



Potomac and Chesapeake Association for College Admissions Counseling Bylaws

PCACAC region includes Delaware, Maryland, Virginia, West Virginia and the District of Columbia

Article I

Name

The name of the organization is the Potomac and Chesapeake Association for College Admission Counseling (herein referred to as "PCACAC".)

Article II

Purpose

PCACAC's mission is to support and advance college admission professionals as they guide their institutions and students and their families in an ethical manner.

Article III

Membership

1. Membership in PCACAC is made available to eligible institutions, organizations and individuals.
2. It shall be the duty of every member of PCACAC to act in accordance with the Articles of Incorporation and Bylaws of both PCACAC and NACAC (National Association for College Admission Counseling) and to make every effort to implement the policies of these organizations.
3. Criteria and qualifications for each category of voting and non-voting members shall be set forth in these Bylaws and in the policies and procedures approved by the Executive Board.
4. Members shall promote high professional standards in the recruitment of students and in helping students in the transition to post-secondary education.
5. Voting membership in PCACAC shall be limited to institutions or organizations located in our region, or to individuals who perform the majority of their professional duties in our region, which includes the states of Delaware, Maryland, Virginia, West Virginia and the District of Columbia.
6. Voting members shall include the following:
 - a. Educational Institutions
 - 1) Not-for-profit two and four year colleges, universities and other post-secondary institutions, accredited in accordance with policies and procedures approved by the PCACAC Executive Board.
 - 2) Primary and secondary schools listed in professionally recognized resources approved by the PCACAC Executive Board.

- 3) Not-for-profit primary and secondary school districts and college and university systems.

b. Organizations

- 1) Not-for-profit community-based organizations which provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis.
- 2) Not-for-profit organizations whose primary activities consist of working at a multi-state, national or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.

c. Individuals

- 1) Persons employed by voting member institutions and organizations whose professional activities consist primarily of counseling, admission or financial aid services.
- 2) Persons employed by a voting member eligible institution, organization, or community-based organization (as stated in Section III.6.b) that is not a member of PCACAC.
- 3) Independent educational consultants or counselors who are self-employed or employed by a company providing counseling, admission, or financial aid services to students and/or their parents.
- 4) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
- 5) Persons charged with supervising admission and enrollment management activities who are employed at a public university system.
- 6) Persons charged with supervising counseling activities who are employed at a school system district office.

7. Non-voting members shall include the following:

a. Educational Institutions

- 1) Degree-awarding two-and four-year colleges, universities and other post-secondary institutions that are active candidates for accreditation according to policies and procedures approved by the Executive Board.
- 3) Secondary schools outside of the PCACAC region.

b. Organizations

- 1) For-profit organizations that provide products and/or services to the counseling, admission, or financial aid professions or in support of students in the transition to postsecondary education.

c. Individuals

- 1) Persons employed by non-voting member institutions or organizations.
- 2) Persons who are employed by institutions, organizations, community-based organizations, school districts, or university systems that have not joined PCACAC but are eligible for voting or non-voting membership.
- 3) Persons who provide teaching and/or training to professionals who work with students in the transition to postsecondary education, and are employed in a post-baccalaureate or graduate program at a not-for-profit institutions accredited according to polices approved by the Executive Board.
- 4) Students seeking careers in counseling, admission, or financial aid services.
- 5) Persons who were employed at a voting member institution or organization during the current year or immediately preceding membership year who are no longer employed by any member or member-eligible institution.
- 6) Individuals who are employed by NACAC affiliates.

8. Each educational institution or organization member shall designate a primary contact.

9. Special Recognition Members shall include the following:

a. Emeritus Members

- 1) Persons who have retired from professional responsibilities and have been highly visible for an extended period of time within PCACAC and have rendered significant contributions/leadership in support of the Association's programs and activities.
 - a) These persons will receive a complimentary, lifetime, non-voting membership in PCACAC, and a certificate of commendation.

b. Honorary Members

- 1) Persons who are recognized for Outstanding Contribution/ Leadership who have been a fulltime professional in the area of high school counseling and/or college admissions for a minimum of five (5) years; and have been highly visible within PCACAC and have rendered significant contribution/leadership in support of the Association's programs and activities; and are leaving the profession, although not retiring, OR are leaving a PCACAC member institution to assume similar professional responsibilities at an out of region, nonmember institution.
 - a. These persons will receive a complimentary, one-year, non-voting membership

in PCACAC, and a certificate of commendation.

- c. Special Recognition candidates will be identified and selected by the PCACAC Nominating Committee and approved by the Executive Board at its winter meeting.

Article IV

Responsibilities of the Membership

1. The voting membership may:
 - a. Amend types of membership in accordance with the provisions in Article XXI.
 - ~~b. Elect delegates for the Assembly in accordance with the provisions in Article XV.~~
 - c. Vote on the adoption of amendments of the bylaws.
2. To be entitled to the benefits of membership in PCACAC, each college, university, or other postsecondary educational institution must be accredited in accordance with policies and procedures approved by the Executive Board.

Article V

Approval, Recognition and Termination of Membership

1. Membership in PCACAC is a privilege made available to eligible institutions, organizations, agencies and individuals as defined in the association's bylaws and in criteria established by the Executive Board.
2. A voting PCACAC individual member is entitled to hold only one voting NACAC membership and that shall be either in the state or regional affiliate where the institution that employs him, her, or they is located or in the state or regional affiliate where the voting member performs the majority of his, her, or their duties.
3. The Executive Board approves membership for qualifying institutions, organizations, agencies or individuals which meet the stated criteria and file a completed application with payment of full dues. Approved members are listed on the PCACAC membership roster and notice of their approval is distributed to the membership.
4. Membership in PCACAC may be terminated by a letter of resignation to the president or by action of the Executive Board. Membership shall terminate automatically if the conditions of eligibility cease to exist or if the member was ineligible at the time of application.

Article VI

Dues

The Executive Board shall establish annual membership dues for voting and nonvoting members and categories thereof.

Article VII

Officers

1. The elected officers shall be a president, president-elect, past president, Executive Vice President and Finance Vice President.
2. All elected officers shall be either the principal voting representative of a voting PCACAC member or a voting individual member of PCACAC, who is also a member of NACAC.
3. The president-elect shall be elected every year by a majority vote of the voting members before the PCACAC Annual Conference.
4. The president-elect shall succeed in sequence to the office of the president and then to the office of past president upon the annual completion of the term of each office.
5. The Executive Vice President shall be elected every third year by a majority vote taken before the Annual Conference of the PCACAC voting members.
6. The Finance Vice President shall be elected every third year by a majority vote taken before the Annual Conference of the PCACAC voting members.
7. No officer may serve more than two consecutive terms in the same office.
8. An unexpired term of the president shall be completed by the president-elect, who shall subsequently serve a normal term as president.
9. An unexpired term of the president-elect shall be filled from persons eligible under Section 2 of this Article, by appointment of the president, subject to the approval of the Executive Board. The appointee shall not succeed automatically to the office of president but shall serve until the next meeting of the membership, when a new election shall be held.
10. If a vacancy occurs in the office of the past president, it shall be filled by the most recent active past president.
11. The term of office for elected officers begins July 1.

Article VIII

Duties of the Officers

1. The President, President-Elect and Past-President shall serve for a term of one year in each respective office. The Executive Vice President and the Finance Vice President shall each serve a term of three years. Upon the expiration of their respective terms, the current President shall automatically succeed the office of Past-President and the President-Elect shall automatically succeed the office of President.
2. The President shall:
 - a. Conduct the business of the association in a responsible and professional manner.
 - b. Serve on the Leadership Team.
 - c. Call meetings, prepare the agenda, and preside at all Leadership Team, Executive Board, Full Board and general membership meetings.
 - d. Appoint the chairperson of each standing committee ~~other than those chairpersons who must be elected as delegates~~, and establish any other special committees that he/she/they deems advisable, subject to the approval of the Executive Board.
 - e. Appoint an eligible person to replace a vacancy in an unexpired term of an elected or appointed member of the Executive Board, subject to Article VII, Section 2, and the approval of the Executive Board.
 - f. Appoint an eligible person to replace an appointed chairperson who has not fulfilled the responsibilities of the position to which he/she/they was appointed. This appointment is subject to the approval of the Executive Board.
 - g. Act as the group coordinator of the “Planning and Practice” committees (Admission Practices, Current Trends and Future Issues, Past Presidents’ and Membership) to encourage collaboration among committees, ensure on-going recruitment and participation of committee members, and provide committee reports during Leadership Team meetings, as needed.
 - h. Serve as an ex-officio member of all committees, except the Nominating Committee.
 - i. Make an annual report to NACAC.
3. The President-Elect shall:
 - a. Assume the duties of President upon absence or inability of the President to serve.
 - b. Serve on the Leadership Team.
 - c. Oversee the conference planning process.

- d. Succeed to the position of President.
 - e. Act as the group coordinator of the “Professional Practice and Development” committees (Conference Chair, conference sub-committees, Professional Development and sub-committees, Meetings and Events Site coordinator) to encourage collaboration among committees, ensure on-going recruitment and participation of committee members, and provide committee reports during Leadership Team meetings, as needed.
 - f. Assume such other responsibilities as directed by the President.
4. The Past President shall:
- a. Serve as chairperson of the Nominating Committee.
 - b. Serve on the Leadership Team.
 - c. Act as the group coordinator of the “Public Advocacy and Governance” committees (Credentials; Government Relations; Inclusion, Access and Success; Nominating; **Assembly delegates**) to encourage collaboration among committees, ensure on-going recruitment and participation of committee members, and provide committee reports during Leadership Team meetings, as needed.
 - ~~d. **Serve as chief delegate in the NACAC Assembly.**~~
 - e. Assume such other responsibilities as directed by the president.
5. The Executive Vice President shall:
- a. Be responsible for the records of the association.
 - b. Serve on the Leadership Team.
 - c. Record and distribute to members the minutes of all meetings.
 - d. Act as the group coordinator of the “Communications and Marketing” committees (College Fair & College Night Coordinating, and Communications) to encourage collaboration among committees, ensure on-going recruitment and participation of committee members, and provide committee reports during Leadership Team meetings, as needed.
 - e. Assume such other responsibilities as directed by the president.
6. The Finance Vice President shall:
- a. Be responsible for the funds of the association.
 - b. Be responsible for the payment of all bills.

- c. Collect membership dues and any special assessments.
- d. Serve on the Leadership Team.
- e. Act as the chair of the “Fiscal Planning” committees (Exhibitors, Finance, Fund Development and Sponsorships) to encourage collaboration among committees, ensure on-going recruitment and participation of committee members, and provide committee reports during Leadership Team meetings, as needed.
- f. Recruit and train a deputy Finance Vice President.
- g. Assume such other responsibilities as directed by the president.

Article IX

Standing Committees

1. There shall be the following standing committees of the association:
 - a. Admission Practices Committee
 - b. College Fair and College Night Coordinating Committee
 - c. Communications Committee
 - d. Conference Committee
 - e. Credentials Committee
 - f. Current Trends and Future Issues Committee
 - g. Finance Committee
 - h. Government Relations Committee
 - i. Inclusion, Access and Success Committee
 - j. Membership Committee
 - k. Nominating Committee
 - l. Past Presidents’ Committee
 - m. Professional Development Committee

~~2.—Chairpersons of the following committees will serve concurrently as delegates to the NACAC Assembly and therefore must be elected by NACAC members in PCACAC: Admission Practices; Credentials & Bylaws; and Government Relations.~~

3. Members of the standing committees shall be appointed yearly by the chairperson of each committee and the names of the committee members shall be reported by each committee chairperson to the Executive Board.
4. All standing committees will meet annually, and at other times throughout the year as called by the committee chair.

Article X

Duties of Committees

1. Standing committees shall report their recommendations, proposals and policies to the Executive Board for presentation to general membership.
 - a. The Admission Practices Committee shall educate the membership about the best recommended approaches for professional practices and procedures in college admission and college counseling.
 - b. The College Fair and College Night Coordinating Committee shall serve as a liaison between the PCACAC Executive Board, NACAC Staff and the chairpersons of each NACAC College Fair held in the PCACAC region. The Committee shall also coordinate the college night and college fair schedule within the chapter boundaries. The Chairpersons of the College Fairs shall serve as automatic members of this committee.
 - c. The Communications Committee shall create, monitor and manage the primary communications venues used by the PCACAC organization to promote events, activities and professional networking. These include our Website, *Anchor* newsletter, Facebook page and PCACAC E-list.
 - d. The Conference Committee shall plan and execute the annual conference.
 - e. The Credentials Committee shall determine the eligibility for membership in PCACAC, investigate membership eligibility questions referred to it by the Executive Board and review the Articles of Incorporation and the Bylaws of PCACAC annually.
 - f. The Current Trends and Future Issues Committee shall annually review trends in counseling, college admission and enrollment management. The committee shall make recommendations for programs and services that educate and inform members and other publics about professional issues and trends.
 - g. The Finance Committee shall provide guidance and assistance to the Executive Board on financial and budgetary policies and issues, the annual budget, and investment and audit policies and will submit an annual budget to the Executive Board for approval.

- h. The Government Relations Committee shall identify areas of governmental policy that affect student and educational interests and formulate and recommend educational policy positions.
- i. The Inclusion, Access and Success Committee shall develop and recommend goals which promote sensitivity to human differences and guide the expansion of equal access for all students to postsecondary opportunities.
- j. The Membership Committee shall be responsible for the promotion, recruitment and retention of membership in PCACAC.
- k. The Nominating Committee shall nominate candidates for offices to be filled. This committee shall consist of five members, including the last two association presidents and three others reflecting the institutional balance relating to PCACAC membership. The chairperson of the Nominating Committee shall prepare and distribute to members at least two weeks before the Annual PCACAC Conference a list of candidates for office and a short biographical sketch of each candidate.
- l. The Past-Presidents' Committee is the steward of the Strategic Plan, ensuring continuity among presidential cycles and progress toward long term organizational goals. The committee also acts as a talent spotting group to help develop new leadership for the organization, and is a sounding board for the president on any topic.
- m. The Professional Development Committee shall develop programs, training models, and forums for professional issues and trends which will assist in the development of college admission counseling.

Article XI

Leadership Team

1. There shall be a Leadership Team of PCACAC consisting of the following:
 - a. President
 - b. President-Elect
 - c. Past President
 - d. Executive Vice President
 - e. Finance Vice President
 - f. Executive Assistant (ex-officio, non-voting)
2. The Leadership Team shall meet at least four times per year to conduct the business of the association. The Leadership Team will focus on strategic planning, fiscal well-being, cross-committee communication and joint programming.

3. Each member of the Leadership Team will assume responsibility for leading a group of related committees, encouraging collaboration among those committees, and ensuring ongoing recruitment of committee members to each committee.
 - a. President: Admission Practices Committee, Current Trends and Future Issues Committee, Membership Committee, and Past-Presidents Committee.
 - b. Past President: Credentials Committee, Government Relations Committee, Inclusion, Access and Success Committee, **and** Nominating Committee. ~~, and Assembly delegates.~~
 - c. President-Elect: Conference Committee and Professional Development Committee.
 - d. Executive Vice President: College Fair and College Night Coordinating Committee, Communications Committee.
 - e. Finance Vice President: Finance Committee, Fund Development, Exhibitors and Sponsorships

Article XII

Executive Board

1. There shall be an Executive Board of PCACAC consisting of the following:
 - a. President
 - b. President-Elect
 - c. Past President
 - d. Executive Vice President
 - e. Finance Vice President
 - f. designated standing committee chairpersons
 - 1) Admission Practices
 - 2) College Fair and College Night Coordinating
 - 3) Communications
 - 4) Conference
 - 5) Credentials and Bylaws
 - 6) Current Trends and Future Issues

- 7) Finance
 - 8) Government Relations
 - 9) Inclusion, Access and Success
 - 10) Membership
 - 11) Past Presidents
 - 12) Professional Development
 - 13) PCACAC Executive Assistant (ex-officio, non-voting)
2. The Executive Board shall have and exercise the authority of the membership and direct its affairs between membership meetings. As part of its duties it shall:
 - a. Approve applications for membership in PCACAC.
 - b. Approve standing committee chairpersons appointed by the president.
 - c. Approve the appointment of special committees to respond to PCACAC's needs.
 - d. Recommend chairpersons for the National College Fairs to NACAC.
 - e. Approve appointments made by the president to fill vacancies on the Executive Board.
 - f. Disseminate information from NACAC to PCACAC members and relay concerns and interests of the PCACAC members to NACAC.
 - g. Exercise those powers and responsibilities delegated to it by the PCACAC membership.
 - h. Approve an annual budget.
 3. Members of the Executive Board shall be entitled to full membership privileges in the membership meetings.
 4. The Executive Board will meet at least twice a year to transact the business of PCACAC.

Article XIII

Full Board

There shall be a Full Board of PCACAC to include all members of the Executive Board, ad-hoc committee chairs, sub-committee chairs, ~~delegates not serving as committee chairpersons~~, and the meetings and conference coordinator. The Full Board meets at least once a year.

Article XIV

Executive Assistant

The executive assistant shall be engaged by the Executive Board to conduct the business of PCACAC in accordance with policies and procedures established by the Executive Board. The executive assistant will assemble and update the Policies and Procedures Manual of PCACAC on an ongoing basis. This publication will include details on policies, procedures and awards of the organization. The executive assistant's employment or dismissal and all matters related thereto shall require a majority vote of the Leadership Team. The executive assistant will report directly to the President of PCACAC.

Article XV

Delegates to the Assembly of NACAC

- ~~1. PCACAC will elect delegates to the NACAC Assembly who shall serve in compliance with the provisions of the NACAC bylaws. To be eligible for election as a delegate, a candidate must be the principal representative of a voting NACAC member institution or a voting individual member of NACAC within the geographical area served by PCACAC. Elected delegates shall serve no more than two consecutive terms. Additional term(s) can be served if the delegate is appointed or elected to a position that requires service as a delegate.~~
- ~~2. Delegates will include the president, president-elect and the past president as well as the individuals elected as delegates to serve concurrently as chairpersons of the following standing committees Admission Practices, Credentials, and Government Relations.~~
- ~~3. Each delegate and alternate delegate shall be a NACAC voting member in good standing in PCACAC by July 15 immediately preceding the next annual meeting of the Assembly.~~
- ~~4. Whenever possible, one-half of the delegates elected by PCACAC shall be employed by voting member secondary institutions and voting member organizations, agencies, and institutions which provide postsecondary counseling, admission, and financial aid services, and one-half of the delegates elected by PCACAC shall be employed by voting member postsecondary educational institutions. And, whenever possible, PCACAC shall make every effort to give consideration to traditionally underrepresented members as delegates to the Assembly.~~
- ~~5. Those persons standing for election for delegates in PCACAC who are not elected shall be designated alternate delegates for the year in which they stood for election.~~
- ~~6. An alternate shall be designated by the president to represent the association in the event that a delegate is unable to attend a meeting of the Assembly.~~
- ~~7. Delegate vacancies will be filled by the president from the list of alternate delegates, in consultation with the Executive Board.~~
- ~~8. The chief delegate shall be the past president.~~
- ~~9. The chief delegate should inform PCACAC members of any association resolutions to be introduced in the Assembly prior to the annual NACAC convention.~~

~~10. At the conclusion of the annual Assembly, the chief delegate shall formally report activities of the delegation to the PCACAC membership.~~

~~11. Delegates shall:~~

~~a. Serve a three year term~~

~~b. Attend the assembly (and/or other appropriate meetings or gatherings) at the NACAC conference.~~

~~c. Be prepared to be called upon to serve or assist with a d hoc committees and other various special initiatives, in an effort to provide leadership within or support other PCACAC committees and efforts.~~

~~d. Assume such other duties as directed by the president.~~

Article XVI

Continued Eligibility of Officers ~~and Delegates to the Assembly~~

In order to remain as ~~delegates of the Assembly and/or~~ officers of PCACAC, incumbents must continue to qualify as PCACAC and NACAC voting members in accordance with the bylaws. ~~Each delegate and alternate delegate shall be a NACAC voting member in good standing in PCACAC by July 15 preceding the next annual meeting of the Assembly. In order to remain a delegate to the Assembly, an incumbent must continue to be a NACAC voting member in good standing through his/her/their term of service.~~ Each officer ~~or delegate~~ shall continue to be qualified for up to 60 days following a change in his, her, or their employment.

Article XVII

Nominations and Elections

1. Candidates for elected offices are expected to have demonstrated commitment to the goals and objectives of PCACAC and/or NACAC through involvement in its activities, such as service on one or more committees or membership on the Executive Board. Further, candidates must provide the chair of the Nominating and Elections Committee written assurance that he/she/they will attempt to meet the responsibility of his/her/their office and term and, when possible, will have his/her/their supervisor provide a written statement attesting to the support of candidacy and office to be held by the candidate's place of employment.
2. Officers of PCACAC ~~and delegates to the Assembly of NACAC~~ shall be elected by the membership and announced at the business meeting at the Annual PCACAC Conference.
3. The chairperson of the Nominating Committee shall prepare and distribute to members at least two weeks before the Annual PCACAC Conference a list of candidates for office and a short biographical sketch of each candidate.

4. The elections shall be conducted as follows:
 - a. The elections shall be conducted by the chairperson of the Nominating Committee.
 - b. The elections shall be by ballot.
 - c. The Nominating Committee will present to the membership a slate of candidates for each office to be filled.
 - d. The chairperson of the Nominating Committee will insure ballots are made available to each member who is in good standing two weeks prior to the opening date of the Annual PCACAC Conference.
 - ~~e. Only PCACAC members who are also current NACAC voting members will be allowed to vote for Delegates to the Assembly.~~
 - f. The procedure for submitting and validating the ballots will be determined by the chairperson of the Nominating Committee.
 - g. A candidate receiving a majority of the ballots cast for the office for which he/she/they is a candidate shall be elected. The president will announce the election results and immediately notify the Chief Executive Officer of NACAC.
5. Newly elected officers ~~and delegates~~ will take office July 1 of the year in which they are elected.

Article XVIII

Removal from Office

1. An Officer may be removed from office for:
 - a. Non-attendance at Leadership Team and/or Executive Board meetings
 - b. Non-contribution or non-performance
 - c. Unethical or illegal activity
 - d. Unprofessional behavior or behavior unbecoming to a member
2. Officers may be removed from office by a two-thirds vote of the voting members of the Executive Board.
- ~~3. A delegate will be permanently replaced by an alternate when:
 - ~~a. He/she/they does not meet the eligibility requirements of Article XV, Section 1 of these bylaws.~~
 - ~~b. He/she/they submits his/her/their resignation to the association president.~~
 - ~~c. He/she/they is removed by a two-thirds majority of the membership attending a general membership meeting or a special meeting called for that purpose. The removal~~~~

~~procedure will be determined by the Executive Board.~~

Article XIX XVIII

Calling of Meetings

1. Regular meetings of the Membership, the Leadership Team, the Executive Board or the Full Board may be conducted either at an in-person venue or in a virtual setting, provided that at least two weeks advance notice is presented to the meeting participants.
2. Special meetings of the Membership require at least one day's advance notice while Special meetings of the Leadership Team, the Executive Board or the Full Board may occur with less advance notice, provided a majority of the group is available to meet.
3. The president of PCACAC shall biannually call the membership to the General Membership Meeting, once during the NACAC annual conference and once during the PCACAC annual conference.
4. The president shall also call the membership into a special membership meeting upon the majority vote of the Executive Board or the majority vote of the membership.
5. The president shall call the Leadership Team for regular meetings at least four times each year.
6. The president shall call the Executive Board for regular meetings at least two times each year and shall call a special meeting of the Executive Board at any time on the request of any nine members of the Executive Board
7. The president shall call the Full Board for a regular meeting once a year.
8. Notification of every general membership meeting shall be sent to each member entitled to vote at such a meeting prior to the meeting. Notification of every regular or special meeting of the Executive Board shall be sent to each member of the Executive Board prior to such meeting. Each such notice of a special meeting shall state the purpose for which the meeting is called.

Article XIX

Parliamentary Authority

The latest edition of *Robert's Rules of Order* shall govern all matters of PCACAC business not covered by these bylaws.

Article XXI

Quorum

1. One tenth of the voting members of PCACAC entitled to vote shall constitute a quorum for any

General Membership Meeting when such a meeting has been called in accordance with these bylaws.

2. A majority of the voting members of the Executive Board shall constitute a quorum.

Article XXI

Right of Appeal

A PCACAC member who has a complaint concerning action of PCACAC may appeal to the PCACAC Executive Board for a hearing. After such a hearing, the PCACAC Executive Board decision shall be final.

Article XXIII

Amendments to Bylaws

These bylaws may be amended at any PCACAC membership meeting by a vote of two-thirds of the members attending provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of said meeting.

These Bylaws may temporarily be amended by a two-thirds (2/3) vote of the entire Executive Board, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Executive Board. The Board shall notify the members of any temporary Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments and schedule a vote at the next membership meeting to ratify the Board amendments.