#### STARK-TUSCARAWAS-WAYNE JOINT SOLID WASTE MANAGEMENT DISTRICT

# BYLAWS OF BOARD OF DIRECTORS

# **ARTICLE I.**

# Authority

**Section 1.** These Bylaws of the Board of Directors (Board) of the Stark-Tuscarawas-Wayne Joint Solid Waste Management District (District) are adopted by the Board in accordance with the Agreement made and entered as of the 28<sup>th</sup> day of November 1988, by the Counties of Stark, Tuscarawas and Wayne (respectively, Stark County, Tuscarawas County and Wayne County and collectively, the Counties) establishing the District.

# ARTICLE II.

# Meetings of the Board of Directors

- Section 1. The Board shall hold an annual organizational meeting by the end of February for the purpose of establishing regular meeting dates, electing officers and transacting any other business. That meeting shall be held at such date, time and place within the Counties as may be fixed by the Board, provided that if the Board does not fix such date, time and place by the third Friday in December, the Chairperson of the Board shall do so. Notice of such meeting shall be given to the Directors in the same manner as notice of special meetings of the Board is required to be given to the Directors. If for any reason, the organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.
- **Section 2.** The dates, time and place of regular meetings of the Board shall be established for each calendar year by a resolution adopted by the Board at its organizational meeting, provided that the date, time and place of any scheduled regular meeting may be changed by a resolution subsequently adopted by the Board, and no notice of regular meetings need be given to the Directors.
- Section 3. Special meetings may be called by the Chairperson or any two of the members of the Board. The notice of any special meeting shall set forth the time, date, purpose and place thereof (which shall be within the Counties), and the person or persons calling such meeting shall cause that notice to be given. Notice of each special meeting shall be given to each Director in writing, by personal delivery, first class mail, fax, telegram, cablegram, or electronic mail, and that writing shall be delivered, mailed, faxed, telegraphed, cabled, or electronically mailed not later than the third day prior to the meeting provided, however, that the notice shall be deemed to have been waived by each Director that attends the meeting without protesting in writing delivered to the Secretary of the Board at the meeting the lack of proper notice, or by voting at any such meeting, and may be waived in writing by any Director either before or after such meeting.
- **Section 4.** At any meeting of the Board a quorum shall consist of a majority of the Directors in office at the time.

**Section 5.** Except as otherwise provided in these Bylaws, the vote of a majority of the Directors in office at the time, shall be necessary and sufficient to take any action which may be taken at a meeting of the Board. All actions of the Board shall be by resolution or motion.

## **ARTICLE III.**

# Officers

- **Section 1**: The Board shall elect at its annual organizational meeting a Chairperson, a Vice Chairperson and a Secretary and may elect such other officers as the Board may see fit. The Chairperson and Vice Chairperson shall be, and the Secretary may, but need not, be chosen from the members of the Board. The Chairperson or Vice Chairperson also may hold the office of Secretary, provided that in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.
- **Section 2.** Any officer may resign at any time by notice in writing delivered to any other officer of the Board.
- **Section 3**. Except in the case of death, disqualification, removal or resignation, an officer elected by the Board in accordance with Section 1 shall serve until his successor has been elected. In the event of the death, disqualification, removal or resignation of any such officer (other than the Chairperson if there is a Vice Chairperson in office at the time), the Board shall elect a successor for the balance of the unexpired term. In the event the Vice Chairperson succeeds the Chairperson hereunder, the Vice Chairperson shall be deemed to have resigned the office of Vice Chairperson, and the Board shall elect a successor for the balance of the unexpired term of the Vice Chairperson at its next meeting.
- **Section 4**. In addition to the officers for whom provision is made in Section 1 of this Article III, the Board shall, from time to time, appoint an officer from outside its membership to serve at its pleasure, to receive such compensation and other benefits as it shall determine and to be designated as the Executive Director of the District. The Board may also, from time to time, appoint, and provide for the compensation of, a person from outside the membership of the Board to serve as Assistant Executive Director of the District, with authority to act in the absence or incapacity of the Executive Director and in such event to have all of his or her duties and authority; and who also may hold the office of Secretary; provided that in any case in which the action of more than one officer is required, that person shall not act in more than one capacity.
- **Section 5**. In addition to the officers for whom provision is made in Sections 1 and 4 of this Article III, the Board shall, from time to time, appoint an officer who may, but need not be, a member of the Board, to serve at its pleasure, to receive such compensation and other benefits as the Board shall determine and to be designated as the Finance Director of the District. The Finance Director shall be the fiscal officer of the District and shall have all the duties designated in Section 5 of Article IV herein.

#### ARTICLE IV.

# **Duties of Officers**

**Section 1**. The Chairperson shall preside at meetings of the members of the Board, may designate the date, time and place of special meetings as provided herein, may execute all authorized instruments, including without limitation contracts, bonds, notes and other obligations, in the name of the District and shall have general supervision over the business and affairs of the District, subject to the direction of the Board, and shall perform such other duties and have such additional authority as the Board may provide.

- **Section 2.** In the case of the absence or disability of the Chairperson, or when the circumstances prevent the Chairperson from acting, the Vice Chairperson, if any, shall perform all of the duties of the Chairperson, and in such case shall have all of the powers and authority of the Chairperson, and any instruments executed by the Vice Chairperson in such case shall be as valid and binding as though executed by the Chairperson. The Vice Chairperson also shall perform such other duties as the Board may require.
- **Section 3**. The Secretary shall take and keep records of all meetings of the Board, conduct such correspondence of the Board as may be designated by the Chairman, perform the usual duties of that office, including the giving of official notices and certifying as to copies of records, and perform such other duties as the Board may require.
- **Section 4**. The Executive Director shall be authorized to use that title in the performance of his or her duties. Generally, the Executive Director shall be in charge of the daily operations of the District under the general supervision of the Board. To that end, the Executive Director shall have the capacity, as the Board in its judgment shall determine, to discharge those functions by reason of experience, knowledge, training or otherwise. Specifically, the Executive Director shall have the following duties and responsibilities;
  - (a) To conduct, coordinate, manage and be responsible for the normal business affairs of the District, including, without limitation, responsibility for taking, or causing to be taken, such actions as are necessary to complete and obtain approval of the District's initial Solid Waste Management Plan and any necessary or desirable amendments thereto, to implement that approved Plan as amended from time to time, and to monitor and ensure compliance with that Plan and any rules adopted by the Board pursuant thereto, all subject to and in accordance with the directions and directives of the Board and its policy decisions and consistently with the activities of the Policy Committee.
  - (b) To oversee the operations of waste management systems and facilities within the District, to require and review periodic reports of those operations, to prepare and maintain records and reports required by the Ohio Environmental Protection Agency, to compile statistics and other data useful in the operation of the District, to participate in public education programs designed to foster the objectives of the District and its Solid Waste Management Plan and to act as liaison between the Board and the Policy Committee.
  - (c) To perform such other duties and to discharge such other responsibilities as may be imposed by the Board of Directors.
- **Section 5**. The Finance Director shall be the fiscal officer of the District, and shall have the following duties and responsibilities.
  - (a) To keep accurate financial accounts of all of the operations of the District and hold the same open for examination by the Board; to prepare and submit to the Board reports detailing the financial condition and operation of the District in such form and at such times as the Board shall require; to act as the custodian of all funds and securities and similar property belonging to the District, including any moneys received by the District from fees levied under Divisions B(1) through (3) of Section 3734.57 of the Revised Code which shall be kept in a separate and distinct fund to the credit of the District; to establish a general fund and such other funds as

may be found to be necessary, and as may be authorized to be established, by the Board; to endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Board or the District or to the order of either or both and to sign receipts therefore; to sign, on behalf of the District, all vouchers for payments to be made by the District and checks, drafts, bonds, notes and other obligations for the payment of money by the District, in the manner, within the limitations and to the extent provided in the procedure established by the Board from time to time; to provide for the deposit, withdrawal and investment of moneys of the District in accordance with Section 8 of this Article IV subject to any direction given by the Board; to prepare and submit to the Board proposals for the annual budget and appropriations of the District and, consistently with the directives of the Board, to establish budget procedures and maintain budget controls; to have and to exercise, such other authority and to perform such other duties as are incident to the office of a fiscal officer of a joint solid waste management district established under Section 343.01 of the Revised Code or, to the extent appropriate, as are incident to the offices of the fiscal officer and the treasurer of a political subdivision under other provisions of the Revised Code; and to transfer to a successor, upon designation, all property, books and papers of the District in this possession.

(b) To perform such other duties and to discharge such other responsibilities as may be imposed by the Board of Directors.

**Section 6.** The Board also may elect for a term of one year one or more Assistant Secretaries, who shall perform the duties of the Secretary in the case of the absence or disability of the Secretary, together with such other duties as the Board may prescribe from time to time. The power of an Assistant Secretary to execute all authorized instruments, including without limitation contracts, bonds, notes and other obligations in the name and on behalf of the District, shall be coordinate with like powers of the Secretary, and any such instrument so executed by any Assistant Secretary shall be as valid and binding as though executed by the Secretary. Such other officers as the Board may elect shall have such powers and duties as the Board may prescribe from time to time.

**Section 7**. The Board is authorized generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

**Section 8.** Any officer, including the Executive Director and any Assistant Executive Director, shall, as and when required by the Board, give bond in such form and with such security as the Board may require from time to time for the faithful performance of that officer's duties, and the cost of any such bond shall be paid by the District.

**Section 9**. The depositories for the safekeeping of the moneys of the District shall be selected and procedures for deposit and withdrawal of such moneys shall be established in accordance with the applicable provisions of the Revised Code. Moneys of the District as are not then required to be available for expenditure may be invested in any obligations in which moneys of the District are authorized to be invested by the applicable provisions of the Revised Code.

### ARTICLE V.

Public Notice Rules for Meetings

**Section 1.** Definitions As Used In This Article:

- (a) "Meeting" means any prearranged discussion of the public business of a Public Body by a majority of the members of the Public Body.
- **(b)** "Oral notification" means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article.
- (c) "Post" means to post in an area accessible to the public during the usual business hours at the office of the Board of County Commissioners of each County. A notice identifying the locations at which notifications will be posted pursuant to this Article V shall be published by the Secretary within fifteen calendar days after the adoption of these Bylaws.
- (d) "Public Body" means the Board and any committee or subcommittee of the Board, the Policy Committee of the District described in Article VI of these Bylaws and any subcommittee of the Policy Committee, and any technical advisory council established and appointed by the Policy Committee to provide assistance to it in accordance with Section 3734.54 (F) of the Revised Code.
- (e) "Published" means published once in a newspaper or newspapers together having a general circulation within the Counties within the meaning of Section 7.12 of the Revised Code.
- (f) "Secretary" means the Secretary of the Board when used in the context of any provision of this Article relating to meetings of the Board or any committee or subcommittee of the Board and means the Secretary of the Policy Committee when used in the context of any provision of this Article relating to meetings of the Policy Committee, any subcommittee of the Policy Committee or a technical advisory established and appointed by the Policy Committee.
- (g) "Written notification" means notification in writing mailed, faxed, telegraphed, electronically mailed, or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article, or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in the U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such meeting.
- **Section 2**. <u>Meetings</u>. Except as otherwise provided in this Article, meetings shall be open to the public at all times. The exception shall be executive sessions called in compliance with the Revised Code. The Secretary or the person otherwise designated to perform such duty shall prepare, file and maintain the minutes of each meeting, and the minutes of each meeting shall be open to public inspection. The record of proceedings need only reflect the general subject matter of discussions in executive session.
- **Section 3**. <u>Formal Action</u>. Any resolution, rule, or formal action shall be deliberated upon and adopted in an open meeting except to the extent deliberation occurs in an executive session, which shall be held only at a regular or special meeting and only for the purpose of considering those matters permitted by law to be considered at executive sessions.

# **Section 4**. Notice of Meetings.

#### (a) Posted Notice

- (1) <u>Annual Organizational Meeting</u>. The Secretary shall post a statement of the time and place of the annual organizational meetings of the Board and the Policy Committee not later than the second day preceding each of those meetings.
- (2) Regular Meetings. The Secretary shall post a statement of the times and places of regular meetings of each Public Body for each calendar year not later than the second day preceding the day of the first regular meeting (other than the organizational meeting) of the calendar year of that Public Body. The Secretary shall check at reasonable intervals to ensure that such statement remains posted during the calendar year. If at any time during the calendar year the time or place of regular meetings, or of any regular meeting, is changed on a permanent or temporary basis, the Secretary shall post a statement of the time and place of any changed regular meeting at least twenty-four hours before the time of the first changed regular meeting.
- (3) <u>Special Meetings</u>. Except in the case of an emergency requiring immediate official action, the Secretary shall post a statement of the time, place and purpose of any special meeting of a Public Body at least twenty-four hours before the time of the special meeting. That notice shall be in addition to any other notice required by these Bylaws or the Revised Code to be given to members of the Public Body.
- (4) <u>Adjournment</u>. Upon the adjournment of any regular or special meeting to another day, the Secretary shall post notice promptly of the time and place of the adjourned meeting.

# **(b)** Notice to News Media

- (1) Any news media that desire to be given advance notification of special meetings shall file with the Secretary a written request therefore. The request shall be effective for one year from the date of filing. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Public Body and the Secretary. The written request shall specify the Public Body that is the subject of the request, the name of the news medium, the name and address of the person to whom written notifications to the medium can be mailed, and at least one telephone number that can be called at any hour of the day or night for the purpose of giving oral notification to the medium.
- (2) Except in the event of an emergency requiring immediate official action, a special meeting shall not be held unless the Secretary has given at least twenty-four hours' advance written notification or oral notification to each requesting news medium of the time, place and purpose of the special meeting. The Secretary shall give that advance notice for any special meeting.

- (3) In the event of an emergency requiring immediate official action, a special meeting may be held even though twenty-four hours' advance notice has not been given to the requesting news media. The person or persons calling the special meeting, or the Secretary on their behalf shall immediately give written notification or oral notification, or both, as the person or persons giving such notification determine, of the time, place and purpose of the meeting to each requesting news medium. The record of any such meeting shall state the general nature of any emergency requiring immediate official action.
- (c) Notification of Discussion of Special Types of Public Business.

Any person may, upon written request and as provided herein, obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.

- (1) Such person may file a written request with the Secretary, which written request shall specify the person's name and mailing address, the telephone number or numbers at which the person can be reached during and outside of business hours, the Public Body that is the subject of the request, the specific type of public business concerning which the person is requesting advance notification, and the number of calendar months (not to exceed twelve) which the request covers.
- (2) The request filed in writing with the Secretary must be accompanied by a supply of self-addressed, stamped envelopes in addition to any fee which the Board determines to be reasonable to cover costs of providing such notifications. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and the information contained in such request may be conclusively relied on by the Public Body and the Secretary.
- (3) The Secretary shall, if possible, give such advance notification by written notification, provided that written notification shall be given only so long as the supply of self-addressed, stamped envelopes lasts. If such written notification cannot be given or has not been given, the Secretary shall give oral notification.

#### (d) General.

- (1) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under the authority of the Secretary.
- (2) The Secretary shall maintain a record of the date and time, if pertinent under this Article, of all notices and notifications given or attempted to be given under this Article, and to whom such notifications were given or unsuccessfully attempted to be given.
- (3) At the commencement of each meeting, the Secretary, or any person acting on behalf of or under the authority of the Secretary, or any member of the Public Body, shall, upon request, submit a certificate of the Secretary or any person acting on behalf of or under the authority of the Secretary, as to compliance with Article V of these Bylaws

as to notice and notification. A reasonable attempt at notification shall constitute notification in compliance therewith. That certificate shall be conclusive upon the Public Body as to the facts set forth therein.

## **ARTICLE VI.**

# Committees

**Section 1**. The Board may create committees of the Board to consist of not fewer than three Directors, and may delegate to such committees such powers and duties of the Board as it shall deem appropriate and as may be permitted by law. Except as otherwise provided by the Board, each such committee shall regulate its own procedure.

# Section 2. Policy Committee.

- (a) Membership. The Solid Waste Management Policy Committee (the Policy Committee) established and convened by the Board for the District as provided in Section 3734.54 of the Revised Code shall be comprised of twenty-one members determined in accordance with Divisions (B) and (C) of Section 3734.54, as amended.
  - (1) The President of the Board of County Commissioners of a County, the chief executive officer of the municipal corporation having the largest population within the boundaries of a County and the Health Commissioner of the health district having the largest territorial jurisdiction within a County shall be members of the Policy Committee for so long as each holds his or her respective office, provided that each may designate a person to serve as a member of the Policy Committee in his or her place. Any such designation shall be evidenced by and be effective upon the filing with the Secretary of an instrument in writing designating a person to serve as a member of the Policy Committee in place of the officer making the designation and signed by that officer. The designation shall be effective for so long as the person making the designation holds that office, unless earlier revoked by an instrument in writing signed by that officer and filed with the Secretary; provided that the designation shall be deemed to have been revoked by the designee with the Secretary of an instrument in writing signed by the designee by which the designee resigns from membership on the Policy Committee.

The choice of the member of the Policy Committee representing the townships within a County shall be evidenced by the filing with the Secretary of resolutions adopted by a majority of the Boards of Township Trustees within that County designating the same person to serve as the township representative for the townships within that County. The person so chosen shall serve as a member of the Policy Committee until there is filed with the Secretary resolutions adopted by a majority of the Boards of Township Trustees within that County designating another person to serve as the township representative for the townships within that County.

(2) The remaining members of the Policy Committee shall be comprised of (A) one member from each County representing industrial, commercial or institutional generators of solid wastes within the County, (B) one member from each County representing the general interest of citizens of the County who shall have no conflict of

interest through affiliation with a waste management company or with any entity that is a significant generator of solid wastes, and (C) one member from each County representing the public. The appointment of such members shall be evidenced by the filing with the Secretary of an instrument or instruments in writing appointing the representatives from each County and signed by the four members of the Policy Committee from the relevant County described in Section 2(a) (1) of this Article. The term of any appointment and the procedure for the filling of any vacancy shall be as provided in Division (B) (7) of Section 3734.54 of the Revised Code, as amended.

# **(b)** Meetings.

- (1) The members of the Policy Committee shall hold an annual organizational meeting by the end of February for the purpose of establishing regular meeting dates, electing officers and transacting any other business. That meeting shall be held at such date, time and place after the annual organizational meeting of the Board within the Counties as may be fixed by the Policy Committee, provided that if the Policy Committee does not fix such date, time and place by the third Friday in December, the Chairperson of the Policy Committee shall do so. Notice of such meeting shall be given to the members of the Policy Committee in the same manner as notice of special meetings of the Policy Committee is required to be given to its members. If for any reason, the organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.
- (2) The dates, time and place of regular meetings of the Policy Committee shall be established for each calendar year by a resolution adopted by the Policy Committee at its organizational meeting, provided that the date, time and place of any scheduled regular meeting may be changed by a resolution subsequently adopted by the Policy Committee, and no notice of regular meetings need be given to its members.
- (3) Special meetings may be called by the Chairperson or any three of the members of the Policy Committee. The notice of any special meeting shall set forth the time, date, purpose and place thereof (which shall be within the Counties), and the person or persons calling such meeting shall cause that notice to be given. Notice of each special meeting shall be given to each member of the Policy Committee in writing, by personal delivery, first class mail, fax, telegram or cablegram, or electronic mail, and that writing shall be delivered, mailed, faxed, telegraphed, cabled, or electronically mailed not later than the third day prior to the meeting; provided, however, that the notice shall be deemed to have been waived by each member of the Policy Committee that attends the meeting without protesting in writing delivered to the Secretary of the Policy Committee at the meeting the lack of proper notice, or by voting at any such meeting, and may be waived in writing by any member of the Policy Committee either before or after such meeting.
- (4) At any meeting of the Policy Committee a quorum shall consist of eleven members of the Policy Committee.
- (5) Except as otherwise provided in these Bylaws, the vote of a majority of the members of the Policy Committee present at a meeting of the Policy Committee, provided that a quorum is present, shall be necessary and sufficient to take any action which may be

taken at a meeting of the Policy Committee. All actions of the Policy Committee shall be by resolution or motion.

## (c) Officers.

- (1) The Policy Committee shall elect at its annual organizational meeting a Chairperson, a Vice Chairperson and a Secretary, and may elect such other officers as the Policy Committee may see fit. The Chairperson and Vice Chairperson shall be, and the Secretary may, but need not, be chosen from the members of the Policy Committee. The Chairperson or Vice Chairperson also may hold the office of Secretary, provided that in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.
- (2) Any officer may resign at any time by notice in writing delivered to any other officer of the Policy Committee.
- (3) Except in the case of death, disqualification, removal or resignation, an officer shall serve until his or her successor has been elected or designated. In the event of the death, disqualification, removal or resignation of any such officer (other than the Chairperson if there is a Vice Chairperson in office at the time), the Policy Committee shall elect or designate a successor for the balance of the unexpired term of such officer. In the event of the death, disqualification, removal or resignation of the Chairperson (if there is a Vice Chairperson in office at the time), the Vice Chairperson shall assume the office of Chairperson for the balance of the unexpired term and shall be deemed to have resigned the office of Vice Chairperson, and the Policy Committee shall elect a successor for the balance of the unexpired term of the Vice Chairperson at its next meeting.

## (d) Duties of Officers.

- (1) The Chairperson shall preside at meetings of the members of the Policy Committee, may designate the date, time and place of special meetings as provided herein, may execute all authorized instruments, including without limitation contracts and other obligations, in the name of the Policy Committee and shall have general supervision over the business and affairs of the Policy Committee, subject to the direction of the Policy Committee, and shall perform such other duties and have such additional authority as the Policy Committee may provide.
- (2) In the case of the absence or disability of the Chairperson, or when the circumstances prevent the Chairperson from acting, the Vice Chairperson, if any, shall perform all of the duties of the Chairperson, and in such case shall have all of the powers and authority of the Chairperson, and any instruments executed by the Vice Chairperson in such case shall be as valid and binding as though executed by the Chairperson. The Vice Chairperson also shall perform such other duties as the Policy Committee may require.
- (3) The Secretary shall take and keep records of all meetings of the Policy Committee, conduct such correspondence of the Policy Committee as may be designated by the Chairperson, perform the usual duties of that office, including the giving of official

notices and certifying as to copies of records, and perform such other duties as the Policy Committee may require.

- (4) The Policy Committee also may elect for a term of one year one or more Assistant Secretaries, who shall perform the duties of the Secretary in the case of the absence or disability of the Secretary, together with such other duties as the Policy Committee may prescribe from time to time. The power of an Assistant Secretary to execute all authorized instruments, including without limitation contracts and other obligations in the name and on behalf of the Policy Committee, shall be coordinate with like powers of the Secretary, and any such instrument so executed by any Assistant Secretary shall be as valid and binding as though executed by the Secretary. Such other officers as the Policy Committee may elect shall have such powers and duties as the Policy Committee may prescribe from time to time.
- (5) The Policy Committee is authorized generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

## (e) Subcommittees and Technical Advisory Council.

The Policy Committee may create subcommittees of the Policy Committee to consist of not fewer than four members of the Policy Committee and may delegate to such subcommittees such powers and duties of the Policy Committee as it shall deem appropriate and as may be permitted by law. The Policy Committee also may establish a technical advisory council as authorized by Division (F) of Section 3734.54 of the Revised Code. Except as otherwise provided by the Policy Committee, any such subcommittee and technical advisory council shall regulate its own procedure.

#### **ARTICLE VIII.**

#### Amendments to Bylaws

**Section 1**. These Bylaws may be amended by a majority vote of the Directors in office at the time at any meeting of the Board of Directors, provided that the notice of that meeting stated the consideration of the amendment to be the purpose or a purpose of the meeting.

Adopted: April 21, 1989
Amended: May 26, 1989
Amended: April 16, 1992
Amended: December 3, 1993
Amended: March 4, 1994
Amended: January 7, 2005
Amended: January 7, 2011