

**AGNES SCOTT COLLEGE ALUMNAE
ASSOCIATION
CONSTITUTION & BYLAWS**

TABLE OF CONTENTS

CONSTITUTION OF THE AGNES SCOTT COLLEGE ALUMNAE ASSOCIATION.....	1-2
ARTICLE 1: NAME	1
ARTICLE 2: ARTICLE II: MISSION OF THE ASSOCIATION.....	1
ARTICLE 3: ASSOCIATION MEMBERSHIP AND MEETINGS	1
3.1. <i>In General</i>	1
3.2. <i>Meetings</i>	1
3.3. <i>Voting</i>	1
3.4. <i>Quorum</i>	2
ARTICLE 4: ARTICLE IV: BOARD OF DIRECTORS	2
4.1. <i>Mission of the Board of Directors</i>	2
4.2. <i>Authority of Board of Directors</i>	2
4.3. <i>Organization of the Board of Directors</i>	2
4.4. <i>Composition of the Board</i>	3
4.5. <i>Size of the board</i>	3
4.6. <i>Nomination and selection process</i>	3
4.7. <i>Terms of office</i>	4
4.8. <i>Vacancies on the board and special terms</i>	4
4.9. <i>Qualification of board Members</i>	5
4.10. <i>Code of Conduct</i>	5
4.11. <i>Removal of Director(s)</i>	5
4.12. <i>Resignation of a Director</i>	6
4.13. <i>Regular meetings</i> :	6
4.14. <i>Special Meetings</i>	6
4.15. <i>Meeting Attendance</i>	6
4.16. <i>Quorum</i>	6
ARTICLE 5: OFFICERS.....	6
5.1. <i>In general</i>	6
5.2. <i>President</i>	6
5.3. <i>Immediate past president</i>	7
5.4. <i>President-elect</i>	7
5.5. <i>Secretary/ Parliamentarian</i>	7
5.6. <i>Member-at-Large</i>	7
5.7. <i>Other authority and duties</i>	7
5.8. <i>Election and Appointment of Officers</i>	7
ARTICLE 6: AFFILIATED ORGANIZATIONS	7
6.1. <i>Classes</i>	7
6.2. <i>Local chapters</i>	7
6.3. <i>Alumnae relations staff</i>	8

ARTICLE 7.:	EXPENSES, DEPOSITORIES AND FISCAL YEAR	8
7.1.	<i>Depositories</i>	8
7.2.	<i>Fiscal year and Financial Affairs.....</i>	8
7.3.	<i>Expenses</i>	8
ARTICLE 8.:	AMENDMENT OF CONSTITUTION OR BYLAWS.....	8
8.1.	<i>Amendments.....</i>	8
8.2.	<i>Review</i>	8

CONSTITUTION OF THE AGNES SCOTT COLLEGE ALUMNAE ASSOCIATION

ARTICLE 1: NAME

The name of this Association shall be the Agnes Scott College Alumnae Association.

ARTICLE 2: MISSION

The Agnes Scott Alumnae Association promotes partnership between alumnae and the college. The Agnes Scott Alumnae Association strengthens bonds and understanding in a diverse alumnae community. The Agnes Scott Alumnae Association advocates increased alumnae engagement with the college.

ARTICLE 3: ASSOCIATION MEMBERSHIP AND MEETINGS

All graduates and non-graduates of Agnes Scott College's undergraduate program who earned at least 12 academic credits are Members of the Agnes Scott Alumnae Association. From the graduate programs, all those who complete a certificate, post-baccalaureate program, or graduate degree shall be considered Members of the Agnes Scott Alumnae Association.

The Agnes Scott Alumnae Association shall hold an annual meeting during Alumnae Weekend, with such time and place to be determined by the Board of Directors. Notice of the meeting shall be given to Members of the Agnes Scott Alumnae Association not less than one month before the date of the meeting.

ARTICLE 4: BOARD OF DIRECTORS

The activities of the Agnes Scott Alumnae Association shall be regulated by a Board of Directors composed of officers and Directors who reflect the diverse nature of the alumnae population, as provided in the Agnes Scott Alumnae Association bylaws (the "Board of Directors" or "Directors").

ARTICLE 5: OFFICERS

The officers shall include a president, president-elect or Member-at-large (in alternating years), immediate past president, and secretary/parliamentarian. Other officers may be added as deemed necessary and approved by the Board of Directors.

ARTICLE 6: AFFILIATED ORGANIZATIONS

Affiliated organizations include classes, chapters and alumnae relations office staff.

ARTICLE 7: DEPOSITORIES AND FISCAL YEAR

All funds of the Agnes Scott Alumnae Association shall be deposited in the name of the Association with Agnes Scott College.

The fiscal year of the Agnes Scott Alumnae Association shall be the same as that of Agnes Scott College.

ARTICLE 8: AMENDMENT OF CONSTITUTION OR BYLAWS

The Members of the Agnes Scott Alumnae Association, by a simple majority vote, shall have the power to alter, amend or repeal the constitution or bylaws and/or to adopt a new constitution or bylaws. This power may be exercised at any annual meeting of the Members of the Agnes Scott

Alumnae Association, or at any special meeting of the Members of the Agnes Scott Alumnae Association where such proposed action has been announced in the call and notice of such meeting or where the requirements of call and notice have been waived, provided that no proposal for such action may be presented to the Members without the prior approval of a two-thirds majority of the Board of Directors. Vote may be made by proxy, as set forth in Section 3.3 of the Agnes Scott Alumnae Association bylaws.

BYLAWS OF THE AGNES SCOTT COLLEGE ALUMNAE ASSOCIATION

ARTICLE 1.: NAME

The name of this association shall be the Agnes Scott College Alumnae Association (the Association”).

ARTICLE 2.: ARTICLE II: MISSION OF THE ASSOCIATION

The Agnes Scott Alumnae Association promotes partnership between alumnae and the college.

The Association strengthens bonds and understanding in a diverse alumnae community.

The Association advocates increased alumnae engagement with the college.

ARTICLE 3.: ASSOCIATION MEMBERSHIP AND MEETINGS

3.1. *In General:* All graduates and non-graduates of the Agnes Scott College undergraduate program who earned at least twelve (12) academic credits are Members of the Association. From the graduate programs, all those who complete a certificate, post-baccalaureate program, or graduate degree shall be considered Members of the Association. All such members are hereinafter deemed “Members”.

3.2. *Meetings:* The annual meeting of the Association shall be held each year during Alumnae Weekend. The purpose of the meeting is to receive reports of operation of the Board of Directors, elect Members of the Board of Directors and the president-elect (in alternate years) and transact such other business as may be brought before the meeting, whether stated in the meeting notice or not. The Members may, by resolution, provide for the time and the place of other regular meetings. Special meetings of the Association may be called by the Board of Directors or the executive committee, to be held at such time and place as shall be fixed by the Board of Directors or the executive committee. Notice of the time, place and purpose of all meetings shall be communicated by the senior director of alumnae relations to Members, according to current contact information, at least thirty (30) days prior to the meeting. Such notice shall be considered sufficient whether communicated in digital and/or printed form. Any Member may execute a waiver of proper notice either before or after any meeting, and shall be deemed to have waived notice if present at such meeting.

3.3. *Voting:* Each Member of the Association is entitled to one vote for each nominee or for the entire slate of nominees for the Board of Directors and, in alternating years, for the office of president-elect. In addition, the Membership may vote for such other business as may be brought before any meeting, unless according to this constitution or these bylaws, a different voting method is required, in which case such express provision shall govern and control the decision-making method for such business. Each Member may vote in person, by proxy, executed in writing by the Member, or electronically. All proxies must arrive at the Office of Alumnae Relations no later than five (5) days prior to the annual meeting.

3.4. *Quorum*: The Members of the Association present in person, present digitally or represented by proxy shall constitute a quorum for the transaction of business at any meeting, except as otherwise provided by the constitution or these bylaws. The vote of a simple majority shall be the act of the Members, unless a greater vote is required by the constitution or by these bylaws.

ARTICLE 4.: ARTICLE IV: BOARD OF DIRECTORS

4.1. *Mission of the Board of Directors*: The mission of the Agnes Scott College Alumnae Association Board of Directors is to advance and support the mission of the Association, consistent with its constitution.

4.2. *Authority of Board of Directors*

(a) The Board of Directors shall manage the business and affairs of the Association and may exercise all powers of the Association, subject to any restrictions imposed by the constitution or bylaws.

(b) The Board of Directors has the authority to establish committees, standing or ad hoc, to accomplish the work of the Association, and to abolish any committee or similar group previously created, to delegate authority and responsibilities of the Board of Directors to any such committee and otherwise define their responsibilities, to change any such delegations or definitions of responsibilities previously established, to increase, reduce, or change its Membership or to take any other desired action deemed appropriate with respect thereto; provided in all cases that such actions are consistent with the provisions of the constitution and bylaws of the Association. All actions of any committee and of the president with respect to such committees are subject to the approval of the Board of Directors.

(c) The executive committee of the Board of Directors, acting in its role of delegated authority, shall have authority to constitute other committees other than a standing committee.

4.3. *Organization of the Board of Directors*

(a) Committees - The chairs of each committee, standing or ad hoc, in their discretion may appoint members of their committees to perform functions expedient to the operation and activity of the Association. Chairs of the committees, except the nominating committee, shall be appointed annually by the president and preferably shall be in the second or third year of their three-year term. The name, duties and procedures of each standing committee shall be governed by guidelines prepared by the Board of Directors and the alumnae relations staff. The senior director of alumnae relations shall assign a member of the alumnae relations staff to support each standing committee. The president of the Association serves as a member of all committees except the nominating committee.

(b) *Executive Committee* - The executive committee is a standing committee and shall be comprised of: (1) the officers of the Association, (2) designated board Member(s)-at-large (appointed by the president in alternating years), and (3) the senior director of alumnae relations, who shall be a non-voting Member of the committee. The executive committee shall have five (5) members. The executive committee shall make decisions by a simple majority

vote, except for in cases where there may be a deadlock, in which case, the senior director of alumnae relations shall vote in order to break such deadlock. If, for any reason, a Member of the executive committee is unable to vote on this issue for reasons of a conflict, the former Immediate Past President of the Association shall be invited to return to vote on the matter, ensuring the simple majority required for such action. The executive committee shall advise the Board of Directors on matters within its special competence and undertake special projects in furtherance of the purposes of the Association.

(c) Between meetings of the Board of Directors, as a representative of the entire Board of Directors, the executive committee may exercise all the powers of the Board of Directors. The Directors present in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting shall constitute a quorum of the executive committee for the transaction of business at any meeting, except as otherwise provided by the constitution or by these bylaws.

(d) *Nominating committee* - The nominating committee shall be a standing committee of the Association. The immediate past president of the Association shall serve as chair of the nominating committee or, if unable to serve, a chair shall be appointed by the president. The nominating committee shall be comprised of officers of the executive committee (except for the current president) or other Directors, as appointed by the chair. The nominating committee shall also be comprised of the secretary to the Board of Trustees, a representative from the office of development, and the senior director of alumnae relations, all of whom shall serve ex-officio. In consideration of the current list of nominees and the strategic needs of the board, the nominating committee shall propose candidates for election as officers and Directors, and shall be responsible for sending notice about the annual election and overseeing the annual election, as provided in Section 4.6.

4.4. *Composition of the Board:* The Board of Directors shall consist of (1) the officers; (2) Directors who represent each decade of living alumnae, according to their ability to serve, and who represent the diverse geographic, demographic, skills and experiences of the alumnae population; (3) the senior director of alumnae relations, who shall be a non-voting Member; and (4) select current students of Agnes Scott College, who shall be non-voting Directors.

The Board of Directors shall be elected by the Members of the Association at the annual meeting, with the exception of the immediate past president; the senior director of alumnae relations, who serves at the pleasure of Agnes Scott College; and the students, who shall be appointed ex-officio to the board annually by the executive committee based upon their seniority and their service to the college.

4.5. *Size of the board:* The total number of Members of the Board of Directors shall be comprised of no fewer than sixteen (16) Members and no more than thirty-five (35) Members, including non-voting Members. The Board of Directors may, by resolution, fix the precise number of Directors between the stated limits, but any reduction in the number of Directors shall take effect only at the expiration of the term of office of the Directors whose offices are to be eliminated or upon their earlier resignation.

4.6. *Nomination and selection process:* Nominations for Directors will be received year-round. Nominations received after the nominations slate is assembled shall be held for future consideration.

Any Member of the Association may nominate themselves or another Member of the Association. Nominations must include the full name (including name at graduation and current name), class year, a brief summary of service and commitment to the college, and a brief bio or resume.

Nominations considered and not selected will remain active for a period of three years from the date of the original nomination. The committee meets annually to determine the recommended slate of nominations for Members and officers based on expected vacancies in the coming year. The Board of Directors shall vote on the recommended nominations at a regular meeting, prior to the vote of affirmation by the Association Membership. The November board meeting is suggested for such vote.

The Board-approved nomination slate shall be presented to the Association by the office of alumnae relations not less than thirty (30) days prior to the annual meeting of the Association. Such notice shall be considered sufficient whether communicated in digital and/or printed form. The Membership shall vote on the slate of nominees at its annual meeting, typically held during convocation of Alumnae Weekend. In addition, in alternating years, the nominating committee shall also present a nomination for president-elect.

4.7. *Terms of office:* The term of each elected Board of Director shall be a three (3) year general term. A Director may be eligible for re-election to serve a second three (3) year general term. The Board of Directors is established to ensure that the terms of office for not more than one-third (1/3) of the elected Members shall expire each year. The terms of office of the Members of the Board of Directors shall commence immediately following adjournment of the annual meeting, at which time the term of the predecessor of such Member expires.

4.8. *Vacancies on the board and special terms:* In instances where the Director has special expertise not otherwise represented on the board, is integral to a special initiative not yet completed at the end of the initial term, or the nominating committee has experienced difficulty finding an alumnae within the same decade willing/able to serve, to fill a vacancy, or any other reason as determined by the nominating committee, the committee may appoint a Member to serve an additional 1-year term (a “special” term).

(a) In no event shall a Member serve for more than two (2) consecutive general terms as a Board of Director, and in no event shall a Member serve more than two (2) consecutive special terms. Terms as Member officer of the executive committee are considered a unique term and do not count as either general or special terms.

(b) The ex-officio student Member(s) shall serve for a term of one year. A student Member may serve for a second term, at the discretion of the nominating committee.

(c) A vacancy on the Board of Directors occurring between annual meetings shall be filled only if the vacancy is an executive committee position or reduces the number on the Board of Directors to below the minimum of sixteen (16) Directors. In the case of a vacancy among the officers, the open position shall be filled by another Member of the executive committee or a current Director, and must be approved by the Board of Directors at any regular meeting or special meeting of the Board of Directors called for that purpose until a regular meeting of the Association is held. If the vacancy must be filled to maintain the minimum Membership, then a candidate may be presented by the nominating committee and

approved by the Board of Directors at any regular meeting or special meeting called for that purpose until a regular meeting of the Association is held.

4.9. *Qualification of board Members:* Elected, voting Members of the Board of Directors shall be at least twenty-one (21) years old, shall be Members of the Association and shall have demonstrated, in the opinion of the nominating committee, a commitment to the college and its values, and skills and abilities that will strengthen the Association and the Board of Directors.

4.10. *Code of Conduct:* Alumnae Board Directors are public advocates of and ambassadors for Agnes Scott College. As highly visible representatives of Agnes Scott College, Directors should use their positions in the community to build goodwill for Agnes Scott College. This extends to building a culture among alumnae that enhances the connection to the college and is conducive to philanthropy, to contribute to strong alumnae networks that assist alumnae and students in finding jobs and progressing in their chosen fields, in either paid or unpaid work, and to reach out to prospective students and their parents and, generally, to extend the good reputation of the college. Directors are expected to be active representatives of the Alumnae Association, exemplified by attendance at scheduled Board meetings, the annual meeting of the Association, on campus and/or local area alumnae events.

(b) Directors are expected to interpret campus issues in a way that provides understanding and enhances connection to the college and its reputation. In addition, Directors cannot know everything and therefore are called to recognize when silence is preferable, especially when the facts about a given issue are not known or are unclear to the Director.

(c) Each Director must guard against any behavior in which self-interest outweighs the good of the institution. Directors must avoid situations that could create the appearance of a conflict of interest. They are expected to ensure that their personal relationships with faculty, staff and students are conducted in an appropriate manner.

(d) Each Director is expected to attend the meetings of the Board, pursuant to section 4.15.

4.11. *Removal of Director(s):* In their discretion, the executive committee may remove from office, with a simple majority vote, any Director for violation of the code of conduct outlined in section 4.10 above. Notwithstanding the foregoing, any Member of the Association or Board of Directors may call to remove a Director or officer, for cause, provided that a statement of the reason(s) for cause of removal shall be delivered to the executive committee, in writing. The Director or officer shall be given an opportunity to be heard and the matter considered by the executive committee at a time and place deemed proper by the executive committee. The executive committee will then act, by majority vote, on the removal of any such person or persons, for cause. If, for any reason, a Member of the executive committee is unable to vote on this issue for reasons of a conflict, the senior director of alumnae relations shall be entitled to vote in order to break such deadlock. If, for any reason, a Member of the executive committee is unable to vote on this issue for reasons of a conflict, the former Immediate Past President of the Association shall be invited to return to vote on the matter, ensuring the simple majority required for such removal.

4.12. *Resignation of a Director*: Any Director may resign by delivering a written resignation to the President of the Association. Such resignation is effective upon receipt, unless specified to be effective at some later date.

4.13. *Regular meetings*: Regular meetings of the Board of Directors, for the purpose of transacting such business as may be brought before the meeting, shall be held three (3) times per year, generally in August, November and February, plus the annual meeting of the Alumnae Association, generally held during Alumnae Weekend, for a total of four (4) meetings per year. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and notice of such regular meetings shall be given to each Director by the senior director of alumnae relations not less than one (1) month before the date of the meeting.

4.14. *Special Meetings*: Special meetings of the Board of Directors may be called by the president of the Board, the immediate past president, the senior director of alumnae relations, or by not less than one-third (1/3) of the Members of the Board of Directors, and notice of the time, place and purpose of such meeting shall be communicated to each Member of the Board of Directors by the person calling the meeting at least three (3) days before the meeting. Any Member of the Board of Directors may execute a waiver of notice either before or after any meeting and shall be deemed to have waived notice if present at such meeting. Any meeting may be held at any place designated in the notice. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

4.15. *Meeting Attendance*: Section 4.10 articulates the Code of Conduct for Directors, with meeting attendance as a key feature of Board service. Failure to attend two regular meetings during a term without an appropriate excuse accepted by the Board may be cause for removal by the Board under Section 4.11 of these bylaws, which is at the sole discretion of the board.

4.16. *Quorum*: A simple majority of 50% plus one of the voting Directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum of the board is present, the vote of a majority shall be the act of the Board of Directors unless a greater vote is required by the constitution or these bylaws.

ARTICLE 5.: OFFICERS

5.1. *In general*: The officers of the Association shall consist of a president, an immediate past president, a president-elect or Member-at-large (in alternating years), and a secretary/parliamentarian, and such other officers as may be elected by the Members of the Association. Other officers may be added as deemed necessary and approved by the Board of Directors. No person may hold more than one office of the Association.

5.2. *President* : The term of president is a two (2) year term. The president shall be responsible for carrying out the mission of the Association. The president shall be a member of all committees (standing or ad hoc), except the nominating committee. The president shall serve one (1) four-year term on the Board of Trustees of Agnes Scott College, at the pleasure of the Board of Trustees, and shall make an annual report to the Alumnae Association Board of Directors, the general Membership of the Association, and the Board of Trustees of Agnes Scott College. The president, in conjunction with the Office of Alumnae Relations, shall have responsibility for supporting the

programs of the Association, managing the business and operations of the Association and representing the Association at various events, such as the Association's annual meeting, commencement, and in college publications.

5.3. *Immediate past president:* The immediate past president is that person who served as president during the preceding term. The immediate past president shall serve automatically as an officer by virtue of previous service to the Association. The term of immediate past president is a two (2) year term. In addition, the immediate past president shall complete their four (4) year term on the Board of Trustees, serve as chair of the nominating committee, and serve as national chair of the annual fund campaign.

5.4. *President-elect :* The term of president-elect is a one (1) year term. The president-elect shall fulfill those duties designated by the president. The president-elect shall be kept informed of all significant activities of the president so that in the absence of the president, the president-elect is able to assume the duties of the president. Candidates for president-elect shall come from the pool of current Board of Directors and shall be vetted by the secretary to the Board of Trustees and the president of Agnes Scott College.

5.5. *Secretary/Parliamentarian:* The term of secretary/parliamentarian is a two (2) year term. The president shall appoint a Director to serve in the role of secretary/parliamentarian. The secretary shall take and file with the Office of Alumnae Relations all minutes of meetings of the Board of Directors and the Association. The secretary also shall correspond for the Board of Directors at the president's request and shall fulfill those duties designated by the president. In the absence of the secretary, a secretary pro tempore shall perform the secretarial duties at any meeting. Additionally, as parliamentarian, this officer is expected to ensure the Board of Directors follows and adheres to meeting procedures and the bylaws of the Alumnae Association.

5.6. *Member-at-Large:* When there is no president-elect, the president shall appoint a Director to serve in the role of Member-at-large. The term of Member-at-large is a one (1) year term. The Member-at-large shall fulfill those duties designated by the president.

5.7. *Other authority and duties:* Each officer of the Association shall have such other authority and duties as may be conferred upon them by the Board of Directors, the executive committee or the president of the Association.

5.8. *Election and Appointment of Officers :* Each officer, with the exception of the president-elect, assumes their office in due course or is appointed by the current president. The president-elect is voted on by the Membership of the Association, as set forth in Section 3.3.

ARTICLE 6.: AFFILIATED ORGANIZATIONS

6.1. *Classes:* Each senior class of Agnes Scott College shall elect a president, vice president, secretary, reunion chair and fund chair to serve until the first five-year class reunion. Thereafter, officers will be elected by each class at each five-year reunion. Any vacancy among class officers occurring between reunions shall be filled by a candidate nominated by the remaining class officers until a regular meeting of the class is held.

6.2. *Local chapters:* A group of alumnae, in order to further the purpose of the Association, may organize a branch, club, chapter or group by notifying the senior director of alumnae relations of

their intent. Such a branch shall be known as an alumnae chapter and may designate other wording in its name. At their discretion, they may elect officers, notifying the director of their names immediately after elections. They may collect dues and make bylaws not inconsistent with the Alumnae Association constitution or Alumnae Association bylaws.

6.3. *Alumnae relations staff:* Agnes Scott College, in consultation with the Board of Directors, shall employ such staff as is necessary for the operation of the Office of Alumnae Relations. The senior director of alumnae relations shall act as the executive head of the alumnae office staff and shall be responsible to Agnes Scott College, in consultation with the board, for the general management of the Association. The senior director of alumnae relations shall serve as an ex-officio Member of the Board of Directors and of all the committees of the Association.

ARTICLE 7.: EXPENSES, DEPOSITORIES AND FISCAL YEAR

7.1. *Depositories :* All funds of the Association shall be deposited in the name of the Association with Agnes Scott College. The Association or Affiliated Organizations may deposit funds in such bank, banks or other financial institutions as the Board of Directors or Affiliated Organizations may, from time to time, designate.

7.2. *Fiscal year and Financial Affairs:* The fiscal year of the Association shall be the same as that of Agnes Scott College. In lieu of an elected treasurer, the senior director of alumnae relations, in consultation with the Board of Directors, shall be responsible for signature authority, the maintenance of proper financial books and records of the Association, shall have custody of its funds and other assets, and shall fulfill those fiscal duties needed for the operation of the Association.

7.3. *Expenses:* The senior director of alumnae relations shall in consultation with the president shall manage expenses and determine if an expenditure requires a vote of the Board of Directors or could be authorized by the Association president. Notwithstanding the foregoing, all expenditures over Five Hundred Dollars (\$500) require Board approval.

ARTICLE 8.: AMENDMENT OF CONSTITUTION OR BYLAWS

8.1. *Amendments:* The Members of the Association shall have the power to alter and amend the constitution or bylaws, to repeal the constitution or bylaws and to adopt a new constitution or bylaws. This power may be exercised at any annual meeting of the Members of the Association, or at any special meeting of the Members of the Association where such proposed action has been announced in the call and notice of such meeting or where the requirements of call and notice have been waived, provided that no proposal for such action may be presented to the Members without the prior approval of the Board of Directors. Action by the Members with respect to the constitution or bylaws shall be taken by a vote of two-thirds majority of those voting. Vote may be made by proxy, as set forth in Section 3.3 of these bylaws.

8.2. *Review:* These by-laws shall be reviewed periodically, not to exceed every ten (10) years.