



MINUTES

Association for Unmanned Vehicle Systems International Board of Directors Meeting, March 9, 2016

Attendance

Officers and Directors Present:

John Burke, Chairman
Dallas Brooks, Executive Vice Chairman
Mark Gordon, First Vice Chairman
John Lademan, Immediate Past Chairman
David Agnew
Peter Bale
Mark Blanks
Thomas Dingus
Jonathan Downey
Benjamin Gielow
Rand LeBouvier
Leonard Ligon
Lauren McCollum
Paul McDuffee
Benjamin Miller
Stewart Moorehead
Stephen Newton
David Place
David Vos
Virginia Young

Officers and Directors Absent:

Michelle Kalphat, Treasurer
Neil Hunter
William Irby

Senior Staff:

Brian Wynne
Karen Blonder
Staci Butler
Amy Crolius
Brett Davis
Michael Greeson
Thomas McMahon
Robert Thomson

Notice

Notice of the meeting was given to those entitled to receive it.

Call to Order

A regular meeting of the Association for Unmanned Vehicle Systems International Board of Directors was held at the Helicopter Association International, Alexandria, Virginia, on March 9, 2016. John Burke called the meeting to order at 9:00 a.m. A quorum was present.

Administration

Robert Thomson read aloud the Antitrust Policy reminder.

Vote: Mr. Burke called for a motion to accept the minutes of the December 3, 2015 meeting of the Board of Directors. A motion was so made and seconded; the motion carried.

CEO Report

Brian Wynne gave the CEO's Report. Items covered included efforts to identify influential contacts in companies of interest and to convey a value proposition; levels of media interest and Hill activity; and a report of key metrics and highlights of Xponential 2016.

Guest Presentation

Nat Beuse, Associate Administrator for Vehicle Safety Research, National Highway Safety Transportation Administration, briefed the board on the Administration's views and initiatives on driverless car technology.

Treasurer's Report

Mr. Thomson presented the Treasurer's Report. As of December 31, 2015, preliminary, pre-audit figures showed an operating income deficit of \$543,405, which is \$899,595 above the year-end budget target of a \$1,443,000 deficit. Mr. Thomson reviewed the trends shown on the financial dashboard.

Advocacy Committee Report

Tom McMahon presented the Advocacy Report, reviewing advocacy activities at the federal, state, local and international levels. Mr. McMahon briefed the board on the State-Federal Policy Initiative, including identifying financial commitments from corporate members and engaging resources for state-level advocacy efforts.

Nominating Committee Report

The board entered executive session. Nominating Committee chair John Lademan briefed the board on the committee's process to identify and evaluate candidates for election to the board. The committee recommended the following slate of candidates for director seats for the 2016 – 2019 term of office:

Peter Cleveland, Intel
Jonathan Downey, Airware
Jeff Lovin, Woolpert
Lauren McCollum, Lockheed Martin
Waseem Naqvi, Raytheon / AUVSI New England Chapter
James Thomsen, Seaborne Defense

Vote: Mr. Burke called for a motion to elect the slate of candidates recommended by the Nominating Committee, subject to adoption of the related bylaws amendment later in the meeting agenda, with their term of office commencing at 9:00 a.m. Central Time on Tuesday, May 3, 2016. A motion was so made and seconded; the motion carried.

The executive session ended.

Bylaws Amendments

Mr. Thomson reviewed the proposed bylaws amendments circulated to the board on February 9, 2016:

- a. To add a requirement that one director be a chapter president.
- b. To give the Board of Directors authority to designate standing committees in addition to those named in the bylaws.
- c. To give the Board of Directors authority to elect directors.

Vote: Mr. Burke called for a motion to accept the amendments to the bylaws as proposed. A motion was so made and seconded; the motion carried.

Vote: Mr. Burke called for a motion to designate the UAS Advocacy Committee as a standing committee. A motion was so made and seconded; the motion carried.

The amended bylaws are attached to and made part of these minutes.

New Business

Mr. Burke recognized the service of board members Rand LeBouvier, Stewart Moorehead, Stephen Newton and David Place, whose terms will end in May.

Review New Action Items

No action items were recorded.

Adjournment

Mr. Burke called for a motion to adjourn the meeting. A motion was so made and seconded; the motion carried. The meeting adjourned at 12:38 p.m.

BYLAWS

The Association for Unmanned Vehicle Systems International (AUVSI) *(Revised March 2016)*

ARTICLE I: NAME AND ORGANIZATION

Section 1. Name. The name of the organization shall be the Association for Unmanned Vehicle Systems International (hereinafter referred to as the “Association”).

Section 2. Organization. The Association shall be organized as an international membership association. The Association may establish chapters in accordance with these Bylaws.

ARTICLE II: OBJECTIVE

Section 1. Objective. To provide an organization for those who have a common interest in unmanned vehicle systems and robotics and who wish to:

- Foster and expand the use of unmanned vehicle systems and robotics
- Advance the technology of unmanned vehicle systems and robotics
- Exchange ideas and information in the field of unmanned vehicle systems and robotics
- Advocate for the unmanned systems and robotics industry and users
- Recognize the advances and contributions to the field of unmanned vehicle systems and robotics
- Promote the education of the membership and the general public in the field of unmanned vehicle systems and robotics
- Document the history of unmanned vehicle systems and robotics and commemorate the memory of fellow members

ARTICLE III: MEMBERSHIP

Section 1. Membership. The Association consists of three (3) classes of membership: Regular Members, Student Members, and Honorary Members. Members are considered to be in good standing and entitled to all rights and privileges of membership in the Association if all amounts owed to the Association are paid with no outstanding balance.

- (a) **Regular Membership.** Consists of Individual and Organizational members interested in the advancement of unmanned vehicle systems and robotics. Organizational members include, but are not limited to, corporations, schools, government agencies, or nonprofit organizations.

(b) Student Membership. Consists of full-time students at any educational level. Student members shall be ineligible to vote or hold an elective office.

(c) Honorary Membership. Honorary membership may be awarded at the discretion of the Board of Directors. An Honorary Member shall be ineligible to vote or hold an elective office.

Section 2. Dues. Dues for membership shall be set by the Board of Directors. Failure to pay dues in accordance with membership policies as may be adopted is cause for loss of membership. Membership shall commence upon receipt of a paid application or renewal.

Section 3. Discipline/Revocation of Membership. The Board of Directors may create policy governing the discipline of members, including the revocation of membership.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meeting. A meeting of the members shall be held annually for business the Board of Directors may deem necessary.

Section 2. Special Meetings. Special meetings of members may be called at any time by the Board of Directors, the Chairman of the Board of Directors, the President/CEO, or upon a written demand signed by at least twenty-five percent (25%) of all of the members of the Association.

Section 3. Place of Meetings. The Board of Directors may determine the location of all meetings. They can be held in person, within or outside the State of Ohio, or via authorized communications equipment. Authorized communications equipment means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects, the intention of the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other. Any voting member who uses authorized communications equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment.

Section 4. Notice of Meetings. Written notice stating the place, if any, and the time of a meeting and the means, if any, by which the voting members can be present and vote at the meeting through the use of authorized communications equipment, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or sent by the use of authorized communications equipment, or by United States mail, express mail, or courier service, with postage or fees prepaid, not less than ten or not more than sixty (60) days before the date of the meeting to each member entitled to notice using the contact information on file with the Association.

Section 5. Waiver of Notice. Notice of the place, if any, the time, and the purposes of

any meeting of members may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of the meeting. A transmission by authorized communications equipment that contains a waiver constitutes a writing for this purpose. If a member attends a meeting without protesting prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed to be waived by the member.

Section 6. Voting. Each Individual Regular Member shall be entitled to one vote at every meeting of the members. Voting at elections and votes on other matters may be conducted by mail or by the use of authorized communications equipment. Whenever any action is to be taken by a vote of the members, it shall be authorized by the affirmative vote of a majority of the members present at the meeting and entitled to vote on such actions. Participation by a member in a meeting through the use of any of the means of authorized communications equipment constitutes presence in person of that member at the meeting.

Section 7. Conduct of Meetings. The Chairman of the Board of Directors shall preside at any meeting of members. If the Chairman of the Board of Directors is absent, the Executive Vice-Chairman shall preside. If the Chairman of the Board and the Executive Vice-Chairman are absent, the First Vice-Chairman shall preside.

Section 8. Inspection Rights. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep a record giving the names, addresses, date of admission and class of membership of the members entitled to vote. Records of the Association may be inspected by any director or member entitled to vote, for any proper purpose, at any reasonable time.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Power of the Board of Directors and Qualifications of Directors. The Board of Directors shall be responsible for the general supervision of the affairs of the Association and may make such decisions or policies as it deems advisable, not inconsistent with these Bylaws. All members of the Board of Directors must be members in good standing of the Association and their dues must be current during their term in office. Members of the Board of Directors are expected to actively participate in the governance of the Association.

Section 2. Number of Directors. There shall be eighteen (18) directors, not including the Officers and Immediate Past Chairman. One director shall be president of a chapter of the Association, nominated by the Council of Chapters of the Association.

Section 3. Term. A Director shall serve on the Board for a term of three (3) years, or until his or her successor has been elected and installed or until his or her resignation or removal. The term for directors will normally commence in conjunction with the Association's primary annual conference, or on a date established by the Board of Directors, but in any case not later than the thirtieth day of September each year.

Section 4. Election. The directors shall be elected by the Board of Directors. One third (1/3) or six (6) of the directors shall be elected each year on a rotating basis. Nominations shall be made for each director seat, the term of which expires in that year, or is vacant. The Nominating Committee shall submit a recommended slate of candidates to the Board of Directors.

Section 5. Operating Procedures. The Board of Directors is authorized to establish operating procedures and policies for the Association.

Section 6. Attendance. Directors must attend regularly scheduled Board of Directors meetings. In addition, directors are expected to participate in, or chair, one or more of the committees.

Section 7. Removal of Board Members. A director may be removed from office upon written notice and concurrence of two-thirds (2/3) of the Board of Directors present and voting. Grounds for removal may include:

- (a) A director has been absent from two (2) consecutive officially called Board of Directors meetings without excuse.
- (b) A director, as the Chair of a committee, fails to provide a report at each regularly scheduled Board of Directors meeting detailing the activities of his or her committee, regardless of his ability to attend such meeting.
- (c) A director is absent for four (4) consecutive officially called Board of Directors meetings, unless he or she can show cause before the Board of Directors at its next meeting as to why he or she should not be expected to participate more actively in the affairs of the Association during the remainder of his or her term.
- (d) A director is removed for cause. "Cause" shall include, but not be limited to, breach of fiduciary duty to the Association; being found guilty of crimes involving dishonesty or breach of trust (whether civil or criminal); or engagement in any conduct or behavior which, in the judgment of the Board of Directors, is contrary to, or not in, the best interests of the Association or may bring disrepute or dishonor upon the director or the Association.
- (e) A director is no longer in good standing under Article V, Section 1.

Section 8. Vacancies.

- (a) Vacancies occurring any time after the commencement of the term of office of directors will be filled by a member appointed by the Chairman of the Board with the concurrence of a majority of the Board of Directors present and voting.
- (b) If a candidate(s) has been elected but is unwilling or unable to take office, the

vacancy will be filled by the candidate next in line according to the number of votes received in the same slate. If there are no other candidates in line for the vacancy, the Chairman of the Board may appoint a member with the concurrence of a majority of the Board of Directors present and voting.

Section 9. Resignations. Any director may resign at any time upon written notice to the Chairman of the Board.

ARTICLE VI: OFFICERS AND OTHER KEY PERSONNEL

Section 1. Officers. There shall be four (4) officers of the Board of Directors: Chairman of the Board, Executive Vice-Chairman, First Vice-Chairman, and Treasurer.

Section 2. Election and Term. The Chairman of the Board, Executive Vice-Chairman, First Vice-Chairman and the Treasurer shall be elected by the Board of Directors. Officers serve a two (2) year term. The term of office shall commence and end on the same date as directors as provided for in Article V, Section 3.

Section 3. The Chairman of the Board. The Chairman of the Board (the “Chairman”) shall exercise the powers and perform the duties assigned by these Bylaws and be the chief elected officer of the Association. The Chairman shall have full power to enforce the provisions of the Bylaws and the will of the Association and its membership and shall perform such other duties as are usually incident to the office. The Chairman shall supervise the President/CEO. The Chairman shall also be a member of the Board of Directors. No person shall serve as Chairman for more than one term of office.

Section 4. The Executive Vice-Chairman. The Executive Vice-Chairman shall perform such duties as assigned by the Chairman of the Board or by the Board of Directors of the Association in accordance with the terms of these Bylaws and shall perform such duties as are usually incident to the office. The Executive Vice-Chairman shall become Chairman of the Board, if for any reason the office is vacated between officer elections, and he or she shall discharge the duties of the Chairman of the Board, whenever, in the discretion of the Board of Directors, the disability or absence of the Chairman of the Board makes such service advisable. The Executive Vice-Chairman shall be a member of the Board of Directors.

Section 5. The First Vice-Chairman. The First Vice-Chairman shall perform such duties as assigned by the Chairman of the Board or by the Board of Directors of the Association in accordance with the terms of the Bylaws and shall perform such duties as are usually incident to the office. The First Vice-Chairman shall discharge the duties of the Chairman of the Board, whenever, in the discretion of the Board of Directors, the disability or absence of the Chairman of the Board and Executive Vice-Chairman make such service advisable. The First Vice-Chairman shall be a member of the Board of Directors.

Section 6. The Treasurer. The Treasurer shall oversee the financial affairs of the Association. The Treasurer shall make reports on the condition of the Treasury at each

regular meeting of the Board of Directors, at the end of the fiscal year and at such times as requested by the Chairman of the Board or the Board of Directors. The Treasurer shall also prepare the annual budget for approval by the Board of Directors. The Treasurer will provide fiscal projections at the request of the Chairman of the Board or the Board of Directors. The Treasurer shall be a member of the Board of Directors.

Section 7. The Immediate Past Chairman. The Immediate Past Chairman shall perform those duties assigned by the Chairman of the Board. The Immediate Past Chairman shall be a member of the Board of Directors.

Section 8. The President and Chief Executive Officer. The Board of Directors shall appoint a President and Chief Executive Officer (“President/CEO”) for the purpose of fulfilling the day-to-day operations of the Association. The President/CEO shall not be a member of the Board of Directors and is not eligible to vote or hold elective office, but shall be considered an Officer of the Association in the conduct of his specified responsibilities in the operation of the Association, including serving as the Association’s Secretary. The President/CEO shall perform such other duties as may, from time to time, be assigned by these Bylaws and by the Board of Directors, or are usually incident to the office, including the following:

- (a) The President/CEO shall serve as the primary focal point for all affairs of the Association. It is the function of President/CEO to understand the goals of the Board, determine the course of action, and then execute the plan in a timely and efficient manner. The President/CEO shall exercise discretion and use sound judgment in the execution of his/her responsibilities. The President/CEO shall work closely with the AUVSI Committee chairpersons to ensure that their agendas are implemented.
- (b) The President/CEO shall be responsible for the routine conduct of business, and the maintenance of the membership rolls and Association records and archives, including the proceedings of all meetings of the Membership and Board of Directors. The President/CEO’s responsibilities also include oversight of membership promotion and development; chapter development; database management; mailing list maintenance; public relations; advocacy; membership benefit program development and maintenance, to include payment and reimbursement for services; and other activities as shall be specified by the Chairman of the Board or the Board of Directors.
- (c) The President/CEO shall have the authority to recruit, hire and terminate employees of the Association, within the constraints of the approved budget, in order to execute his/her responsibilities.
- (d) In the event the President/CEO’s position is vacated in advance of Board appointment of a replacement, the Chairman of the Board may appoint an Acting President/CEO for a period of not more than 90 days or until the Board appoints a new President/CEO.

- (e) The President/CEO shall have the authority, subject to Board approved policies, to enter into contracts and agreements within the constraints of the approved budget in order to execute his/her responsibilities. The President/CEO may delegate this authority to staff as appropriate.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as may be determined by the Board of Directors. Regular meetings of the Board of Directors may be held at such places within or outside the State of Ohio, including by means of authorized communications equipment.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any time whenever called by the Chairman of the Board or upon the written request of any three (3) directors. Special meetings of the Board of Directors may be held at such places within or outside the State of Ohio, as the Board of Directors may determine, including by means of authorized communications equipment.

Section 3. Notice of Meetings. The President/CEO shall provide notice of all regular meetings and an agenda of business to each member of the Board of Directors at least ten (10) days prior to the date of the meeting. Notices and agenda of any special meeting of the Board of Directors shall be given at least two (2) days in advance thereof by written notice to each director either by personal delivery or mail, by overnight delivery service or authorized communications equipment.

Section 4. Quorum. One-half of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. At Special Meetings, absent members shall be counted as present provided the meeting confines its action to the matters specified in the notice and members provide their vote in writing or by authorized communications equipment prior to the meeting. If a quorum cannot be met, or Directors are absent or unable or unwilling to fulfill their duties to the Association, a majority of the directors then present shall constitute a quorum for the filling of vacancies on the Board of Directors.

Section 5. Waiver of Notice. Notice of the place, if any, the time, and the purposes of any meeting of directors may be waived in writing, either before or after the holding of such meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. A transmission by authorized communications equipment that contains a waiver constitutes a writing for this purpose. If a director attends a meeting without protesting prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed to be waived by the director.

Section 6. Action at a Meeting. An act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 7. Unanimous Consent. The Board of Directors may take action outside of a regular or special meeting with the written unanimous consent of all members of the board. Any such decision will be entered into the Association records. Any transmission by authorized communications equipment that contains an affirmative vote or approval of a director shall constitute a signed writing for purposes of this Section.

Section 8. Compensation of Directors. The Association shall not pay any compensation to directors for services rendered to the Association, except that directors may be reimbursed for expenses reasonably incurred in the performance of their duties to the Association.

Section 9. Conduct of Meetings. Meeting of the Board of Directors shall be conducted as follows:

- (a) The meetings shall be presided over by the Chairman of the Board.
- (b) Questions of procedures shall be decided in accordance with Robert's Rules of Order (Latest Edition).
- (c) The Board of Directors may, at its discretion, meet in closed sessions.
- (d) The minutes of the meetings shall be kept by the President/CEO.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees. The standing committees of the Association, established by these bylaws, are: the Executive Committee, Membership Committee, Finance and Resources Committee, and Nominating Committee. The Board of Directors may establish or discontinue additional standing committees as it deems appropriate to the interests of the Association. When establishing such an additional standing committee, the Board of Directors will specify authority for appointment of the committee chair and committee members, and may specify other rules or procedures to govern the committee's operation.

Section 2. Ad-Hoc Committees. The Board of Directors may appoint ad-hoc committees to address projects or issues of limited duration, with the intent that such ad hoc committees will be discontinued upon completion of their specified work. The Chairman of the Board shall appoint the Chairperson of an ad-hoc committee. The Chairperson of the Committee shall appoint the Committee members.

Section 3. Meetings. Each Committee shall hold meetings at such times as may be deemed necessary, after due notice to its members.

Section 4. Reports. Each Committee shall keep a record of its proceedings and shall provide a report of its activities at regular meetings and such other times as may be required by the Board of Directors.

Section 5. Removal. The Committee Chairperson may remove any member of a Committee with the concurrence of the Chairman of the Board.

Section 6. Appropriations. The Board of Directors must approve Committee appropriations.

ARTICLE IX: STANDING COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be comprised of the Chairman of the Board, Immediate Past Chairman, Executive Vice-Chairman, First Vice-Chairman, and Treasurer.

- (a) **Objectives.** The Executive Committee assists the board of directors by identifying and assessing areas or issues of concern or significance to the association and preparing recommended courses of action for consideration by the board of directors. The Executive Committee may meet, consider and make decisions on urgent Association matters which, in the judgment of the Chairman of the Board, cannot be delayed until the next regularly scheduled Board of Directors meeting.

Section 2. Membership Committee. The Chairman of the Board shall appoint the Membership Committee Chairperson and Committee members. The objective of the Membership Committee is to foster increased Association membership, improve the quality of Association support to Chapters, and increase the mutual benefit of Chapter and Association cooperation.

Section 3. Finance and Resources Committee. The Finance and Resources Committee shall be chaired by the Treasurer. The Chairman of the Board shall appoint committee members. The objective of the Finance and Resources Committee is to develop financial policies, establish budgets, monitor the financial condition of the Association, and conduct or review audits.

1. **Finance.**

- A. Develop policies to ensure that the financial affairs of the Association are conducted in accordance with good financial management practices and the directives of the Board of Directors.
- B. Select and supervise the activities of a Financial Planning Consultant for the purpose of investing the Association's funds. The Board of Directors shall determine the amount and financial risk of the investment.

2. **Budget.** The Finance and Resources Committee, in conjunction with the President/CEO, shall prepare an annual Budget. The Budget shall address the Association's financial and resource requirements for the coming year and shall

be submitted to the Board of Directors for approval at the Board Meeting prior to the end of the then current fiscal year. The Committee shall monitor actual financial performance against the budget at least quarterly; and recommend necessary changes to the budget..

3. **Audit.** The Finance and Resources Committee shall conduct an annual audit or review the annual audit conducted by an outside audit firm. The results of the audit shall be presented to the Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall consist of a Chairman and at least four (4) members, appointed by the Board of Directors, for the purpose of identifying prospective candidates for election as directors. Prior to the election of directors in any year, the Nominating Committee will present to the board of directors, for approval, a proposed slate of candidates for each expected completed term or vacancy. Final organization of candidates into voting slates, including single candidates for certain slates, as deemed appropriate by the Board, shall be approved by the Board in order to ensure adequate representation of the Association's membership. The Nominating Committee may also submit to the Board of Directors, for approval, guidelines for candidate qualification and rules for nominations and elections in any year. Such guidelines and rules shall be consistent with these Bylaws.

ARTICLE X: Chapters

Section 1. Organization. The Board of Directors shall establish policies for the formation and administration of chapters as affiliated entities with purposes in common with the Association.

Section 2. Right to Use of Name. Subject to Association trademark licensing policies and the provisions of chapter affiliation agreements Chapters shall have the right to use the name "The Association for Unmanned Vehicle Systems International (AUVSI)" and the AUVSI logo.

Section 3. Annual Activity and Financial Report. Chapters shall provide the Board of Directors an annual report of chapter activities and finances for the past year.

ARTICLE XI: INDEMNIFICATION

Each person who at any time is or shall have been a director, officer, employee or agent of the Association, or is or shall have been serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his/her heirs, executors and administrators, shall be indemnified by the Association in accordance with and to the full extent permitted by the Ohio Non-Profit Corporation Act, Chapter 1702 of the Ohio Revised Code as in effect at the time of the adoption of these Bylaws or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of their rights to which any director, officer, employee, agent, or other person may be entitled in any capacity as a matter of law

or under any regulation, agreement, note of membership or trustees, or otherwise and shall not extend to those who have acted illegally. If authorized by the Board of Directors, the Association may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Bylaws or as amended from time to time.

ARTICLE XII: AMENDMENTS

Section 1. Amendments. These Bylaws may be amended with the concurrence of two-thirds (2/3) of the members of the Board of Directors.

Section 2. Voting. Members of the Board will be provided a copy of all proposed changes and given thirty (30) days after receipt to respond. Yeas and nays shall be recorded by the President/CEO, indicating each member's vote.