

Builders Association of Minnesota Bylaws

Amended December 18, 2019

ARTICLE I - NAME AND LOCATION

Section 1. The name of this organization shall be the Builders Association of Minnesota, hereinafter referred to as the “Association” or “BAM”.

Section 2. The principal offices of this Association shall be located in Saint Paul, Minnesota.

ARTICLE II - TERRITORIAL JURISDICTION

This Association shall operate throughout the state of Minnesota and associated jurisdictional areas.

ARTICLE III - MISSION AND VISION

Mission: To help the Association’s members excel in the building and remodeling industry.

Vision: To be the most respected industry in the state of Minnesota.

ARTICLE IV - CODE OF ETHICS

The Association encourages each local association to adopt and enforce a code of ethics.

ARTICLE V – MEMBERSHIP

Section 1. The members of this Association may be members of an affiliated local association or chapter of the National Association of Home Builders (NAHB).

Section 2. Classes of membership in this Association shall be as follows:

- A. **BUILDER MEMBERSHIP** shall be open to any person, firm or corporation is a member in good standing of an affiliated local association or chapter in accordance with NAHB guidelines.
- B. **ASSOCIATE MEMBERSHIP** shall be open to any person, firm or corporation who is a member in good standing of an affiliated local association or chapter in accordance with NAHB guidelines.
- C. **OTHER CLASSES OF MEMBERSHIP.** The Board of Directors may establish from time to time other classes of membership under such terms and conditions it deems appropriate.

Section 3. It shall be a condition of membership in this Association that all members shall at the time of application be, or simultaneously with application become, and shall continue to be, members of the NAHBs and pay all applicable dues.

ARTICLE VI - MEMBERSHIP RIGHTS AND PRIVILEGES

All Builder members and Associate members are entitled to all the benefits of the Association, including the right to representation through their respective directors. In the case of other classes of membership, benefits may be provided as determined by the Association Board of Directors.

ARTICLE VII - AFFILIATED LOCAL ASSOCIATIONS AND CHAPTERS

Section 1. This Association shall accept as an affiliated local association or chapter any organized group of builders in the state of Minnesota working for the same purposes and objectives as this Association and which qualifies for affiliation.

Section 2. To qualify for affiliation, a local association shall submit a formal written application signed by its president and secretary and approved by its Board of Directors certifying:

- A. That the jurisdiction requested by such association does not conflict with the jurisdiction of any existing affiliated local association (except as provided in section 4.A of this article) and does not extend beyond the metropolitan or trading area in which applicant association is operating.
- B. That an association is composed of not less than 15 builder members in good standing, or a chapter is composed of not less than 5 builder members and 5 associate members in good standing.
- C. That the entire membership of such local association listed by name, address and membership classification will be members of this Association and are or will become members of the NAHB and will pay applicable dues. As long as there is an agreement between the members of the Arrowhead Builders Association and the Wisconsin Builders Associations, members whose address Wisconsin shall not be required to become members of this Association.
- D. That the bylaws of such local association shall be consistent with the bylaws of this Association and of the NAHB.
- E. That all members of such local association or chapter will agree to abide by the bylaws of this Association and the NAHB.

Section 3. Certification

- A. A certificate of affiliation as a member of this Association will be granted, subject to the approval of the NAHB, to the affiliated local association or chapter upon approval by the Board of Directors. Following the granting of approval, the Association shall submit a request for the issuance of a charter for a local association or chapter to the NAHB.
- B. If and when an affiliated local association or chapter shall cease to be truly representative of builders in the territory assigned to that local association, the Board of Directors may review and by a two-thirds vote to rescind such certificate of affiliation and to recommend a reassignment

of jurisdiction. A decision by the Association to rescind and reassign shall be forwarded to the NAHB for its approval.

Section 4. **Jurisdiction** of each affiliated local association shall be as defined in its charter from the NAHB:

- A. Only one association from any metropolitan area shall be approved as an affiliated local association with the exception that other associations may be elected in an area or any portion thereof upon submission to this Association in writing signed by the president and secretary and approved by the Board of Directors of the existing affiliated local association in the area specifically waiving its exclusive jurisdiction over that area.
- B. An affiliated local association shall have sole authority to control local policy and shall have jurisdiction over its members.
- C. The Board of Directors may review the territory assigned to any affiliated local association at any time for recommendation to the NAHB.

Section 5. The entire membership list of each affiliated local association or chapter must be submitted whenever specifically requested by this Association and in any case at least once a year.

Section 6. Any affiliated local association, and any committee, subcommittee, task force, or the like of any affiliated local association that proposed to use the term “Minnesota” for any purpose other than indicating a location must make a formal written request to the current BAM President. The President will appoint a task force to review the request within seven (7) days of receiving the request. Members of the task force will include two (2) BAM Board members from the requesting affiliated local association, and four (4) BAM Board members from at least three (3) additional affiliated local associations. The task force will make a written recommendation to the BAM Board of Director’s Executive Committee within forty-five (45) days of the BAM President’s receipt of the request. The BAM Board of Director’s Executive Committee will make the final decision to approve, deny or approve with modification the request within seven (7) days of receiving the task force’s recommendation.

ARTICLE VIII - DUES

Section 1. The dues structure of this Association is the management responsibility of the Board of Directors.

Section 2. Payment and Membership Term

- A. This Association’s dues for all members shall be paid to the affiliated local association on a monthly basis. It is the responsibility of the affiliated local association to submit to this Association its portion of dues.

Section 3. The amount of dues for membership in this Association shall be sent to each affiliated local association by this Association for the current calendar year and the affiliated local association shall be responsible for the collection and payment of all dues of its membership. The Association shall not send dues statements directly to members. Before dues increases are voted upon by the Association Board of Directors, a 60-day notice of the proposed dues increase shall be given to the Board of Directors, the local association presidents, and the local association executive officers. A dues increase must be approved by a two-thirds majority vote of the Association Board members present.

Section 4. Affiliated local associations shall pay dues directly to the NAHB in accordance with the provisions of the bylaws of that association.

Section 5. Special assessments as deemed necessary by the Executive Committee of the Association Board shall be approved by a two-thirds vote of the Association Board of Directors present provided the directors, affiliated local association presidents and the local association executive officers have been notified in writing at least 60 days before the action is taken by the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year for this Association will be the calendar year.

ARTICLE X - BOARD OF DIRECTORS

Section 1. The governing body of this Association shall be a Board of Directors, sometimes also referred to in these bylaws as the "Association Board". All directors must be members in good standing of the appointing affiliated local association. A majority of the Association Board at all times shall be builder members.

Section 2. When a director is no longer a member in good standing of an affiliated local association that seat is vacated immediately regardless of position or office. When there is a change in membership class verified by the NAHB that materially alters the required composition of the Board of Directors, all affected seats are vacated immediately regardless of position or office.

Section 3. The Board of Directors shall elect officers of the Association.

Section 4. Removal of a Board Member

- A. A director who is absent from two (2) consecutive regular meetings of the Board of Directors shall be declared unable to serve and the Board of Directors shall immediately declare the seat vacant. If the Board of Directors takes such action the vacated position shall be filled pursuant to article XIV.
- B. The Board of Directors shall have the authority to remove a director for cause by a majority vote of the Board of Directors.

Section 5. Composition of the Board of Directors shall be determined in the following manner:

- A. Each affiliated local association or chapter shall be entitled to representation on the Board of Directors. Each affiliated local association or chapter shall receive one voting director seat and one additional voting director seat per 100 members above 49 based on its total builder and associate membership reflected in the June 30 National Association of Home Builders membership report in the year immediately preceding the year of seat allocation.
- B. Each affiliated local association shall not have more than 49% of the voting director seats on the Board of Directors. Each affiliated local association with total builder and associate membership that qualifies it for voting director seats in excess of 49% of the voting director seats on the Board of Directors may nominate additional members to serve as non-voting directors on the Board of Directors.
- C. The Board of Directors shall have the authority to adjust terms in the case of a merger or acquisition.
- D. At any meeting of the Board of Directors that an elected director is not present, an alternate director approved by the local association shall be qualified to serve as a director at such meeting.
- E. One director from each affiliated local association delegation will be designated by the local association and serve as the primary contact between the Association board and the local association board.

Section 6. Elected Officers

- A. The President, President Elect, Builder Vice President, Associate Vice President, Secretary and Treasurer shall be elected from the Board of Directors in accordance to Article XIV.
- B. The elected officers may be at-large voting directors of the Board of Directors and these seats will not be included in the allocation of voting Board of Directors seats assigned to their affiliated local association, however, these seats will be used when calculating an affiliated local association's total percentage of membership on the Association's Board of Directors.

Section 7. Other voting members of the Board of Directors

- A. Other members of the Association's Board of Directors are the Immediate Past President, the NAHB State Representative, and the Area Ten Vice President if elected from the state of Minnesota.
- B. The Immediate Past President, NAHB State Representative, and Area Ten Vice President shall be at-large voting director of the Board of Directors and this seat will not be included in the allocation of voting Board of Directors seats assigned to their affiliated local association, however, these seats will be used when calculating an affiliated local association's total percentage of membership on the Association's Board of Directors.

Section 8. Board Terms

- A. The Association directors shall be nominated by their affiliated local associations for terms of

three years, and as far as practicable, shall by lottery be divided into three classes with one class to be elected each year. At the date of inception of the Association Board, one class shall be designated as having terms of office of one year, one class as having terms office of two years, and one class as having terms of office of three years.

- B. No director shall serve more than three consecutive full terms. If a director serves out more than eighteen months of a vacated term this will be considered one full term of service.
 - a. When a board member begins service in the office of President or President Elect this rule shall be suspended until the completion of their terms in office and the suspension rule shall include the term as Immediate Vice President.
- C. Except as provided in Article X, Section 2 and Section 4, all seated directors are entitled to serve their entire term. If an affiliated local association's total builder and associate membership results in a reduction of voting director seats on the Board of Directors, the director with the shortest term from that affiliated local association will be the first seat to expire from the Board of Directors.

Section 9. **Vacancies** occurring on the Board of Directors between Annual Meetings shall be filled pursuant to Article XIV. 2.C.

Section 10. **New affiliated local association representation on Board of Directors.**

To fill a new post on the board occasioned by the affiliation of a new local association, the affiliated local association or chapter shall nominate by appropriate procedures within their organization individuals for the director positions to which they are entitled on the Board of Directors and submit the name(s) to the Board for acknowledgment within 60 days of the date of affiliation. The Board of Directors in approving such director shall follow the provisions of Article XIV.

ARTICLE XI - MEETINGS OF THE MEMBERSHIP

Section 1. The **Annual Meeting** of the membership of this Association shall be held each year sufficiently in advance of the NAHB Annual Meeting to provide an opportunity to make the required nominations for presentation to the NAHB.

Section 2. **Special meetings** of the membership in the Association may be called at any time by the President of the Board of Directors, a majority of the Executive Committee or shall be called by the President when directed by the majority of the Board of Directors.

Section 3. **Notices** of meetings showing date, hour and place of meeting shall be given in writing to each member at least 14 days in advance of the Annual Meeting and 5 days in advance for any special meetings. Notice may be sent by regular mail, facsimile, electronic mail, or any other generally accepted method of delivery.

Section 4. All meetings will be held at such times and locations as the President may designate.

ARTICLE XII - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. **Regular meetings** of the Board of Directors shall be held at such times as determined by the President, but not less than three (3) meetings per year held once per trimester and at such locations as the President shall designate. At least ten (10) days advance notice of the time and place of such meetings shall be given to each director.

Section 2. **Special meetings** of the Board of Directors may be called by the President, the Executive Committee or by a majority of the Board of Directors upon five days notice by mail or electronic transmission to each director of the time, place and purpose of the meeting.

Section 3. An electronic conference meeting among directors, or among members of an committee designated by the Board of Directors or these bylaws, may by any means of communication through which the participants may simultaneously hear each other during the conference meeting, constitutes a meeting of the Board or the committee, if the same notice is given of the conference meeting as would be required for a regular meeting or a special meeting, and if the number of persons participating in the conference meeting would be sufficient to constitute a quorum at the meeting. Participation in a regular meeting, special meeting or electronic conference meeting by such means constitutes personal presence at the meeting.

Section 4. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is waiver of the notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the Association.

Section 5. A quorum shall consist of a majority of the Board of Directors

Section 6. Each director present at a meeting is entitled to one vote.

Section 7. A majority of those present shall determine any action, unless otherwise specifically provided in these bylaws.

ARTICLE XIII – OFFICER QUALIFICATIONS AND LEADERSHIP PROGRESSION

Section 1. Elected officers of the Association shall consist of the President, President Elect, Builder Vice President, Associate Vice President, Secretary, and Treasurer. The individual holding the office of President Elect in any given year shall succeed to the office of President in the following year. The Builder Vice President and Associate Vice President shall be builder and associate members of the

Association respectively.

Section 2. All elected officers shall hold office for one year until their successors are elected and qualified.

Section 3. All elected officers and the Immediate Past President shall be members in good standing of their affiliated local association. When an officer is no longer a member in good standing of an affiliated local association that seat is vacated immediately regardless of position or office.

Section 4. Prior to being elected as an officer, the member must be a director of the Association for at least two years in the prior five years.

Section 5. Duties of the officers of this Association shall be:

- A. The **President** shall be the chief officer of this Association and shall preside at its meetings, and meetings of the Board of Directors and the Executive Committee. The President shall have the authority to represent the Association and act in its name subject only to its declared policies. The President shall appoint all committee chairs, shall be an ex-officio member of all committees and shall perform all other duties usual to such office. In the event of the absence, disability, resignation or death of the President, the President Elect, the Builder Vice President, Associate Vice President, Secretary and Treasurer, and the NAHB State Representative, in that order, will discharge the duties of the President of the Association.
- B. The **President Elect** shall in the absence of the President, or upon the President's direction perform all the duties of the President.
- C. The **Builder Vice President** shall represent the specific interests of the builder members of the Association and fulfill other duties as directed by the President.
- D. The **Associate Vice President** shall represent the specific interest of the associate members of the Association and fulfill other duties as directed by the President.
- E. The **Secretary** shall fulfill duties as directed by the President.
- F. The **Treasurer** shall have general charge of the financial affairs of this Association and fulfill duties as directed by the President.
- G. The **Immediate Past President** shall provide advice and perform duties from time to time as requested by the President.

Section 6. Officer Removal

- A. An officer who is absent from two (2) consecutive regular meetings of the Executive Committee shall be declared unable to serve and the Board of Directors shall immediately declare the seat and the officer position vacant. The vacated position shall be filled pursuant to Article XIV, section 4.
- B. An officer who is not a member of an affiliated local association shall be declared unable to serve and the seat and officer position shall be declared vacant, except that the Board of Directors may act to allow a member to remain an elected officer through the member's current term. The vacated position shall be filled pursuant to Article XIV, section 4.

- C. The Board of Directors shall have the authority to remove an officer for cause by a majority vote of the Board of Directors.

ARTICLE XIV – ELECTIONS

Section 1. Nominations

- A. Candidates for the positions of Builder Vice President and Associate Vice President must be builder and associate members respectively. The Nominating Committee shall seek qualified candidates and review the credentials of all individuals who have expressed an interest in running for office to fill the elective positions. Following review of the candidates the Nominating Committee shall present a slate of candidates to fill the elective positions to the Board of Directors at least thirty (30) days prior to the board meeting at which an election will take place.
- B. Any member may run for any of the elected offices if their name and credentials are submitted to the Nominating Committee for consideration forty-five (45) days prior to the meeting when candidates are to be elected. At the meeting when the slate of candidates is to be elected, the President shall call for the name of any member of the Association wishing to be nominated as a candidate interested in running for any of the elected offices. Any nominations brought forward shall have their credentials reviewed by the Nominating Committee and certified as being eligible for running for office. A majority of the Executive Committee must be builder members.

Section 2. Election of Directors

- A. Affiliated local associations and chapters shall nominate from within their organizations individuals to fill the seats to which they are entitled on the Board of Directors. The names of all nominees shall be submitted in writing by local associations and chapters not less than forty-five (45) days before the Annual Meeting whereupon the Board of Directors by simple majority shall be elected.
- B. The term of office of directors shall begin on January 1 next following their election.
- C. In the case of a vacancy on the Board of Directors by way of death, resignation, change in membership class or removal, the local association or chapter may immediately nominate an individual to fill the unexpired terms of the vacant position. The Board of Directors shall approve all such nominations at the next scheduled meeting of the Board of Directors.

Section 3. Election of Officers

- A. The Builder Vice President, Associate Vice President, Secretary, and Treasurer (and the President and President Elect, in the event that the leadership progression is disrupted for any reason in a given year) shall each be elected by majority vote of the Association Board of Directors during the last board meeting of the calendar year.
- B. In the case of a contested election, election shall take place by secret ballot. In the event a

majority is not obtained, a second vote shall be taken on the two candidates receiving the highest number of votes.

Section 4. Officer Vacancies

In the case of a vacancy in any of the officer positions of the Association due to death, resignation, change in membership class, or removal, all members of the Board of Directors shall be immediately notified and requests made for the submission of the name of a possible replacement to the Nominating Committee. From the names so submitted, or additional names submitted upon its own initiative, the Nominating Committee shall identify a replacement, confirm that individual's credentials, and recommend a replacement to the Executive Committee. Within 15 days of the Nominating Committee's recommendation to the Executive Committee the Board of Directors shall be notified of the recommended replacement. The Board of Directors shall vote on the replacement by mail, electronic communication or in person within 5 days of the receipt of notice. Election shall be by simple majority of those voting.

ARTICLE XV – REMOVAL OF DIRECTOR OR OFFICER FOR CAUSE

If an alleged violation by an officer or director is brought to the attention of the Officers, the Officers shall designate a three-member committee comprised of voting members of the Board of Directors as a disciplinary committee to determine the validity of the accusation.

The committee shall determine what, if any, sanctions are to be imposed on an individual officer or director of this Association for conduct reflecting discredit on the home building industry, or does not comply with the Association's Fiduciary Responsibilities Policy, or operates against the best interests of the Association.

The committee shall make recommendations to the Board of Directors. Upon receipt of the committee's recommendations, the Board of Directors may take the disciplinary action it deems appropriate, including the suspension, exclusion, or removal from the Association's Executive Committee or Board of Directors of the officer or director.

ARTICLE XVI – COMMITTEES

Section 1. There shall be the following committees:

- A. The **Executive Committee** shall consist of the president as chair, president elect, builder vice president, associate vice president, secretary, treasurer, immediate past president, the NAHB State Representative and the Area 10 National Vice President if elected from the state of Minnesota. A majority of the members of the Executive Committee shall be builder members. Any single affiliated local association shall not have more than 1/3 of the voting officer seats on

the Executive Committee. No alternates will be allowed for named officers.

1. This committee shall conduct the affairs of the Association in accordance with the bylaws, policies and instructions of the Board of Directors. It shall be the policy and steering committee of the Association and shall be responsible for establishing a budget for financing the Association and for all matters of policy and public statement subject to the approval of the Board of Directors.
 2. Meetings of the Executive Committee may be held each month at a time and place determined by the president.
 3. The NAHB state representative and Area 10 National Vice President if elected from the state of Minnesota are ex-officio (non-voting) members of the Executive Committee.
- B. The **Nominations Committee** shall consist of the President, the President Elect, a Past President and a Past Associate Vice President. The President shall serve as chair of the Nominations Committee.
- C. The **Legal Action Committee** (LAC) shall be a standing committee of the Board of Directors. The LAC shall have the duty and responsibility for determining participation in legal cases pursuant to the approved LAC guidelines and within the budget allocated through the member assessment. The LAC will consist of 10 members of the Association to be appointed by the president to a staggered three-year term and ratified by the Executive Committee. No more than 6 members may come from one affiliated local association. No member shall serve as an officer on any other legal action entity serving the Minnesota builder and developer industry excluding the NAHB legal action committee. The committee will elect a chair from its members and the chair must be a member of the Board of Directors. The Chair of the LAC should report to the Board of Directors at all regular meetings of the Board of Directors. The Executive Committee shall be informed of any estimated expenditure exceeding \$100,000 or 25% of the fund's balance whichever amount is less.
- D. There may be **other committees as designated** by the Board of Directors and/or the Executive Committee. The Chair of all Committees must be chosen from the current Board of Directors and appointed by the President. Unless otherwise provided by these bylaws, committees are open to all members of the Association.

Section 2. Meetings of all committees shall be upon the call of the chair. Between meetings, a vote by mail or electronic communication or two-thirds of the membership of the committee shall determine any action. Each committee chair will designate a secretary who will keep the minutes of the committee meetings.

Section 3. A quorum of all committees shall be a majority of the membership of the committee present, unless otherwise provided by these bylaws.

Section 4. Committee reports shall be made regularly in writing by the chair to the Board of Directors. The acceptance of reports by the Board of Directors shall not constitute policy or authorize the expenditure of funds by the Association.

Section 5. The Board of Directors shall have the right to authorize the formation of councils as deemed appropriate.

- A. The board may establish a dues structure for members of such councils.
- B. Each council shall abide by the rules and regulations established by the Association's Board of Directors relating to approval of projects, submission of budgets and other matters relating to the operations of the council.

ARTICLE XVII - FINANCE

Section 1. This Association shall operate as a non-profit organization. In the event of its dissolution, all Association funds and property shall be applied to payment of its debts and the surplus, if any, shall be donated to the NAHB, and no part thereof shall inure to the benefit of any member or other individual.

Section 2. All funds of the Association shall be placed in a depository approved by the Board of Directors. All checks must be signed by one (1) of the following officers: President, President Elect, Builder Vice President, Associate Vice President, Secretary, Treasurer or Executive Vice President. Two signatures are required for single expenditures over \$20,000.

Section 3. The Board of Directors shall adopt a budget for each calendar year. The Association shall function within the budget.

Section 4. An end of year financial statement of the Association must be presented by a certified public accountant to the members of the Board of Directors, accompanied with a report by the treasurer. At least every five years, a financial review shall be prepared by a certified public accountant and presented at a meeting of the Board of Directors immediately following completion of the review, accompanied by a report from the treasurer. At least every ten years or at the discretion of the Executive Committee or when there is a change in executive vice president, an audit may be conducted and presented at a meeting of Board of Directors.

Section 5. No Association funds shall be expended except as authorized by the Board of Directors.

ARTICLE XVIII - ADMINISTRATIVE OFFICERS AND STAFF

Section 1. The chief administrative officer of this Association shall be an Executive Vice President who shall be employed by the Board of Directors upon such terms rate of compensation as fixed from time to time by the Executive Committee.

Section 2. It shall be the duty of the Executive Vice President to supervise the staff and perform duties usual to such office and such other duties as may be delegated to the office by the Board of Directors, the Executive Committee, or the President.

Section 3. The Executive Vice President shall employ an adequate staff to carry on the business of this Association as instructed by the Executive Board.

ARTICLE XIX – NAHB STATE REPRESENTATIVE

Section 1. The NAHB State Representative shall comply with NAHB requirements and shall be elected from nominations made by each affiliated local association and voted on by the Board of Directors at its final meeting of the year. The Nominating Committee may also nominate one or more candidates for the position.

Section 2. The NAHB State Representative shall perform the functions as prescribed by the NAHB. The NAHB state representative shall report to the Board of Directors.

Section 3. The NAHB State Representative shall assist with supporting existing local affiliates and forming new local affiliates.

ARTICLE XX - ORDER OF BUSINESS AND RULES OF ORDER

Section 1. The rules contained in Roberts Rules of Order, Revised, shall govern this Association in all cases to which they are applicable, including meetings of the membership and Board of Directors, if not inconsistent with these bylaws or other special rules which may be adopted by the Association from time to time.

Section 2. Participation in any meetings of the Board of Directors, the Executive Committee, or any other committee meeting may be by means of conference telephone or other telephonic or electronic communications that permits all persons participating in the meeting to hear and respond to each other. Such participation shall constitute presence in person at the meeting.

Section 3. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all the directors consent to action in writing or electronic transmission. The writing or writings or electronic transmission shall be filed with the minutes of the proceedings of the Executive Committee.

ARTICLE XXI – POLICY MANUAL

The Association shall have a policy manual to assist in the guidance and management of the association. The policy manual shall reflect the policies of the association as directed by the executive board and the executive vice president. The policy manual may be amended by action of the Executive Committee of the Board of Directors.

ARTICLE XXII – AMENDMENTS

These bylaws and the Articles of Incorporation may be amended by a two-thirds vote of all the duly chosen and sworn members of the Board of Directors provided the substance of the proposed amendments shall have been submitted to the directors at least sixty (60) days in advance. The 60-day notice requirement may be waived if 90% of the members of the Board of Directors waive in writing such notice.

Bylaws amendments shall be supported by a resolution of no less than three affiliated local associations' board of directors prior to being voted on by the Board of Directors. Prior to a vote of the Board of Directors, proposed amendments to the bylaws shall be referred to a bylaws review committee, if such a committee is appointed, for study and necessary revisions.