

Western Intergovernmental Child Support Engagement Council

Bylaws

Article I. Name and Purpose

- Section 1.** The organization shall be known and shall conduct business as the Western Interjurisdictional Child Support Engagement Council (Council).
- Section 2.** The Council shall be a non-profit organization of participating public and private child support enforcement agencies and professionals. Its purposes shall be:
- A. To foster interstate and inter-jurisdictional cooperation in the establishment and enforcement of child and medical support and the establishment of paternity;
 - B. To facilitate the exchange of knowledge between and among members of the organization that supports and improves inter-jurisdictional, interstate and international child support practice and procedures;
 - C. To provide for regular meetings, training workshops, seminars and conferences to discuss, teach and educate the membership in order to achieve continued improvement in child and medical support order establishment, the collection of child and medical support, and paternity establishment; and
 - D. To recommend and publicize to its membership relevant legislative, organizational and procedural proposals, considerations and changes to the child support enforcement program.
- Section 3.** In order to support its purpose, the Council may solicit and accept funding, grants and contributions from the public sector and agencies, private foundations and others.

Article II. Definitions

- Section 1.** Definitions
- A. Annual Conference” shall mean the training conference hosted each year by the Council.
 - B. “Board of Directors” shall mean the 17 voting Directors elected pursuant to the Council Bylaws. The 17 voting Directors include six (6) Officers pursuant to Article V, Section 2. The terms “Director”, “Directors”, “Board Director”, or “Board of Directors” shall mean only one or all of said voting Directors. Board Advisors, Board Affiliates, and Honorary Life Members shall not be considered voting Directors
 - C. “Council” as used herein shall mean the Western Interjurisdictional Child Support Engagement Council, and is comprised of all active WICSEC members.
 - D. “Organizational year” shall mean the year period from the last day of the Annual Conference through the next to last day of the next Annual Conference.

Article III. Membership

- Section 1.** Membership and participation in the Council shall be open to all public and private sector child support enforcement personnel, members of the judiciary and others, who by virtue of their academic, professional or legal relationship to the enforcement of child support, desire to participate in Council membership. Membership and participation in the Council shall also be open to any individual who has been voted an Honorary Life Member. Council membership is by individual.
- Section 2.** Council membership is attained by payment of the registration fee for the annual conference. Membership may also be granted upon application to and approval of the Officers of the Council.
- Section 3.** The annual conference registration fees shall be established by the Board of Directors upon recommendation of the Finance Committee pursuant to Article VII, Section 4, and Article VI, Section 2.

Section 4. Council membership begins at the time of payment of the annual registration fee for an Annual Conference and entitles them to membership through one Annual Conference that ends upon the commencement of the next Annual Conference. Participation on the WICSEC Board of Directors confers WICSEC membership of the Director during their term of office.

Section 5. At any Annual Conference the Board of Directors may, on its own initiative, appoint not more than two (2) persons to the status of Honorary Life Member. The Board of Directors shall apply such criteria as it may set to make such selection, but shall take into consideration the degree and length of service potential honorees have given to the Council and the child support community. Honorary Life Members shall not be required to pay Annual Conference registration fees. Honorary Life Members may be called upon in their individual capacities to advise the Board of Directors or serve the Board of Directors in an “ex-officio” capacity without voting rights. In all other respects, Honorary Life Members may participate in Board meetings as a member of the Board. This includes receiving notice of and participating, though not voting, in all Board meetings. Residency in a state, tribe or U.S. Territory west of the Mississippi River is not a requirement for Honorary Life Members.

Article IV. Board of Directors

Section 1. The Council shall maintain a Board of Directors who shall be elected by a vote of the general membership of the Council.

Section 2. The Board of Directors shall consist of all 17 voting Directors which includes:

- President
- Immediate Past-President
- Vice President, who is also the President Elect
- Second Vice President, who is also the Vice President Elect
- Treasurer
- Secretary
- 11 Non-Officer Directors

Section 3. Board of Directors member terms shall commence on the last day of the Annual Conference during which they are elected and shall end on the next to last day of the Annual Conference during which the term shall expire. Directors will serve a three-year (3) term and may be re-elected for an additional three-year (3) term. No Director who has served two (2) full three-year (3) terms shall be eligible for re-nomination or re-election for another term until at least one organizational year has elapsed from the expiration of the prior term; except as provided in Article IV, Section 17 below. The time served by a Director appointed to fill an unexpired term shall not be counted toward the term limits.

Section 4. The composition of the Board of Directors shall include:

One (1) Director who is a State IV-D Director from a state west of the Mississippi River;

One (1) Director who is an employee from a IV-D program from a state, tribe or U.S. territory west of the Mississippi River;

One (1) Director who is employed by a private business that provides services or products to state or county child support enforcement agencies, or to custodial parents, in a state west of the Mississippi River;

One (1) Director, at large, who is a resident of any state, tribe, or U.S. Territory.

The remaining Directors shall be residents of states, tribes or U.S. territories that are west of the Mississippi River, except as expressly provided otherwise by these Bylaws.

- Section 5.** To the extent feasible, the terms of the Directors shall be staggered in such a manner as to provide for one-third (1/3) to expire at the end of each organizational year. The one-third (1/3) of the Directors whose terms are expiring shall be replaced by a like number of Directors in the manner prescribed by these Bylaws.
- Section 6.** All Directors shall maintain, as a condition of holding office, an active membership with voting rights in the Council during the term of office.
- Section 7.** In addition to the 17 voting Directors, the President in his or her discretion may appoint non-voting Board Advisors not to exceed three (3) in number serving concurrently. Board Advisors shall serve in an advisory capacity to the Board. Each term of service shall be no longer than one (1) year, shall begin on the day of appointment and shall expire on the next to last day of the annual conference following the appointment. Residency in a state west of the Mississippi River shall not be required for eligibility to serve as a Board Advisor.
- Section 8.** In addition to the 17 voting Directors, and a maximum of three Board Advisors, the Board of Directors by majority vote may accept one (1) non-voting Board Affiliate from each organization with which the Board of Directors have approved arrangements for affiliation or reciprocity pursuant to Article IV, Section 13 below. Board Affiliates shall be persons designated to serve in this capacity by their respective organization. Board Affiliates shall serve in an advisory capacity to the Board of Directors. Board Affiliates shall inform the Board of Directors of positions, activities, and initiatives of the affiliated or reciprocal organization that they represent. The term of service of a Board Affiliate shall continue at the pleasure of the Board of Directors, but in no event shall exceed the term designated by the affiliated or reciprocal organization they represent. Residency in a state west of the Mississippi River shall not be required for eligibility to serve as a Board Affiliate
- Section 9.** Directors shall be selected through a process of nomination and election conducted in conjunction with each annual conference. The Nominating Committee, as established by these Bylaws, shall nominate candidates for Director positions subject to review by the Board of Directors as provided in Article VII, Section 3. The Board of Directors may establish procedures to obtain reasonable assurance that prospective candidates who are nominated will be able and permitted by their superiors to attend Board of Director meetings, the Conference Planning Meeting and the Annual Conference, and to otherwise effectively perform the duties and functions of a Director. The candidates so nominated for Director positions shall be submitted for confirmation and election by the Council membership at each Annual Conference. Confirmation shall be constituted by a majority vote of the Council members voting.
- Section 10.** In the event that any Director, except for the President, is ineligible, unable, unwilling or unfit to complete their term as Director, the President, with the approval of the majority vote of the Board of Directors, shall appoint a replacement to serve as Director for the remaining unexpired term of the vacating Director. The Board of Directors by majority vote may remove a Director for ineligibility, inability, or unfitness for office. Ineligibility shall be based upon a failure to retain Council membership during the term of office or, in the case of those three Director positions required to be reserved for persons with additional qualifications, upon the fact that the Director no longer meets those additional qualifications. Ineligibility shall also be based upon a failure to reside in a state west of the Mississippi for those Directors to whom such a requirement applies; provided that a Director no longer residing in a state west of the Mississippi may be permitted, by so requesting and upon approval by a majority of the remainder of the Board of Directors, to complete their current term as Director. Such a Director shall be ineligible to serve a subsequent term as a voting Director so long as they continue to not reside in a state west of the Mississippi. Inability or unfitness shall be based upon criteria determined by the Board of Directors.
- Section 11.** The Board of Directors, Board Advisors, Board Affiliates, and Honorary Life Members shall meet at the call of the President to handle the administrative business of the Council, including planning for the annual conference.
- Section 12.** The Board of Directors may make statements on policy issues in the name of the Council and communicate those statements to Council members; federal, state and local legislators; and such other parties as the Board of Directors chooses.

- Section 13.** The Board of Directors shall be responsible for policies concerning the administration and operation of the Council. Day to Day administration and operation shall be delegated to Officers of the Council. The Board of Directors may consider and enter into arrangements to affiliate, reciprocate or exchange representatives, ideas, recommendations, communications, and resources with other organizations having purposes or objectives in common with the Council.
- Section 14.** For the purposes of the transaction of business at a Board of Director's meeting, a quorum shall consist of a simple majority of Directors authorized to vote. A Director serving as an Officer shall be counted as only one (1) person and have one (1) vote. A majority vote of the Directors who are present and authorized to vote shall be required to pass resolutions, ratifications or to transact other Council business. No Director may vote by proxy or appoint a proxy to vote.
- Section 15.** A Director shall not be personally liable for breach of duty when acting in good faith as a Board of Director member.
- Section 16.** A Director shall not participate in or vote on any transaction in which they have a conflict of interest, except as provided herein. A conflict of interest for this purpose is defined to include a transaction in which a Director has a direct or indirect pecuniary interest. A Director has an affirmative duty to report any actual or potential conflict of interest to the Board of Directors at the earliest opportunity. he Director with the conflict of interest shall not participate in the vote; unless the Board of Directors by majority vote of the Directors present and voting determines the actual or potential conflict of interest is not significant with respect to the transaction, thereby allowing the Director to vote and otherwise participate. The Director shall have an ongoing affirmative duty to disclose any additional facts to the Board of Directors that might cause the Board of Directors to determine the conflict of interest is significant.
- Section 17** The term limits set forth in Article IV, Section 3 above may be overridden by a supermajority vote of the Directors, as herein described. The Board of Directors may authorize a maximum of two consecutive extensions. Each term of extension shall be no greater than one year in length. Extensions may only be authorized by a vote of approval of three-fourths (75%) of the Board of Directors authorized to vote. A quorum of ninety percent (90%) of the Directors authorized to vote is required to validate the vote. Directors nominated for extension are not authorized to vote on their own extension. In the event the Board of Directors authorizes an override of the term limits of any Officer, the Board of Directors may authorize, by majority vote of the Directors present and voting, an audit of any and all Board of Directors records under the care, custody and control of said Officer. In addition to the term extensions provided herein, if necessary, the Immediate Past President's term limit shall be automatically extended by one (1) consecutive one-year (1) term in order to serve as Immediate Past President without a vote of the Board of Directors.
- Section 18** The President, or his or her designee, who must be an Officer, may authorize an electronic vote (i.e. Email) of the Board of Directors, as appropriate. For purposes of this Section, any Director who votes and is authorized to vote using electronic means shall deemed as being present.

Article V. Officers

- Section 1.** The Officers of the Council shall serve on the Executive Committee and shall be:

President
Vice President, who is also the President Elect
Second Vice President, who is also the Vice President Elect
Treasurer;
Secretary, and
Immediate Past President

- Section 2.** The Officers shall be elected at the Board of Directors Meeting held in conjunction with the annual conference prior to the Annual Business Meeting by a majority vote of the Board of Directors. Officers shall serve so long as they remain eligible and until their successors have been duly elected and have assumed office. The duties of the Officers shall be those specified in these Bylaws and such others as are normally associated with such offices, subject to the review and approval of the Board of Directors. Only existing Directors are eligible to be Officers of the Council.
- Section 3.** The President shall preside at and over all meetings of the Council and the Board of Directors. The President shall be responsible to carry out the mission and goals of the Council; to perform such other duties or take such other actions as may be required to promote the objectives of the Council or to conduct the business of the Council; to call special committee meetings for discussion or relevant or necessary business; to appoint such Board Advisors as the President deems expedient pursuant to Article IV, Section 7; to appoint such committees in addition to those provided for in Article VII as deemed necessary to carry out the business of the Council; and to appoint a replacement for any remaining term of a vacancy that should occur in an Officer or Director position subject to ratification by a majority of the Board of Directors. The President shall have the authority to bind the Council contractually; except that the Board of Directors may specifically authorize another individual to execute a contract on behalf of the Council.
- Section 4.** In the event of the President's absence or inability to perform the duties of the office of President, the Vice President shall perform the official duties of the President. Should the office of President become vacant by reason of ineligibility, resignation or death, the Vice President shall immediately become President for the unexpired term of the office. Where the Vice President serves out an un-expired term of office, said Vice President shall also succeed to the Presidency at the conclusion of the assumed term of office except as provided in Article V, Section 5.
- Section 5.** The Board of Directors shall appoint the Vice President from the preceding organizational year as President for the current organizational year, unless the Board of Directors determines, for compelling reasons and by not less than a two-thirds (2/3) majority vote of a quorum of the Board of Directors, that another should serve as President. In the event the Board of Directors should so determine that such compelling reasons exist, the Board of Directors shall appoint, by a majority vote of a quorum of Directors, a person to serve as President from among those presently serving as Directors. The Vice President shall serve as the Host Site Chair of the Annual Conference and shall work with the Board of Directors and such consultants deemed necessary and appropriate by the Board of Directors. The Vice President shall be responsible for the development and preparation of all on-site planning, preparation, coordination and supporting activities associated with the Annual Conference. The Vice President shall also serve as chair of the Nominating Committee.
- Section 6.** In the event of the Vice President's absence or inability to perform the duties of the office of Vice President, the Second Vice President shall perform the official duties of the Vice President. Should the office of Vice President become vacant by reason of ineligibility, resignation or death, the Second Vice President shall immediately become Vice President for the un-expired term of the office. Where the Second Vice President serves out an un-expired term of office, said Second Vice President shall also succeed to the Vice Presidency at the conclusion of the assumed term of office except as provided in Article V, Section 7.
- Section 7.** The Board of Directors shall appoint the Second Vice President from the preceding organizational year as Vice President for the current organizational year, unless the Board of Directors determines, for compelling reasons and by not less than a two-thirds (2/3) majority vote of a quorum of the Board of Directors, that another should serve as Vice President. In the event the Board of Directors should so determine that such compelling reasons exist, the Board of Directors shall appoint, by a majority vote of a quorum of Directors, a person to serve as Vice President from among those presently serving as Directors. The Second Vice President shall be responsible for the Annual Conference program agenda and any other duties delegated by the Vice President or Board of Directors.

- Section 8.** The Secretary shall preserve and distribute minutes of all meetings of the Board of Directors, the Executive Committee, and the Nominating Committee. The Secretary shall prepare and preserve, in proper form, the resolutions adopted by the Board of Directors or the Council. Within one month following the end of an organizational year, the Secretary shall prepare a complete copy of the minutes of the Board of Directors meetings taken and of the resolutions adopted by the Board of Directors or the Council and promptly transmit, or make available, a copy of the same to WICSEC's registered agent. The Secretary shall also maintain the Council's corporate records including a copy of the WICSEC Articles of Incorporation, the Bylaws, Council Membership List, Officers and Directors List with addresses, and shall transmit, or make available, those records to WICSEC's registered office. Unless otherwise provided by the Board of Directors, the office of the WICSEC registered agent shall serve as WICSEC's registered office.
- Section 9.** The Treasurer shall receive, disburse, and account for monies received by the Council. The Treasurer shall prepare periodic statements of the Council's financial condition in such format, schedule or procedure proscribed by the Board of Directors. The Treasurer shall prepare an annual financial report at the end of each calendar year and submit such report to the Board of Directors for approval no later than March 31st of the year following the end of the reporting period. The Treasurer shall maintain and preserve the financial records of the Council; including tax returns, bank statements with cancelled checks and deposit slips, checkbooks, invoices and other documentation of expenses and expenditures, and financial statements. The Treasurer shall maintain and preserve the Council's statements of accounts and finances and transmit, or make available, a copy of the same to WICSEC's registered office. The Treasurer shall file all appropriate tax returns in a timely manner. The Treasurer shall also complete and file all necessary corporate reports and documents with the appropriate State Secretary of State, together with the required filing fees, to remain in good standing as a non-profit corporation. The Board of Directors may authorize the retention of such accounting and other professional assistance as the Board of Directors may deem appropriate to assist the Treasurer in the performance of their duties. The Council may bond the Treasurer at the expense of the Council in such amount as determined by the Board of Directors.
- Section 10.** No person shall hold more than one (1) elected Office at the same time, except that Officers shall also be members of the Board of Directors. A Director who is also an Officer has only one vote on issues before the Board. Officers shall serve a term of one (1) organizational year beginning on the last day of the Annual Conference in which they are elected through the next to last day of the next annual conference. Officers may be reappointed or re-elected in the manner provided for appointment or re-election by this Article during their term of Board of Director service.
- Section 11.** In the event that a President's term of office as President and as Director ends concurrently, in order to preserve the continuity of purpose and mission, upon the expiration of the President's terms as President and Director, such immediate past President shall, on a voluntary basis, continue to serve as an Officer one (1) additional organization year, irrespective of the state in which such past President may reside during such organizational year.

Article VI. Meetings

- Section 1.** The Board of Directors shall hold at least one (1) joint annual meeting of the Board of Directors and the Council at a time and place to be determined by the Board of Directors. This meeting shall also be the Annual Conference.
- Section 2.** The Board of Directors shall establish and charge a registration fee for the Annual Conference.
- Section 3.** The Board of Directors shall convene an annual business meeting on the last day of each Annual Conference; to conduct such business of the Council as may be necessary including, but not limited to, the election of Directors and Bylaws amendments.

- Section 4.** The Board of Directors shall endeavor to identify and select the place of each Annual Conference at least two (2) years in advance of the anticipated meeting and conference date to facilitate planning and preparation for the Annual Conference and to ensure public and private child support programs have adequate time to budget and plan for staff attendance. The Board of Directors may, in the event of unusual circumstance and for good cause, change the location and date of the Annual Conference as needed.
- Section 5.** The Board of Directors, through the President, or by a notice approved by not less than forty percent (40%) of the Directors, may convene such other meetings as deemed necessary. Effective notice of any such meeting must be given to all Officers, Directors, Board Advisors and Board Affiliates. Minutes of such meetings shall be kept and distributed to the Board of Directors.
- Section 6.** The Board of Directors may conduct periodic meetings by conference call or such other electronic means available. Minutes of such meetings shall be kept and distributed to the Board of Directors.

Article VII. Committees

- Section 1.** There shall be seven (7) standing Committees of the Council. The Committees shall hold as many meetings as are necessary to perform the mandates required of each committee. The mandates of each committee shall include the responsibilities set out more fully in this Article together with such additional responsibilities established by the Board of Directors
- Section 2.** The Executive Committee serves as the Policy Committee and as such shall study issues and proposals current and pertinent to child support enforcement programs and shall formulate recommendations to address such issues and improve such proposals. As necessary, the Committee shall solicit input and recommendations from the Council membership in the analysis of said issues and proposals. The Executive and Policy Committee shall consist of the Officers of the Council, and such other Directors and Council members as the President may appoint. The President shall either serve as Chairperson or designate another Director to serve as Chairperson.
- Section 3.** The Nominating Committee shall identify qualified members of the Council to serve as Officers and Directors for impending vacancies and shall submit or refer such names to the Board of Directors for their consideration at their meeting held at the Annual Conference. Thereafter, the Board of Directors shall submit a list of Director nominees to the Council, no later than the second (2nd) day of the Annual Conference, for confirmation and election at the annual business meeting held on the last day of the Annual Conference. The list of nominees for Officers shall be submitted by the Committee to the Board of Directors for election prior to the annual business meeting. The names of the elected Officers shall be announced to the Council at the annual business meeting. The Nominating Committee, in making its submissions, shall consider only those individuals who have current council membership acquired as provided by Article III, and who have complied with any and all other procedures established by the Board of Directors pursuant to Article IV, Section 9. In selecting nominees, the Nominating Committee shall take into consideration the geographic areas, including memberships within that area, and the various professional disciplines, including public and private affiliation, represented by the nominees. The Nominating Committee shall also consider Article IV, Section 4, in selecting Director nominees. The Nominating Committee shall consist of the Officers of the Council and other Directors as may be appointed by the Chairperson. The Vice President shall serve as Chairperson.
- Section 4.** The Finance Committee shall advise the Board of Directors of measures desirable to improve the financial resources of the Council and may assist the Treasurer, at the request of the Treasurer, in the performance of his or her duties. The Committee shall also be responsible for recommending an amount for the Board of Directors to establish and charge for the Annual Conference registration fees pursuant to Article VI, Section 2. The Finance Committee shall consist of the Treasurer and at least four (4) other members of the Board of Directors as the President may appoint. The Treasurer shall serve as Chairperson.
- Section 5.** The Communications Committee shall develop, review and edit the contents of the Council quarterly newsletter and such other Council publications, whether printed or electronic, as may be determined by the Board of Directors. The Communications Committee shall consist of such members of the Board of Directors as the President may appoint. The President shall select the Chairperson.

- Section 6.** The Planning Committee shall prepare and formulate the agenda for the Annual Conference and shall be responsible for promotion of the Annual Conference, selection of speakers and program content, and on-site coordination of plenary and workshop sessions. The Vice President shall serve as Chairperson of the Planning Committee and shall appoint members of the Council to serve on this committee as needed.
- Section 7.** The Resolutions and Bylaws Committee shall receive, consider and draft proposed resolutions to be submitted to the Council for adoption by the Council at its Annual Conference. The Resolutions and Bylaws Committee shall also periodically review the Bylaws of the Council and report to the Board of Directors at its annual meeting the results of the review. The Resolutions and Bylaws Committee shall, as necessary, solicit recommended changes to the Bylaws and draft amendments to the Bylaws in accordance with appropriate recommendations. The Resolutions and Bylaws Committee shall consist of such members of the Council as the President may appoint. The President shall select a Director to serve as the Chairperson.
- Section 8.** The Organizational Development and Membership Committee shall recommend measures to the Board of Directors to obtain the fullest participation of eligible individuals as members of the Council; and to encourage the participation and involvement of organizations and others in supporting the activities of the Council. The Organizational Development and Membership Committee shall also seek to identify functions and activities, which the Council may perform, to better serve the needs of the Council membership. The Organizational Development and Membership Committee shall consist of such members of the Council as the President may appoint. The President shall select the Chairperson.
- Section 9.** The Awards Committee shall solicit and select those persons and programs to be honored at the Annual Conference. The Committee shall establish criteria for Awards, prepare applications to be completed, and review the applications or nominations after submission. The Committee shall consist of at least five (5) members as the President may appoint. The President shall select a Director to serve as the Chairperson.
- Section 10.** The Scholarship Committee shall solicit and select those persons to be awarded scholarships to attend the Annual Conference. The number of scholarships to be awarded each year shall be determined by the Board of Directors in consultation with the Finance Committee. The Scholarship Committee shall establish criteria and prepare an application to be made available to those wishing to apply. Thereafter the Committee shall review the applications and select those to receive the scholarships. The Committee shall consist of at least five (5) members as the President may appoint. The President shall select a Director to serve as the Chairperson.
- Section 11.** The Site Selection Committee shall, in conjunction with the Conference Planner, investigate sites for the Annual Conference to be held 2-3 years from the current year. The Committee shall make periodic reports to the Board until such time as a vote can be taken to approve a future site for the Annual Conference. The Chairperson and Conference Planner may visit the final candidate(s) site(s) to review the facilities and appropriateness of the proposed site(s). The Chairperson of the Committee shall be the Second Vice-President. The Committee shall consist of at least five (5) other members, including at least one Honorary Life Member.
- Section 12.** The Strategic Planning committee shall develop and maintain a written strategic plan which reflects the goals and mission of the organization. The committee shall make periodic reports to the Board, and provide a forum and discussion and feedback on the plan.
- Section 13.** Special committees may be appointed by the President as required. Special committees are automatically terminated at the conclusion of each Annual Conference unless re-appointed by the new President.

Article VIII. Resolutions

- Section 1.** At the annual business meeting, the Council may adopt resolutions which address: 1) Problems of interstate, inter-jurisdictional and international establishment of paternity and establishment and enforcement of child support orders; and 2) Internal Council business. An affirmative vote of a majority of the Council members present and voting is required for adoption of such resolution
- Section 2.** At the annual business meeting, the Council may consider and adopt resolutions concerning matters not covered in Article VIII, Section 1. An affirmative vote of two-thirds (2/3) of the Council members present and voting is required for adoption of such resolution.
- Section 3.** The Board of Directors may adopt resolutions if approved by a majority vote of the Board of Directors who are present and authorized to vote at any Board of Directors meeting provided prior notice is given to the Board of Directors.

Article IX. Quorum

- Section 1.** A majority of the Board of Directors present and voting shall be sufficient to conduct Board of Directors business.
- Section 2.** A majority of the Council membership present and voting shall be sufficient to confirm and elect Directors and adopt resolutions; except that a two-thirds (2/3) vote shall be necessary as required in Article VIII, Section 2.

Article X. Amendments

- Section 1.** Proposals to amend these Bylaws shall be prepared by the Resolutions and Bylaws Committee as set out in Article VII, Section 7.
- Section 2.** The Board of Directors may amend the Bylaws with the concurrence of the majority of the Council members present and voting at the annual business meeting.
- Section 3.** Proposals to amend these Bylaws shall be made available to the membership of the Council as early as possible at the Annual Conference. The Board may further publicize proposals to amend these Bylaws to the membership of the Council by media such as the Internet on the Council's organization web site or other electronic means.

Article XI. Execution

- Section 1.** These Bylaws are self-executing except where a vote or some similar action is expressly prescribed.