

# ATMAE Bylaws

Effective January 19, 2015



The Association of  
Technology,  
Management, and  
Applied Engineering

## Article I – Membership, Membership Classes & Voting Rights

**1.1 Association Membership:** Membership is open to all individuals, and organizations interested in obtaining the benefits or promoting the objectives of the Association. The Board of Directors is authorized to adopt membership policies and membership classes for both individual and organizational members of the association, and may adopt policies for membership chapters.

**1.1.1 Honorary Membership:** For individuals who have made outstanding contributions to the Association or its purposes. A nomination in support of recognition of an individual as an Honorary Member must be presented to the Executive Director in writing at least 90 days prior to the annual meeting. Detailed information concerning the contributions and achievements of the individual must accompany the recommendation. The Board of Directors has sole authority to determine if a nominated individual should be recommended to the membership for recognition as an Honorary Member through a vote of the membership. An individual recommended for honorary membership status must receive a two-thirds majority of the returns in an election by the membership.

**1.2 Membership Voting Rights:** All individual members of the Association shall have full voting rights in the Association. One individual from an organization holding a membership in the Association shall have full voting rights in the Association.

## Article II – Board of Directors

**2.1 Composition:** The voting members of the Association shall elect a Board of Directors. The Board of Directors shall consist of two representatives of the membership from Community College / 2-year degree program institutions, two representatives of the membership from University / 4-year degree program institutions, one representative of the membership from business, industry or other non-academic institutions, one representative from the National Industry Advisory Committee (NIAC), one representative of the student membership, and two At-Large representatives. The Executive Director of the Association will serve as a non-voting member and Secretary of the Board.

**2.1.1 Election of Members; NIAC Representative; Nomination:** The voting members of the Association shall elect the Board of Directors, except for the representative of the NIAC. All voting members of the Association are eligible to vote for all elected members of the Board of Directors.

**2.1.1.1 NIAC Representative:** The Chair of the NIAC, or his or her designee, shall serve on the Board of Directors. The Chair of the NIAC may designate the Vice-Chair of the NIAC as the NIAC representative to the Board of Directors. If the Vice-Chair is unable or unwilling to serve, the Chair may designate another member of the NIAC as the NIAC representative to the Board of Directors.

**2.1.1.2 Nomination & Eligibility:** The Leadership Development & Nominating Committee is charged with recruiting, identifying, and selecting potential candidates, for election to the Board of Directors. All candidates for election, candidates elected and taking office, and appointees to open positions onto the Board of Directors, must be members of the membership category for which they are a candidate, are elected, or are appointed. An organizational membership contact person, and an honorary or retired member, may be nominated, elected, or appointed to serve on the Board of Directors in a representative position if that position represents the membership category to which they would belong if they were a regular student or professional member.

**2.2 Officers:** The Chair, Vice-Chair, Treasurer, and the Secretary are the officers of the Board of Directors. The Chair, Vice-Chair, and Treasurer serve at the pleasure of the Board.

**2.2.1 Chair:** At the first meeting of the Board of Directors at the annual conference in which new members of the Board of Directors elected under these bylaws participate, the Board of Directors shall elect a chair from among its members. The Chair shall serve a two-year term.

**2.2.2 Vice Chair:** At the first meeting of the Board of Directors at the annual conference in which new members of the Board of Directors elected under these bylaws participate, the Board of Directors shall elect a Vice Chair. The Vice-Chair will serve as presiding officer of a Board of Directors meeting if the Chair must excuse him or herself from participation due to a conflict of interest as defined in Article XII, or due to the Chair's temporary absence or incapacity. The Vice Chair shall serve a two-year term.

**2.2.3 Treasurer:** At the first meeting of the Board of Directors at the annual conference in which new members of the Board of Directors elected under these bylaws participate, the Board of Directors shall elect a treasurer from among its members. The Treasurer shall serve a one-year term.

**2.2.4 Secretary:** The Executive Director shall serve as the Secretary of the Board of Directors.

**2.2.5 Vacancy in Position of Chair, Vice Chair, or Treasurer:** If the position of Chair becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, the Vice-Chair shall assume the role of Chair for the remainder of the two-year term; the Board of Directors shall take immediate action to confirm the Vice Chair assuming the role of Chair, or shall elect another board member to serve the remainder of the two-year term. If the position of Vice Chair becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, the Board of Directors shall take immediate action to elect another board member to serve the remainder of the two-year term. If the position of Treasurer becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, the Board of Directors shall take immediate action to elect another board member to serve the remainder of the two-year term.

**2.2.6 Executive Committee:** The officers shall also serve as the Executive Committee of the Board of Directors

**2.3 Term of Office:** The term of office of all members of the Board of Directors, except the Student Representative, is two years; the term of office of the Student Representative is one year. The terms of office of the members end upon the individual

Board of Directors member's successor being sworn into office at the annual meeting of the Association. The initial terms of office of new Board of Directors members elected after these revisions to the bylaws take effect will commence at the annual meeting of the Association at the 2013 annual conference. Thereafter, a term of office begins upon the individual being sworn into office at the annual meeting of the Association at the annual conference subsequent to his or her election. A board member may be sworn into office in absentia. In the event that an annual conference and annual meeting are not held due to unusual circumstances, as provided in section 5.1, the Executive Director shall establish a date for terms of office to begin that is consistent with what would have been the date of the annual meeting at the annual conference.

**2.3.1: Staggering of Terms of Office and Impact on Initial Terms of**

**Office:** In order to maintain experience and continuity of leadership on the Board of Directors, the initial elected term of office of the members of the Board of Directors shall be varied from the term stated in section 2.3 to provide for a rotation of new members to the Board of Directors, with the intent that approximately one half of the Board of Directors will remain in office after each election. After this section has been used to establish an initial rotation of election of members, the authority granted under this subsection shall become ineffective.

**2.4 Term Limits:** Board of Directors members shall serve no more than two consecutive terms on the Board of Directors, regardless of the position in which they have served.

**2.4.1 Intervening Time Period after Term Limit:** An individual may be elected or appointed to serve on the Board of Directors after serving the maximum number of consecutive terms allowed by this subsection if the number of years equal to the term of office of his or her last service on the Board of Directors has passed.

**2.4.2 Partial Terms; Impact on Term Limit:** To the extent a Board of Directors member has served a partial term of office on the Board of Directors, due to appointment or election to fill a representative position that became vacant, that partial term shall be considered a full term for purposes of application of term limits.

**2.5 Removal of Member from Office:** A member of the Board of Directors may be removed from office by a vote of at least two-thirds of the voting members of the Board of Directors elected or appointed, and serving in office, pursuant to a motion specifically stating that removal of the member of the Board of Directors is in the best interests of the Association. The member shall be removed from office immediately upon such action of the Board of Directors.

**2.6 Prohibition on Serving in Multiple Positions:** An individual elected or appointed to a position on the Board of Directors established under this article, shall not serve simultaneously as a leader of a division established pursuant to Article III, in an NIAC position established pursuant to Article VII (except for designated NIAC representative to the Board), or an independent board position established pursuant to Article VIII.

**2.7 Meetings:** The Board of Directors shall meet at a designated time and place a minimum of two times each year. One meeting shall be scheduled during and at the site of the annual conference. The other required meeting shall be scheduled at some other time during the year by the Board of Directors Chair. Other meetings may be scheduled

at the discretion of the Board of Directors Chair. A meeting shall be scheduled if three members of the Board of Directors communicate a request that a meeting be scheduled to the Executive Director; the meeting shall be scheduled within 30 days of the request, unless a previously scheduled Board of Directors meeting will take place within that time period, and in such case the item or items to be placed on the agenda of the requested meeting shall be added to the agenda of the regularly scheduled meeting. The Executive Director shall appoint an individual who is not a member of the Board of Directors as the Recorder of the minutes of Board of Directors meetings.

**2.7.1 Quorums; Voting by Electronic Means:** A majority of the serving members of the Board of Directors shall constitute a quorum for conducting business. The Board of Directors shall conduct business at its regular meetings, but the Board of Directors may conduct business and voting by electronic communication means outside of a regular meeting, provided that notice of the meeting is provided and receipt of the same is confirmed by all Board of Directors members, that a quorum of the Board of Directors participates in such a vote, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Board of Directors meeting.

**2.7.2 Abstention and Tie Votes:** Board of Directors members participating in a meeting must cast votes on all motions brought to vote. A tie vote may not be created by a member abstaining from a vote, unless the abstention is due to the Board of Directors member having a direct conflict of interest on the issue as defined by Article XII of these Bylaws.

**2.7.3 Attendance and Participation in Board of Directors Meetings by Non-Members; Executive Session:**

**2.7.3.1** The Board of Directors meetings are open to attendance by any member of the Association. The Board of Directors may allow, limit or prohibit direct participation in a Board of Directors meeting by such persons, and may not grant such persons voting privileges. If the Board of Directors allows participation in the meeting by such persons, the Board of Directors is authorized to limit the participation to a specific portion of the meeting and to impose specific time limits and other reasonable regulations to allow the Board of Directors to perform its duties.

**2.7.3.2** The Board of Directors may adjourn to executive session at any time and for any reason upon a motion approved by a majority of the Board of Directors present, such motion not being subject to discussion, and upon approval of such a motion, any persons in attendance who are not members of the Board of Directors shall be required to leave the meeting room.

**2.7.3.3** Votes taken by the Board of Directors while in executive session shall be recorded in the minutes, but any discussions in executive session shall not be recorded or summarized in the minutes.

**2.8 Authority of Board of Directors:** The Board of Directors is the final authority in carrying out policies and procedures as specified in the Constitution and Bylaws. Further, it is the responsibility of the Board of Directors to insure that appropriate procedures are followed in revising the Constitution and Bylaws.

**2.9 Responsibilities of Board of Directors:** The responsibilities of the Board of Directors shall include but not be limited to:

(a) Initiating action to carry out the purposes and objectives of the Association

including the authority to appoint and discharge any committees deemed necessary to conduct the work of the Association, and negotiation and execution of a contract or contracts with third parties for overall management of the Association's operations.

- (b) Distribution of funds necessary to conduct the work of the Association.
- (c) Appointment, supervision, and evaluation of the Executive Director of the Association.
- (d) Auditing the financial records of the Association and the preparation of an audit report to be presented at the annual meeting.
- (e) Approval of all published materials expressing an official position of the Association.
- (f) Sole and complete authority over use and communication of the name and identity of the Association and its programs, including those operated by independent boards pursuant to Section VIII.
- (g) Initiation of proposed additions and/or amendments to the Constitution and Bylaws of the Association and the processing of these changes in accordance with approved policy.

## **2.10 Duties of Officers, Executive Committee, and the Executive Director:**

**2.10.1 Chair:** The Board of Directors Chair shall:

- (a) Preside at the annual conference of the Association and at all meetings of the Board of Directors.
- (b) Act as Chair of and discharge their duties as a member of the Executive Committee
- (c) Promote the work of the Association and serve as the official representative of the Association.
- (d) Prepare an agenda for all meetings of the Board of Directors with the assistance of the Executive Director in cases where the Executive Committee has not done so and for the annual meeting of the Association.
- (e) Keep the Board of Directors informed of all matters of policy and of all issues of concern to the Association.
- (f) Keep in close communication with Board of Directors members and other leaders of the Association.

**2.10.2 Vice-Chair:** The Vice-Chair shall discharge the duties of the Chair in his/her temporary absence from a meeting, and discharge their duties as a member of the Executive Committee.

**2.10.3 Treasurer:** The Treasurer shall be the lead director for the oversight of the financial condition and affairs of the Association. The treasurer shall oversee and keep the Board informed of the financial condition of the Association and of the Audit or financial review results. In conjunction with the Executive Committee, the treasurer shall oversee yearly budget preparation. In conjunction with the Executive Director, the Treasurer shall ensure that the appropriate financial reports including an account of major transactions and financial condition of the Association are made available to the Board of Directors as required by the Board of Directors.

**2.10.4 Executive Director:** The Executive Director shall:

- (a) Serve as a non-voting member of the Board of Directors.
- (b) Serve as Secretary for the Board of Directors and appoint an individual who is not a Board of Directors member to serve as Recorder for Board of Directors

- meetings and for the annual meeting of the Association.
- (c) Manage the office and programs of the Association, supervise all full-time and part-time staff, and act as the authorized contractual and business agent of the Association.
  - (d) Assist the Treasurer and handle all fund transactions for the Association. The Executive Director and other appropriate national office staff shall be bonded.
  - (e) Promote the growth of the Association's programs, membership, and benefits through strategic development and coordination of marketing efforts.
  - (f) Discharge their duties as a member of the Executive Committee.

## **2.11 Vacancies on the Board of Directors:**

**2.11.1 Vacancy of Chair of the Board of Directors:** In the event of a vacancy in the position of the Chair of the Board of Directors, due to resignation, incapacity, death, other inability to serve, failure to fill the position by election, or removal from pursuant to Section 2.3.3.1, an Interim Chair of the will be elected from among the members by the or, if no member agrees to serve as Chair of the Board of Directors, the shall appoint a Chair of the from the Association membership. If the unexpired term to which the Interim Chair elected or appointed extends beyond the date at which new members take office after the next Association election, the Interim Chair of the shall serve in that capacity until a Chair of the is elected at the next annual election to serve the remainder of the unexpired term.

**2.11.2 Vacancies of Other Board of Directors Representative Positions:** If an position other than Chair is vacant due to resignation, incapacity, death, other inability to serve, failure to fill the position by election, or removal from pursuant to Section 2.3.3, the Chair shall appoint a member of the Association to the position to complete the unexpired or full term of the vacant position.

**2.12 Transitional Board:** The Board of Directors of the Association elected and taking office on November 14, 2009 pursuant to the prior Bylaws of the Association shall serve as the Board of Directors until the first Board of Directors elected pursuant to these Bylaws takes office pursuant to section 2.13.

**2.13 Effective Date:** Unless otherwise stated in this Article, Article II shall take full effect at the time at which a newly elected Board of Directors takes office subsequent to the election of Board of Directors members at the next annual Association election after the adoption of these Bylaws, to wit, at the commencement of the annual meeting of the Association at the 2013 Annual Association Conference. However, the authority of the Leadership Development & Nominating Committee created pursuant to section 6.2 to carry out its duties pursuant to this subsection, and the authority of the Executive Director to conduct an election pursuant to section 2.10.3, shall take effect at the time designated as the effective date of these Bylaws as indicated in Article XVI.

## **Article III – Divisions**

**3.1 Creation, Purpose, and Dissolution:** The Board of Directors, on its own initiative or upon petition of a member or members, may create divisions to serve the Association and its membership. Members requesting creation of a division must provide a

justification for creation of a division in addition to showing the support of a minimum of three members for the creation of the division, must articulate a need for the division not otherwise being met by other divisions or Association structures, and must demonstrate plans for how the need will be addressed by the proposed division, including specific plans, projects, or activities. In the event a division is no longer fulfilling the stated purpose or the need for which it was formed or that purpose or need has been met, the Board of Directors may dissolve the division. Creation and dissolution of a division is within the sole discretion and authority of the Board of Directors.

**3.2 Membership in and Governance of Divisions:** Association members may affiliate with a division by a request to the national office. Divisions created by this subsection shall be governed by Association members affiliated with the division. A division shall conduct a membership election to select a President and other presiding officers as is deemed necessary. Such an election may be conducted at an annual meeting of the division at the annual conference, or by election through written mailed ballots or by electronic means conducted by the national office. The results of an election shall be communicated immediately in writing to the national office. The elected leadership of the division has authority to establish and operate programs and activities of the division which are consistent with the purposes and policies of the Association, and subject to the oversight of the Board of Directors. The Board of Directors has sole authority and discretion to establish policies and procedures regarding governance of divisions. In the absence of specific Board of Directors policy, a division, through its designated leadership, may adopt governance policies and procedures; if such policies are in conflict with existing Board of Directors policy, or the Bylaws of the Association, they are inoperative.

**3.3 Program and Budgetary Support:** Divisions may request operational and budgetary support for their programs, by written request from their designated leadership to the Executive Director. Requests for budgetary support for programs not currently receiving budgetary support must be made within the normal budget planning and adoption cycle maintained by the Board of Directors.

## **Article IV - Dues and Fees**

**4.1 Membership Dues; Other Association Program & Service Fees:** Membership types, fee policies and fees shall be determined by the Board of Directors. Fees for program and services provided under the authority of an independent board, or other bodies established by the Board of Directors, shall be determined by agreement of the Board of Directors and the independent board upon the recommendation of the Executive Director.

## **Article V – Annual Conference and Annual Meeting**

**5.1 Annual Conference:** Except for unusual reasons, there shall be an annual conference of the Association each year. The Executive Director of the Association shall select each site at least two years in advance of the meeting.

**5.2 Annual Membership Meeting:** At each annual conference of the Association, an annual meeting will be held for all members to consider business of the Association. The Board of Directors shall be responsible for reviewing all recommendations made at the annual membership meeting by including the recommendations on the agenda of the next regularly scheduled Board of Directors meeting after the conclusion of the annual conference; the Board of Directors may refer recommendations to the appropriate independent boards or other Association committees or bodies.

## **Article VI – Committees of the Board of Directors**

**6.1 Committees:** Special Committees may be established by a vote of the Board of Directors and, at his or her discretion, the Chair of the Board of Directors may also establish special committees as deemed necessary. The chair and members of such a committee shall be selected from the membership of the Board of Directors and/or of the Association by the Chair of the Board of Directors. Such committees may include non-members of the Association by a vote of the majority of the Board of Directors. The name, membership, chair, and charge of any such committee must be reported to the Board of Directors by the chair and recorded in the minutes of the Board of Directors meeting during which the committee was created and its members named, or at the next Board of Directors meeting after the committee was created and its members named. The Chair of the Board of Directors shall be a non-voting member of any such committee. The authority and existence of all special committees shall cease upon the end of the term of the Board of Directors Chair under which the committee was established, though a special committee may be reestablished pursuant to this section by the succeeding Board of Directors or Board of Directors chair.

**6.2 Leadership Development & Nominating Committee:** The Chair of the Board of Directors, at the first meeting of the Board of Directors after new members take office, shall appoint a Nominating Committee. The Nominating Committee is charged with recruiting, identifying, and selecting potential candidates, for all elected and appointed positions of the Association, including representatives to the NIAC and to independent boards, unless the Bylaws and policies of the independent board provide for nomination and election or appointment of representatives by a different means.

### **6.3 Executive Committee**

**6.3.1 Composition:** The Chair, Vice-Chair, Treasurer, and Executive Director shall constitute the Executive Committee. The Chair of the Board of Directors shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those participating in the meeting.

#### **6.3.2 Authority:**

**6.3.2.1 Meetings & Meeting Agendas:** The Executive Committee has the authority to call meetings of the Board of Directors and to set the agenda for meetings. To the extent that the Executive Committee is unable to meet to set a meeting, set an agenda, or both, the Chair may call a meeting, and the agenda shall be set by the Chair and the Executive Director.

**6.3.2.2. Emergency Authority:** The Executive Committee shall have the authority to act on behalf of the association when there is an emergency requiring board action within a period of time during which the Board of Directors



is not able to meet. An emergency may be regarding a legal matter or other issue where failure of the Association to take official action during the time period at issue will result in immediate and substantive legal or financial detriment to the Association. Such action by the Executive Committee shall be reported to the Board of Directors, recorded in the minutes of the next meeting of the Board of Directors, and ratified by the Board of Directors at its next meeting

## **Article VII – National Industry Advisory Committee:**

**7.1** The Association shall organize a National Industry Advisory Committee (NIAC) to advise the Board of Directors. The NIAC shall consist of professionals from industry, business, or academia, with no more than 33% of its membership from academia. Members of the NIAC are not required to be members of the Association, though membership is suggested. Members of the NIAC will be appointed by a vote of the Board of Directors from nominations and volunteers submitted by the Nominating Committee. The NIAC shall have at least three (3) members and no more than eleven (11) members. The members of the NIAC shall serve two-year terms, though the initial terms of office of no more than one half of the NIAC members may be varied allow for staggered terms and continuity of leadership on the NIAC. A chair of the NIAC shall be appointed by the Board of Directors. The chair shall be a professional from business or industry. A Vice-Chair of the NIAC shall be elected by the NIAC from its members. The Chair of the NIAC, or their designee, also serves as a representative to the Board of Directors.

**7.2 Prohibition on Serving in Multiple Positions:** An individual elected or appointed to a position on the NIAC under this article, shall not serve simultaneously in an Board of Directors position established pursuant to Article II (except for the designated NIAC representative to the Board of Directors), or an independent board position established pursuant to Article VIII.

## **Article VIII - Boards**

### **8.1 Board of Accreditation:**

**8.1.1 Established; Authority:** A Board of Accreditation is established to coordinate and conduct all accreditation activity of the Association and the Board of Accreditation is the autonomous decision-making body with final authority for creating policies and procedures related to accreditation activities and activities authorized by Section 8.1.2, accreditation decisions, and decisions regarding recognition or certification of programs as provided in Section 8.1.2

**8.1.2 Non-Accreditation Activities:** The Board of Accreditation has authority to establish activities that may recognize or certify academic-based and industry-based educational, training, certification, and diploma and degree programs which would otherwise not qualify for accreditation by the Board of Accreditation. The Board of Accreditation has authority to establish a governing body to regulate and administer such activities.

**8.2 Board of Certification:** A Board of Certification is established to coordinate and conduct all activity of the Association regarding professional certification of individual

members of the Association. The Board of Certification is an autonomous decision-making body with final authority for all certification policies, procedures, and decisions.

**8.3 Foundation Board:** A Foundation Board is established within ATMAE to set up and maintain a fund to support ATMAE activities. The Foundation Board has final decision-making authority for policies and procedures, conducting Foundation fund-raising activities, maintenance of the fund, and grant-making activities.

**8.4 Journal Board:** A professional research Journal Board is established to coordinate and conduct all activity of the Association regarding publication of a professional research journal for publication of articles by members of the Association. The Journal Board is an autonomous decision-making body with final authority for all journal policies, procedures, and decisions. The name of a Journal published pursuant to this section shall be determined by the Journal Board and approved by the Board of Directors.

**8.5 Prohibition on Serving in Multiple Positions:** An individual elected or appointed to a position on a board established under this article, shall not serve simultaneously in a Board of Directors position established pursuant to Article II, or an NIAC position established under pursuant to Article VIII.

## **Article IX- Affiliation**

**9.1 Affiliation with other Organizations:** ATMAE may affiliate with other organizations or allow other organizations to affiliate with ATMAE providing this affiliation is in the best interest of ATMAE. The Board of Directors has final authority to approve such affiliations.

## **Article X - Honorary Society**

**10.1 Epsilon Pi Tau:** Epsilon Pi Tau (EPT) is an official honorary society for the Association.

## **Article XI - Parliamentary Authority**

**11.1 Procedural Handbook:** Roberts Rules of Order, Newly Revised, shall be the authority governing all matters of procedure not covered by the Association's Constitution and Bylaws.

## **Article XII – Conflict of Interest Policy**

**12.1 Conflict of Interest:** No member of the Board of Directors, members of independent boards, or other elected or appointed leaders of the Association, shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the individual who has the potential conflict of interest must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting

until discussion is over on the matter. The Chair of the Board of Directors, independent

board chairs, or chair of other leadership bodies is expected to make inquiry if such conflict appears to exist and the board member or leader has not made it known.

### **Article XIII - Procedures for Changing the Bylaws**

**13.1 Revisions of the Bylaws:** Revisions of the Bylaws are initiated by the Board of Directors or by the submission of a written proposal to the Board of Directors signed by twenty-five members. The Bylaws are revised by a majority vote of the returned ballots of the voting membership of the Association. A proposed amendment or a description of the amendment shall be distributed by personal mail or electronic transmission to each member of the Association entitled to vote no more than 60 days and no less than 10 days prior to the beginning of the election period. The Board of Directors may establish a policy to allow for voting by electronic means on revisions to the Bylaws, provided that such policy ensures that all qualified voters are able to participate in such a vote, that qualified voters are only able to cast one vote, that the privacy of ballots is respected, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Board of Directors meeting and reported to the membership of the Association.

### **Article XIV - Effective Date:**

**14.1 Effective Date of Bylaws:** Unless otherwise stated in these Bylaws, these Bylaws shall be effective on January 19<sup>th</sup>, 2015.