society. The names and natures of the charitable organizations supported are to be announced at Regular Meetings.

Section 4: The *Board of Governors* shall review all invoices, payrolls, accounts and/or vouchers presented to the Society for payment, and if found in order shall approve same to the Secretary/Treasurer.

Section 5: The Secretary/Treasurer, acting under the supervision and direction of the Board of Governors, shall receive all moneys due to the Society and deposit same to the Society bank account. He shall disburse Society funds by check on the Society bank account.

Section 6: The funds of the Society shall be deposited only in such bank or banks as may be designated by the Board of Governors.

Section 7: The *Secretary/Treasurer* shall keep a proper and current record of all receipts and disbursements and shall make a full and complete statement of his accounts to the Board of Governors each month. Such statements are to be supported by authenticated and approved vouchers or invoices and shall be approved by the Board if found in order.

Section 8: The *Board of Governors* may authorize the expenditure of a set amount of Society funds by the Chairman of Committees, where need of such funds is certified by the *President*. Chairman using Society funds shall be closely supervised by the President and held to strict account of funds expended.

Section 9: No officer or Governor, or group of officers or Governors, shall spend, contract for, hypothecate or otherwise commit the funds of the Society in excess of two hundred dollars (\$200.00) without the approval of the Board of Governors at a Regular Board Meeting and after due notice thereof prior to such meeting.

ARTICLE XIII - SOCIAL ACTIVITY

Section 1: The social activity of the Society and its individual members shall be in keeping with the objectives and policy set out in these By-Laws and it is incumbent upon the Officers and Membership to conduct themselves in a manner that will reflect honor and esteem upon the Society.

Section 2: The objectives of the Society are not to be restricted to interchange among the Members alone but should be extended and projected to all with whom we have contact. It is necessary for the fulfillment of these objectives that the Members move freely in social relations with other groups within the Industry to the end that a general feeling of good will and friendship among associates shall prevail in the whole sphere of our industrial relationships.

Section 3: In the pursuit of the objectives of the Society it is deemed reasonable and proper that the Society shall do its part to provide a facility, atmosphere and opportunity for the free exchange of those ideas between the Membership and the Marine Industry as a whole. In keeping with this premise it shall be a general practice to invite friends and guests to participate in the social phases of our Regular Meetings.

Section 4: The following social functions may be regularly sponsored and provided by the Society: (1) Annual Picnic, (2) Annual Christmas Party, (3) Annual Golf Tournament.

ARTICLE XIV – AMENDMENTS

Section 1: Amendment of By-Laws when deemed necessary may be proposed and approved by the majority of the Board of Governors.