

POTOMAC APPALACHIAN TRAIL CLUB
Constitution and Bylaws

Last amended on March 11, 2025

Constitution

Article I

Name, Mission, and Objectives

Section 1. The name of this corporation shall be the Potomac Appalachian Trail Club (hereinafter "the Club").

Section 2. The mission of the Club shall be: through volunteer efforts, education, and advocacy, acquires, maintains, and protects the trail and lands of the Appalachian Trail, other trails, and related facilities in the mid-Atlantic region for the enjoyment of present and future generations.

Section 3. The objectives of the Club shall be: to support and encourage the permanent protection, conservation, and proper recreational use of the Appalachian National Scenic Trail and other trails; to build and maintain a portion of the Appalachian National Scenic Trail and other trails for the use and enjoyment of walkers, rock and mountain climbers, cross-country skiers, and others interested in non-motorized, non-mechanized, human-powered outdoor recreational activities; to further the preservation of land for open space, conservation, and recreation; to construct and maintain shelters, cabins, and camp sites along the Appalachian National Scenic Trail and other trails for the use of hikers; to encourage the careful use and conservation of these trails and the surrounding lands and resources by organizations and individuals; to collect data about the trails and surrounding lands and resources concerning scenery, history, geology, botany, forestry, and wildlife; to prepare and publish maps, guidebooks, and camping data; to educate the public on matters including the protection of the Appalachian National Scenic Trail, other trails, and related lands and resources, proper skills related to the construction and maintenance of trails and trail-related structures, and camping methods; to foster public appreciation and use of the national and state parks and forests and other natural areas; and to assist, advise and cooperate with private land owners, federal, state and local governments to achieve these corporate objectives.

Article II

Membership

Section 1. Any person who subscribes to the mission and objectives of the Club as set forth in Article I regardless of race, ethnic origin, sex, creed, or nationality, is eligible for membership, except that persons who have been dismissed for cause from the Club per procedures set forth in the Bylaws may not rejoin.

Section 2. Eligible persons become members of the Club by filing a membership application and paying appropriate dues. To remain a member, dues owed must be paid on time. Persons whose dues are not paid past the date due are delinquent members and when two months have passed without payment, will be dropped from Club membership.

Section 3. Member privileges are set forth in the Bylaws. Delinquent members lose the privilege to hold Club positions, vote, and sign petitions.

Article III ***Officers***

Section 1. Officers of the Club must be members over the term for which they serve. Elected officers shall be a President, Vice President for Operations, Vice President for Volunteerism, Treasurer, Secretary, Supervisor of Membership, and six other officers whose titles shall be named in the Bylaws. In the absence of the President, the Vice President for Operations shall assume the duties of the office. In the absence of both, the Vice President for Volunteerism shall so act.

Section 2. The twelve Club officers shall be elected per article IV and shall serve without compensation. Officers each serve a term of two calendar years starting on January 1 of the year after the election. The President, Vice President for Operations, and Vice President for Volunteerism shall be limited to two terms in the same office. After two consecutive terms in the same offices, all other officers may run for the same office again after a two-year break in tenure.

Section 3. Officers shall execute their duties fully. In the event an officer does not fulfill the obligations of the position, the officer may be removed from office by a two-thirds vote of the officers. If an elected office is vacant for any reason, a replacement officer may be chosen by a majority vote of the remaining officers. The replacement shall serve until the expiration of the term of that office provided in Section 2 and this period will not apply to the term limit stated in Section 2.

Article IV ***Elections***

Section 1. Elections will take place in even numbered years. The time, place and manner of the elections shall be set forth in the Bylaws.

Section 2. Any Club member may run for office, provided they meet the minimum qualifications for the office set forth in the Bylaws. There may be multiple candidates for any office. Candidates must be willing and have the time needed to execute the duties of the office they would fill as established by Council. No member shall be a candidate for more than one office in a given election.

Section 3. The President shall nominate an Election Committee of not less than five members who shall be appointed subject to Executive Committee ratification. The authorities, duties, responsibilities, and general procedures of the Election Committee shall be those set forth in the Bylaws.

Section 4. The Election Committee will certify the results of the election. The results of the election and the vote count for each candidate shall be made public in a manner provided in the Bylaws.

Article V

The Executive Committee

Section 1. The Executive Committee will be comprised of the twelve elected officers of the Club as voting members, plus the appointed General Counsel and the Staff Director.

Section 2. The Executive Committee guides day-to-day Club activities. It assists the President to prepare the agenda for Council meetings and coordinates the preparation and review of policies, plans, budgets, and resolutions to be recommended for Council decision. It addresses problems outside the scope of individual officers and formulates solutions, recommending action to Council as appropriate. It implements Council decisions and reviews how well goals set by Council are being accomplished. It makes policy and financial decisions that are time-sensitive, keeping Council informed. Such decisions must accord with the general objectives of the Club. They must be agreed to by a majority of the voting members present, except that decisions to expend unbudgeted funds must receive seven votes. Decisions are subject to review and consent by the Council at the next scheduled meeting. The Executive Committee is also responsible for other matters stated in this Constitution or Club bylaws.

Article VI

Council

Section 1. The Council is comprised of the voting members of the Executive Committee, the immediate past president, chairs of standing committees, presidents of special interest sections and Club chapters or their designees, and may include appointed officers. Members of the Council shall be Club members for the period they hold their positions, shall execute fully the duties of the position they hold, and shall serve without compensation.

Section 2. Guidance for Council quorums and conduct of business are set forth in the bylaws and in Council policies and rules of procedure.

Section 3. The Council serves as the board of directors of the Club and in that role approves the bylaws of the Club and the duties and responsibilities of Club officials; provides policy, sets priorities and approves long range planning guidance for the Club; approves capital and

operating budgets of the Club; approves matters, including real estate purchases, that commit the Club to long term resource expenditures; and reviews the broad scope of Club business during meetings in order to promote coordinated effort. The Council is also responsible for other matters stated in this Constitution or bylaws. Members of Council shall serve without compensation for their services as Council members, but may be reimbursed for out-of-pocket expenses associated with the Club business matters in accordance with the budget.

Article VII

Standing Committees, Appointed Officers, Special Interest Sections, and Chapters

Section 1. The Council establishes standing committees to carry on continuing activities in support of the Club's corporate objectives. Upon establishment, the President shall appoint all standing committee chairmen, who shall be subject to confirmation by the Executive Committee. Chairmen of standing committees serve at the pleasure of the President and may be removed from office by the President at any time. Chairmen of standing committees may not be removed by an acting president. Committee chairs recruit and appoint members of their committees.

Section 2. The President has the power to appoint such additional officers as may be necessary for the efficient administration of the Club's affairs, subject to confirmation by the Executive Committee. Appointed officers must be members during the period they serve and serve without compensation, but may be reimbursed for out-of-pocket expenses associated with Club business matters in accordance with the budget. Appointed officers may be members of Council but need not be. Appointed officers are not considered members of Council solely by virtue of their status as an appointed officer. Appointed officers serve at the pleasure of the President and may be removed from office by the President at any time.

Section 3. The Council may approve the establishment of special interest sections of the Club to pursue specific outdoor activities that accord with club objectives, if members so petition Council. The President of a special interest Section serves as a member of Council.

Section 4. When petitioned by any discrete regional or geographic cluster of PATC members, the majority of whose members reside in areas removed from club headquarters, the Council may establish a club chapter to carry on continuing activities in support of the Club's corporate objectives. The president of a chapter serves as a member of Council.

Article VIII

Annual and Special Meetings of General Club Membership

Section 1. An annual meeting of the general Club membership is held in November of each year on a date selected by Council.

Section 2. Special meetings may be called by the President, or shall be called by the President upon written petition of not less than twenty-five members, upon written notification to all Club members mailed not less than two weeks prior to the date of the special meeting. The petition shall specify the reason for the meeting, which shall be limited to that purpose. The notification shall state the purpose of the meeting. In the event that a special meeting requires Council action, a majority of the members of the Council constitutes a quorum for the transaction of business and a majority of the quorum constitutes the act of Council.

Article IX Amendments

Section 1. Amendments to this Constitution may be proposed by a two-thirds majority of the Council, or by written petition signed by not less than fifty [50] Club members and delivered to the Secretary. Petitions to amend the Constitution must be delivered to the Secretary in form and substance as specified in the Bylaws.

Section 2. Special meetings may be called in accordance with Article VIII, Section 2 to discuss the proposed amendment.

Section 3. The proposed amendment, initiating petition (if any), explanatory material deemed necessary by the proponent(s) of the amendment, Council's official position on the proposed amendment, and a copy of this Article, shall be made available by the Secretary to the membership in a manner provided in the Bylaws at least thirty [30] days prior to the end of the voting period.

Section 4. Voting shall occur in the time, place and manner provided in the Bylaws. Voting on proposed amendments to the Constitution is by secret ballot. If the proposed amendment is approved by at least two-thirds of the members who have submitted ballots in accordance with this procedure, the amendment is adopted, and the Constitution shall be changed accordingly.

Article X Dissolution

The Club may not be dissolved except by the vote of no less than 80 per cent of the membership, and voting procedures shall be those provided for in the bylaws. Upon dissolution and following the payment of all debts incurred by the Club prior to its dissolution, the remaining assets, funds, and property of the Club shall be assigned and conveyed to one or more organizations with similar corporate objectives to the Club as designated by the Council which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Bylaws

1. Titles of Elected Supervisors

The titles of the six officers to be elected in addition to those stated in the Constitution, are: Supervisor of Trails, Supervisor of Lands, Supervisor of Facilities, Supervisor of Marketing, Supervisor of Communications, and Supervisor of Outreach.

2. Notice to Members

Delivery of notices to members of meetings of directors, or any other communication to the member, may be made by electronic transmission.

3. Voting by Members.

Members will be provided at least 30 calendar days to vote on any matters requiring a vote of membership. For administrative efficiency, eligibility to vote shall be determined as of a date 15 business days in advance of the commencement of the voting period.

4. Amendments to the Constitution

Amendments to the Constitution may occur at any time. Amendments to the Constitution must be approved by a two-thirds majority of those Club members who vote on the amendment. The Executive Committee shall have the authority to determine the time, place, and manner for approving Constitutional amendments, subject to approval by Council.

5. Selection of Officers

Voting members of the Executive Committee (Elected Officers) are elected in even numbered years. The biennial election of officers shall be managed by two committees: A Nominating Committee and an Election Committee.

Candidates for elected office are not eligible to serve on either committee. Members of either committee may run for office if they resign from the committee no later than July 15 of an election year. Current Council Members may serve on either committee. No one may serve on both committees simultaneously. Each committee has the authority to devise its own procedures consistent with the Club's Constitution and Bylaws. The deadlines provided for in this section can be waived by a majority vote of Council.

A. Nominating Committee

1. Purpose

The Nominating Committee is a permanent, non-standing committee with a mandate to identify

candidates for elective office and to assist the President in identifying qualified candidates for positions subject to appointment by the President. The Nominating Committee shall seek candidates who will represent the interests of the club as a whole and will make best efforts to select candidates who reflect the demographic and geographic diversity of the Club membership.

The Nominating Committee shall present to the Election Committee a slate of candidates, who meet the qualifications as defined in the Club's Constitution and these Bylaws.

The nomination process for the biennial election shall be as follows: Any member in good standing may submit a request to run for elective office to the Nominating Committee. The Nominating Committee shall consider member requests but may independently recruit and nominate members to run for office. The Nominating Committee shall determine whether each nominee meets the minimum qualifications established by the Constitution and Bylaws. The decision of the Nominating Committee on candidate qualifications shall be final. The Nominating Committee shall timely notify in writing any nominee deemed not qualified.

Should there be a vacancy in an elective office between biennial elections, the remaining Elected Officers as a body may vote to request the Nominating Committee's advice to identify a suitable candidate to fill the vacancy pursuant to Article III, section 3 of the Constitution. At the request of the President, the Nominating Committee may also identify candidates to fill appointed positions, which include but are not limited to those requiring Executive Committee or Council ratification.

2. Committee Membership

The Nominating Committee shall consist of not fewer than three (3) members in good standing. All members of the Committee are appointed by the President with the advice and consent of Council. The President shall make best efforts to choose appointees for the committee who have a broad understanding of the Club's interests and of the requirements for Club leadership. The work of the committee shall take place in meetings conducted in person or remotely by any electronic, telephonic or written means and require a quorum, consisting of a majority of the committee's members, to conduct its business.

3. Process

On or before September 1, any Club member who wants to run for office must file a request with the Chair of the Nominating Committee, identifying the office they seek and stating that they are willing to serve and are committed to provide the time needed to execute the duties of the office they seek. The Nominating Committee shall notify Council and the membership of those candidates deemed qualified to run for office within a reasonable time after receipt of a request. After September 1 and until the Nominating Committee submits its slate to the Election Committee, it may continue to recruit and nominate candidates.

On or before September 15, the Nominating Committee shall provide to the Election Committee a slate of qualified candidates. At that time, the Nominating Committee shall notify Council and the membership in writing, by notice on the Club's website or by e-mail, of the names of all qualified candidates for each office.

No changes may be made to the names on the ballot after September 15. Any offices that are not filled in the election may be filled by the remaining Elected Officers after they take office using the constitutional provision (Article III, Section 3) to fill vacant offices.

B. Election Committee

1. Purpose

In accordance with the Constitution, the Election Committee conducts the election process and certifies the results of the election. The purpose of the Election Committee is to run a fair and transparent election in accordance with the Constitution, these Bylaws and the time, place, and manner of the election as approved by Council. The Election Committee is a temporary committee that is formed by May 1 of an election year and is disbanded when the committee submits its final report, if any, or by the end of the calendar year, whichever occurs first.

The Election Committee has the authority to manage the content of communications submitted by the candidates in the election process. Normally, the Election Committee will not edit or otherwise revise materials provided by candidates. In extreme cases of inappropriate content, however, the Election Committee may refuse to accept or may edit candidate material. Decisions of the Election Committee in this area are final. The Election Committee has no jurisdiction over other communications by the candidates.

2. Committee Membership

The Election Committee consists of not fewer than five (5) members in good standing appointed by the President and subject to approval by the Executive Committee. Any club member in good standing and not running for office during that election year may be appointed to the Election Committee. The work of the committee shall take place in meetings conducted in person or remotely by any electronic, telephonic or written means and require a quorum, consisting of a majority of the committee's members, to conduct its business.

3. Process

Council shall determine the time, place and manner of the election of officers, including the balloting process, and provide that guidance to the Election Committee by May 1 of an election year. The Election Committee shall develop the plan for conducting the election (Election Plan) within the parameters set by Council. This Election Plan shall be based on the guidance provided by Council and include a schedule with milestones, a communication plan, and a certification plan.

The Election Plan must be consistent with the budget, while promoting participation without unreasonably compromising security. The Election Committee shall present an Election Plan to Council no later than June 1. Council shall have until June 30 to review, amend, and approve an Election Plan.

By August 1 of an election year, the Election Committee shall propose for Council approval a schedule for the election campaign process that provides the membership with an opportunity to learn about the candidates and for candidates to engage with the membership. Such opportunities

may include but are not limited to communications through the Potomac Appalachian, the PATC website, a candidate forum, and other appropriate means. Council shall have until August 31 to review, amend, and approve an election campaign process and schedule. The schedule shall provide for all Election Committee-sponsored campaign activity to cease before voting begins.

6. Meetings of the Council

The Council meets no less than quarterly each year at such dates, times, and places as the President directs. A majority of the members of Council constitutes a quorum for business. Each Council member has only one vote, notwithstanding multiple responsibilities. If more than one person chairs a committee, the co-chairs have only one vote on Council.

Council members who will be absent from a meeting shall designate another PATC member to represent and vote for them at the meeting. The name of the person will be sent to the Secretary and recorded in the minutes of the meeting.

The decision of a majority of the Council members present at a meeting at which a quorum is present is the act of the Council, unless the act of a greater number is required by the Constitution or these bylaws.

A meeting may be canceled, postponed, rescheduled, or changed to a different location by the President. When emergency Council action is required, the President may direct the Secretary to conduct a vote by electronic means. Council meeting minutes, policies and other documents approved by Council shall be provided to the membership in a summary in the Potomac Appalachian, and in full text with attachments in the club library.

7. Club Business Affairs

Contracts. The Council may grant general or special authorization to any officer, member, or employee of the Club to enter into any contract in the name of and on behalf of the Club. This authority is subject to such conditions as the Council may prescribe. In considering whether to enter into a contract by or on behalf of the Club with a member of Council or the company or organization with whom a member of Council is employed, the affected member of Council shall disclose this fact to Council, recuse himself or herself from any discussions on the matter, and shall not participate in or vote on the final decision.

Real Property. The Council shall govern and direct the acquisition and management of real property, and may delegate this authority to appropriate officers or committees. The Council shall also have the authority to dispose of real property by sale, lease, or otherwise, which authority may also be delegated to appropriate officers or committees. All deeds, leases, or other instruments of conveyance will be signed by the President, or the officer authorized by the Constitution or these bylaws to act for the President. In considering whether to acquire real property from, or convey real property to, a member of Council or the company or organization with whom the member of Council is employed, the affected member of Council shall disclose this fact to Council, recuse himself or herself from any discussions on the matter, and shall not participate in or vote on the final decision.

Income. All funds of the Club shall be deposited or invested to the credit of the Club in banks, savings and loan institutions, funds, or such other institutions or instruments as the Treasurer shall authorize, with only such funds as are necessary to carry out the day to day operations of the Club or other reasonably foreseeable expenditures being maintained in checking accounts or other low-yield accounts.

Disbursements. Disbursements. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Club shall be signed by such officer, agent, or employee of the Club and in such manner as shall be determined by the Council. If the Council fails to make special provision, such instruments may be signed by the President, Vice President, Treasurer or Staff Director. All disbursements shall be in accordance with a budget to be prepared annually and approved by the Council, or shall be authorized by a vote of Council. The Executive Committee may approve expenditures in emergency circumstances per Article V, Section 2 of the Constitution. All invoices for expenses greater than \$10,000 require two appropriate signatures. Appropriate approval of invoices would be the Chairs of the Committee, Staff Director, or related Officer.

Books and Records. The Club shall keep correct and complete books and records of account, minutes of all Council meetings, membership lists, and other records as may be required by law or regulation.

Audits. The Club shall retain a certified public accountant to audit the books and accounts of the Treasurer annually. After the audit has been completed, the accountant shall present a written report. The Council may also cause to be audited in the same manner the accounts of other agents and committees of the Club.

Fiscal Year. The fiscal year shall be the calendar year.

Gifts and Donations. There are four kinds of gifts and donations: money; equipment and material; securities and bequests; and real estate (land, easements, buildings, etc.).

Money donated up to \$1000 may be accepted by any Council Member or committee chair or manager they appoint. They will forward the money to the Staff Director for deposit who will direct the Club business manager to credit budget lines indicated by the donor. If no purpose is indicated for the funds, then they will be included in the general fund.

Money donated in excess of \$1000.00 may be accepted by the Treasurer or Staff Director for deposit. He or she will direct the Club business manager to credit budget lines indicated by the donor. If no purpose is indicated for the funds, then they will be included in the general fund. Donated equipment may be accepted by a Council member, committee chair or manager who will use the equipment to carry out Club tasks. It will be maintained and carried on pertinent inventories.

Securities and bequests may be accepted only by the President, Vice Presidents, Treasurer, and Staff Director.

Real estate donations and right of way easements may be accepted only by Council after

evaluation of the long term impact on Club resources.

Easements. The Council may place easements of any sort on Club lands and facilities, provided such easements further the objectives of the club. The Club may not hold conservation easements, but may give conservation easements to organizations authorized to hold them.

Seal. The Council shall provide a corporate seal in the charge of the Secretary, and the seal shall be affixed to documents as required by law or custom or as directed by Council.

Attestation. The attestation of any sealed or unsealed document may be by any elected officer, or as the Council may additionally provide.

Employees. The Council may authorize the President and other members of Council to hire and fire such employees as may be necessary for the smooth and efficient administration of the day-to-day operations of the Club and to implement general policy direction as determined by the Council. Employment shall not be denied anyone on the basis of race, sex, creed, or nationality. Salaries, benefits, and conditions of employment shall be as provided by Council.

8. Memberships.

As used in this section, an adult is an individual 18 years or older.

Term Membership Category:

INDIVIDUAL - One adult.

INDIVIDUAL SENIOR - One adult 60 years or older.

COUPLE - Two adults.

COUPLE SENIOR - Two adults with at least one 60 years or older.

FAMILY

- One or two adults.
- Others registered members under 18.

NORTHWEST FEDERAL CREDIT UNION (NWFCU) ASSOCIATE – One adult limited to three months.

Life Membership Category:

LIFE

One can become a life member one of two ways

- One adult becomes a Life member upon payment of dues set by Council for Life members.
- Upon completion of 50 years as a full member one adult becomes a Life member at no additional cost.

LIFE COUPLE - Two adults become Life members upon payment of dues set by Council for Life Couple members.

Honorary Membership Category:

HONORARY LIFE

- The Council may confer Honorary Life Membership upon a member of long standing who has rendered outstanding service or contributions in furtherance of the Club's mission and objectives.
- Receive all benefits of Membership.

HONORARY MEMBER - The Council may confer Honorary Membership upon a non-member for a fixed or indefinite term in recognition of outstanding contributions in furtherance of the Club's mission and objectives.

Member Privileges.

1. Member discount on PATC store purchases (Exception: NWFCU Associate).
2. Member-only cabin rentals for those who are at least 21 years of age.
3. Use of the Club library
4. Holding an elected or appointed Club position (Exceptions: Honorary, NWFCU Associate, must be 18 or older).
5. Voting in Club elections (Exceptions: Honorary, must be 18 or older).
6. Signing Club petitions. (Exceptions: Honorary, NWFCU Associate, must be 18 or older).
7. Other benefits the Council may approve.

Setting of Dues.

1. The Council sets all Membership dues. Once set, the new dues are announced in the club newsletter at least two months prior to implementation.
2. Honorary Life Members and Honorary Members do not pay dues.

Member Obligations.

1. Maintain one current mailing address per membership (including an email and phone is appreciated).
2. Support Club objectives and volunteers.
3. Pay dues owed.

Members are encouraged to volunteer for and participate in Club activities.

Member Disputes.

Disputes between members will attempt to be resolved at the lowest level possible, preferably between the parties to the disagreement. If not resolved, the volunteer supervisor(s) for the parties concerned will review the dispute. If the dispute continues without resolution, either party may refer the matter to the Vice President for Volunteerism. Each party to the dispute will indicate in writing or by e-mail to the Vice President of Volunteerism the facts of the dispute as perceived. Persons in the supervisory chain for the individuals concerned will send their comments to the Vice President for Volunteerism. If unable to resolve the issue, the Vice President for Volunteerism will appoint a mediator to attempt resolution. The mediator may be a disinterested Club member or may be an outside party with experience in conflict resolution. The facts as perceived by the parties involved and supervisory comments on the dispute will be provided. The mediator will attempt to contact parties involved for direct interviews. If the dispute continues after 30 days of mediator involvement, it will be referred to the Executive Committee for a decision, which will be final. Members of the Executive Committee who are parties to or have already participated in the formal resolution process of the dispute will recuse themselves.

9. Special Membership Review Committee

To investigate complaints about a member's misconduct, the President or his/her designee will appoint a special membership review committee comprised of Club members who hold no direct interest in the complaint. The committee will investigate the complaint and may recommend exoneration of the member, or sanctions up to and including expulsion from the Club. Recommendations will be presented to the Executive Committee. The President will notify the member accused in writing who will have 30 days to respond to the complaint and the Committee's recommendation. The President will present the Committee's findings and recommendations to Council along with the member's response. Members of Council involved in the complaint will recuse themselves while the matter is discussed. The Council by a majority vote of remaining members will decide what action to take, which action will be final. Such personnel actions will be confidential during the investigative phase to avoid unwarranted harm to the member's reputation.

10. Mailing List

Each member shall provide the Supervisor of Membership with a current mailing address and shall promptly notify the Supervisor of Membership in writing or by e-mail of any changes to that mailing address. The Club shall establish and maintain a list of the current mailing addresses for all Club members. This list shall be used by the Club to apprise members of official Club functions, activities, and other news of general interest. Information sent by the Club to a member at the mailing address given in conformance with the above, shall constitute notice to, and be binding upon, Club members and shall satisfy any and all obligations of the Club to inform its members.

11. Special Interest Sections and Chapters

A special interest section within the Club or a club chapter shall schedule its own activities, establish its own operating rules which shall be in accord with those of the Club, and elect its own officers. Special interest section and chapter members must be PATC members.

12. Rules and Regulations

The Council may make such rules and regulations as it deems advisable and which are consistent with the Constitution and bylaws.

13. Amendment of Bylaws

These bylaws may be amended by a two-thirds majority of the Council by ballot.