

**BYLAWS OF THE ALUMNI ASSOCIATION OF THE
H. JOHN HEINZ III COLLEGE OF CARNEGIE MELLON UNIVERSITY**

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H. JOHN HEINZ III COLLEGE OF CARNEGIE MELLON UNIVERSITY**

Article I STATEMENT OF PURPOSE

The purpose of the Alumni Association of the H. John Heinz III College of Carnegie Mellon University (Heinz College Alumni Association) is to promote the mutual interests of the H. John Heinz III College of Carnegie Mellon University (the Heinz College) and its alumni as herein defined.

The Heinz College Alumni Association has as its primary objectives:

- (a) The facilitation of communication among alumni, students, faculty, staff and administration;
- (b) The provision of ongoing financial support for Heinz College;
- (c) The promotion of employment, mentorship, networking and internship opportunities for alumni and students of Heinz College;
- (d) The provision of feedback from alumni to Heinz College regarding the policies and programs of the College;
- (e) The preservation and promotion of Heinz College's legacy of diversity;
- (f) The promotion of the name and programs of Heinz College.

Article II MEMBERSHIP

Section 2.01 Membership.

The membership of the Heinz College Alumni Association (HCAA) consists of Alumni Members, Ex-Officio Members and Honorary Members.

Section 2.02 Alumni Members.

Alumni members of the HCAA include:

- (a) Any person who has earned a degree from a program administered by the Heinz College. Persons earning a degree shall have the right of automatic membership; and
- (b) All persons who have been admitted to any program of the Heinz College who have completed at least one semester of classes, and who have left the College in good standing.

Alumni Members shall comprise the voting membership of the HCAA.

Section 2.03 Ex-Officio Members.

Ex-Officio Members of the HCAA are non-Alumni members who are also appointed Ex-Officio members of the HCAA Board of Directors. Ex-Officio Members are entitled to all the privileges of the HCAA except those of voting.

Section 2.04 Honorary Members.

Honorary Members are non-Alumni members who display sufficient interest in the purpose and activities of the HCAA and who are approved for Honorary Membership by a majority of the Board of Directors of the HCAA. Honorary Members are entitled to all the privileges of the HCAA except those of voting and holding an elected seat on the HCAA Board of Directors.

Section 2.05 Alumni Defined.

All references in these Bylaws to alumni shall mean both men and women.

Article III AUTHORITY OF THE HEINZ COLLEGE ALUMNI ASSOCIATION

Section 3.01 The Heinz College Alumni Association operates under the authority of the H. John Heinz III College of Carnegie Mellon University.

Section 3.02 The Heinz College Alumni Association is affiliated with the Carnegie Mellon University Alumni Association.

Section 3.03 Incorporation and Tax Status. The Heinz College Alumni Association may not be granted separate incorporation status or separate tax-exempt status.

Article IV THE RELATIONSHIP BETWEEN THE HEINZ COLLEGE ALUMNI ASSOCIATION AND THE CARNEGIE MELLON UNIVERSITY ALUMNI ASSOCIATION

The Heinz College Alumni Association (HCAA) shall work in affiliation with and complementary to the operations of the Carnegie Mellon University Alumni Association. The HCAA recognizes the direct relationship it has with the Heinz College Office of Alumni Relations. Accordingly, the HCAA, its Executive Committee and any other subdivision, may seek the help, support, and assistance of the Office of Alumni Relations, in any manner deemed appropriate by the Board of Directors, in order to fulfill the purposes of the HCAA.

Article V BOARD OF DIRECTORS

Section 5.01 Name.

The Board of Directors of the Heinz College Alumni Association (HCAA) may be referred to as the Board.

Section 5.02 Authority of the Board.

The Board is the executive body of the HCAA. The duties of the Board are:

- (a) To organize the membership to pursue the organizational objectives of the HCAA as stated in Article I;
- (b) To fulfill all specified assignments given to it elsewhere in these bylaws;
- (c) To act as the decision-making body for the HCAA in all matters not specifically designated in these Bylaws for approval by the entire voting membership;
- (d) To fill any vacancies occurring in the Board at times other than those stipulated for election; and
- (e) To take such actions as necessary for the continued existence of the HCAA.

Section 5.03 Composition of the Board.

- (a) The Board shall be comprised of eighteen (18) individuals, twelve (12) elected Directors and Officers and six (6) appointed Ex-officio members.
- (b) Directors. There shall be twelve (12) elected Directors who are representative of the degree programs administered by the Heinz College. Directors shall be selected and serve as provided in Article VI of these bylaws.
- (c) Officers. Five (5) of the twelve (12) Director positions are designated as Officers. The Officers shall be the President, the President-Elect, the Past President, the Legislative Vice President and the Administrative Vice President.
 - (i) Officers shall be selected and serve as provided in Article VII of these bylaws.
 - (ii) Executive Committee. The five (5) Officers are designated as the Executive Committee of the Board.

- (d) Ex-Officio members. There shall be up to six (6) appointed Board members that are representative of internal and external stakeholders for the HCAA. The Ex-Officio members of the Board shall include:
 - (i) A representative of the Carnegie Mellon University Alumni Association who is also a member of the HCAA;
 - (ii) The Heinz College Director of Alumni Relations;
 - (iii) Four (4) individuals who display sufficient interest in the purpose and activities of the HCAA that have been approved for membership by a majority of the HCAA Board of Directors.

Section 5.04 Meetings of the Board.

- (a) Regularly scheduled Meetings of the Board include formal in-person meetings and conference calls.
- (b) The Board shall hold at least two formal in-person meetings each year, one in the Spring and one in the Fall, and up to twelve (12) monthly conference calls. The Executive Committee shall determine the date, time and place of each formal in-person meeting as well as the date and time of each conference call, subject to ratification by the full Board.
- (c) The Board shall review and act on all matters of interest to the HCAA.
- (d) A vote to ratify the appointment of any Officer or Director vacancy shall be held at a regularly scheduled Board meeting.
- (e) The President, or any seven Directors petitioning the President, may call a special meeting of the Board at any time, provided that notice of each special meeting is confirmed by each director at least ten days before the meeting. The Executive Committee shall determine the time and place of special meetings.
- (f) The Board shall keep a record of its proceedings. It shall be the responsibility of the Administrative Vice President to create and maintain this record.

Section 5.05 Participation of Members by Conference Call.

- (a) The members may fully participate in any meeting of the Board or its committees by conference call or similar means deemed appropriate by the Board. Participation in a meeting pursuant to this provision shall be considered as if the member was present in person at the meeting.
- (b) All members participating in such a manner must be able to communicate with each other.
- (c) Records of such meetings shall be prepared and maintained in the same manner as records of other meetings of the Board.

Section 5.06 Voting.

- (a) The twelve (12) Directors and Officers are considered voting members and only they shall be able to vote on matters submitted to the Board. Each voting member shall have one vote.
- (b) In the event that a voting member is unable to attend a meeting, the member may participate and vote by conference call or similar means deemed appropriate, as provided by these bylaws.
- (c) Voting by proxy is not permitted.

Section 5.07 Quorum and Majority Rule.

- (a) A majority of the voting members of the Board currently in office shall constitute a quorum.
- (b) A majority vote at any regular or special meeting at which a quorum is present shall constitute an act of the Board unless a vote of a greater number of members is required by these bylaws or other governing law.

Section 5.08 Written Communication.

Any written communication referred to herein may be delivered by regular mail, overnight mail, email, facsimile, messenger service, or hand carried. Unless otherwise provided, communication by regular mail or overnight mail will be considered sent when mailed.

Section 5.09 Notice of Meetings of the Board and its Committees.

- (a) Notice of each formal in-person meeting of the Board shall be sent to each Board member at least thirty (30) days before the meeting.
- (b) For all other meetings of the Board or any of its committees, appropriate notice shall be provided to each member of the Board or convening committee. Appropriate notice is defined as a timely communication which provides the member of the group that is to meet sufficient time to make travel arrangements, make inquiries regarding the matters to be discussed, or otherwise reasonably prepare to be able to attend and fully participate in the meeting.
- (c) Any reference in these bylaws to a day shall mean a calendar day; except, in a period of time measured in days, where the last day falls on a Saturday, Sunday, or a holiday, the last day shall be the next day that is not a Saturday, Sunday, or holiday. For purposes of this subsection, holidays refers to any day where regular United States mail is not delivered.

Section 5.10 Fiscal Year.

The Board shall operate on a fiscal year that runs from July 1st through June 30th. All references in these by laws to a year shall mean the Board's fiscal year, except as otherwise provided.

Section 5.11 Diversity.

The Board shall strive for diversity within its membership. In this effort, the Board shall seek to have appropriate representation from various areas including, but not limited to, the following: gender; ethnicity; year of graduation; degree program attended; geographic representation; volunteer involvement; and special interest groups within the Heinz College. Elected members may represent more than one of these areas.

Section 5.12 Conflicts of Interest.

Each member of the Board is responsible for disclosing instances where the member's involvement in an alumni or Heinz College activity may provide or appear to provide an opportunity for personal gain for himself or a member of his immediate family. In this instance, such member will not be present at the Board or committee meeting where a discussion or vote on such matters occurs. However, the member may provide, at the Board's or committee's request, pertinent factual information in order to assist the Board or committee. The provisions of this section shall also apply to any committee member who is not also a member of the Board.

Section 5.13 Removal/Resignation of Board Members.

- (a) At any time, a Board member may resign by tendering his or her resignation to the President. Resignation as a Board member shall also constitute resignation as a member of any committee of the Board, except as otherwise provided.
- (b) The Executive Committee shall warn, in writing, that an elected Board member is failing to meet his or her obligations as a Board member if any of the following circumstances apply:
 - (i) the Board member does not attend two consecutive formal in-person Board meetings;
 - (ii) the Board member does not participate in three consecutive conference calls or at least 50% of the scheduled conference calls during any 12-month period;
 - (iii) The Board member does not otherwise actively represent the interests of the HCAA.

The Executive Committee is empowered to request the resignation of anyone who is failing in their responsibilities as Board Member.

- (c) A Board member may be removed from the Board if he or she fails to adhere to the minimum level of commitment as specified by the Board Member Agreement. The Executive Committee shall notify the member in writing that the member has been removed for failing to meet his or her obligations as a member.
- (d) A person may be removed from the Board at any time by an affirmative vote of two-thirds of the Board currently in office. Any voting member of the Board may bring such a motion before the Board. Removal as a member of the Board shall also constitute removal as a member of any committee of the Board.
- (e) When a vote to remove a Board member is on the agenda, the person in question may not vote in the matter. The Board member will be allowed to participate in the meeting, or he or she may present a written statement.

Article VI DIRECTORS

Section 6.01 Alumni Members.

Directors shall be Alumni Members of the HCAA.

Section 6.02 Terms of Directors.

- (a) The twelve (12) Directors will be elected to four-year terms. Up to six (6) Directors will be elected bi-annually so as to provide overlapping terms.
- (b) Director seats currently held by the President, President-Elect and Past President are automatically extended for an additional four-year term without being subject to re-election.
- (c) Full Terms.
 - (i) A full term is a term of four years. An unexpired term is not a full term.
 - (ii) Directors shall be elected to full terms, in accordance with nomination and election process provided in Article VI, Section 6.03.
- (d) Unexpired terms.
 - (i) An unexpired term is the remainder of a full term that has had no Director elected to it or was vacated by the Director elected to it. An unexpired term is for a period of less than four years.
 - (ii) Directors shall be appointed to fill unexpired terms in accordance with Article VI, Section 6.05.

Section 6.03 Nomination and Election of Directors.

- (a) Up to six (6) seats will be available for four-year terms in the general nomination/election process during even-numbered years.
- (b) Director seats currently held by the President and President-Elect are not subject to the general nomination/election process at the end of their terms. Director seats currently held by the President and President-Elect are automatically extended for an additional four-year term.
- (c) In the month of March in even-numbered years, the process of placing the names of twelve (12) voting members of the HCAA in nomination for election to the Board shall commence.
 - (i) All members of the HCAA will be invited to submit the names of not more than six (6) alumni to appear on a ballot. Invitations will be delivered by electronic means and/or through the U.S. Mail.
 - (ii) Nominations automatically close 30 days from the date that the invitation to nominate alumni for election is sent to the full HCAA membership.
 - (iii) The Legislative Vice President will review all nominations received and contact the potential candidates regarding their willingness to serve. The Legislative Vice President will recommend to the Board the names of the twelve (12) candidates for election. To the extent possible, the slate of candidates shall be representative of the various degree programs offered by Heinz College.
 - (iv) The Board will review the recommendations of the Legislative Vice President, revise the slate of candidates as it sees fit, and ratify the final slate of candidates to be presented to the voting members of the HCAA.
- (d) In the month of May of even-numbered years, every voting member of HCAA will receive notice of the number of seats up for election along with the slate of twelve (12) candidates for election. Notice will be delivered by electronic means and/or through the U.S. Mail.
 - (i) Balloting will be conducted in a manner determined by the Board, using whichever methods deemed appropriate and accessible to all voting members of the HCAA.
 - (ii) Only those ballots submitted by voting members of the HCAA within 30 days from the date of mailing and/or electronic notification will be counted.
 - (ii) Board members will be chosen from those who receive the most votes and who are also representative of the various degree programs. Tie votes will be resolved by a suitable method of chance.

- (iii) New Board members will begin service at the Fall Meeting of even-numbered years.
- (e) Ex-officio members shall be appointed according to the specifications outlined in Article VIII.

Section 6.04 Responsibility and Conduct of Directors.

- (a) The responsibilities of each Director include: attending and participating in the Board and committee meetings; contributing to the Heinz College's Annual Fund; attending regional and other alumni events, and representing the Heinz College to the alumni and the community.
- (b) Each Director shall conduct himself or herself in a manner appropriate to the position. No Director shall use or appear to use his or her position of influence to provide or appear to provide an opportunity for personal gain for him/herself or a member of his/her immediate family without full disclosure to the Board.

Section 6.05 Director Vacancies.

- (a) If a member of the Board submits a resignation to the President of the Board or if a member is removed from the Board, the President, with the concurrence of the Board, will appoint a replacement to complete the rest of the term.
- (b) The position will then be filled as part of the normal election/ appointment process when the term is completed.
- (c) The criteria and qualifications for an individual appointed to fill a Director vacancy shall be the same for an individual elected to that Director position.

Article VII OFFICERS

Section 7.01 Officers.

The Officers of the HCAA shall be the President, President-Elect, Past President, Legislative Vice President and Administrative Vice President.

- (a) Officers shall be:
 - (i) Alumni Members of the HCAA; and
 - (ii) Who immediately prior to assuming any Officer's position were a Director or an Officer of the Board.
- (b) President. The President's duties shall be:
 - (i) To lead the affairs of the HCAA and the HCAA Board of Directors with the advice of the Board of Directors;
 - (ii) To preside (or to designate a member of the Executive Committee to preside) over all meetings of the Board of Directors and the HCAA using, when he or she deems appropriate, Robert's Rules of Order, Newly Revised.
 - (iii) Preside over the Executive Committee of the Board of Directors.
- (c) President-Elect. A Director, once elected by the Board for the position of President, shall, except as otherwise provided, first serve a term as President-Elect once the current President-Elect becomes President. The President-Elect shall work closely with the President in preparation for his/her future elevation to the position of President.
- (d) Past-President. The Past-President shall be the last President to have served to the end of his or her full term. The Past-President shall provide advice and counsel to the President, serve as mentor to the President-Elect, and work on special projects at the request of the President.
- (e) Legislative Vice President. The Legislative Vice President's duties shall be:
 - (i) Facilitate all meetings of the Board, including advising the President and other Officers, committees, and Board Members on matters of parliamentary procedure;
 - (ii) Maintain and update the HCAA By-laws;
 - (iii) Manage the election process as described in Section 6.03;
 - (iv) The Legislative Vice President's role as Parliamentarian during a meeting is purely an advisory and consultative one.
- (f) Administrative Vice President. The Administrative Vice President's duties shall be:
 - (i) Attend to the coordination of logistics for monthly and bi-annual in-person meetings.
 - (ii) Draft the minutes from each meeting and transmit them to the Board members;
 - (iii) Monitor the status of Board Member action items;
 - (iv) Coordinate the orientation of newly-elected members of the HCAA Board.

Section 7.02 Terms of Officers.

- (a) Officers shall serve two-year terms, except as otherwise provided.
- (b) Officer terms shall commence and end at the Fall formal in-person meeting of odd-numbered years.
- (c) A full term is a term of two years. An unexpired term is not a full term.
- (d) Unexpired terms.
 - (i) An unexpired term is the remainder of a full term that has had no Officer elected to it or was vacated by the Officer elected to it. An unexpired term is for a period of less than two years.
 - (ii) Officers shall be appointed to fill unexpired terms in accordance with Article VII, Section 7.05.
- (e) The President shall not serve successive full terms. This subsection in no way limits one from serving subsequent full terms as President or in any other Officer position.

Section 7.03 Nomination and Election of President.

- (a) At least 30 calendar days prior to the Fall formal in-person meeting of odd-numbered years, the members of the Executive Committee will solicit nominations from among the Board of Directors for a President-Elect.
- (b) At the Fall formal in-person meeting, members of the Board of Directors will select from the nominees, by a majority vote of those present, a President-Elect who will become the President upon the completion of the term of the current President.

Section 7.04 Nomination and Election of Legislative Vice President and Administrative Vice President.

- (a) At least 30 calendar days prior to the Fall formal in-person meeting of odd-numbered years, the members of the Executive Committee will solicit nominations from among the Board of Directors for the positions of Legislative Vice President and Administrative Vice President.
- (b) At the Fall formal in-person meeting, members of the Board of Directors will select from the nominees, by a majority vote of those present, a Legislative Vice President and Administrative Vice President.

Section 7.05 Resignation or Removal of an Officer.

- (a) At any time, an Officer may resign by tendering his or her resignation to the President. The President may resign by tendering his or her resignation to HCAA Board. Resignation as an Officer shall also constitute resignation as a member of any committee of the Board, except as otherwise provided.
- (b) The Executive Committee shall warn, in writing, that an Officer is failing to meet his or her obligations as an Officer if any of the following circumstances apply:
 - (i) the Officer does not attend two consecutive formal in-person Board meetings;
 - (ii) the Officer does not participate in three consecutive conference calls or at least 50% of the scheduled conference calls during any 12-month period;
 - (iii) The Officer does not otherwise actively represent the interests of the HCAA.

The Executive Committee is empowered to request the resignation of any Officers who are failing in their responsibilities as an Officer and a Board Member.
- (c) An Officer may be removed from office if he or she fails to adhere to the minimum level of commitment as specified by the Board Member Agreement. The Executive Committee shall notify the Officer in writing that he or she has been removed for failing to meet his or her obligations as an Officer. An Officer may be removed from the Board at any time by an affirmative vote of two-thirds of the Board currently in office. Any voting member of the Board may bring such a motion before the Board. Removal as an Officer of the Board shall also constitute removal as a member of any committee of the Board.
- (d) When a vote to remove an Officer is on the agenda, the Officer in question may not vote on the matter. The Officer will be allowed to participate in the meeting, or he or she may present a written statement.

Section 7.06 Officer Vacancies.

- (a) Vacancy in the Office of President:
 - (i) In the event of a vacancy in the Office of the President, the President-Elect shall immediately replace the President and shall serve for the remainder of the vacating President's unexpired term. At the end of the vacating President's scheduled term, the President-Elect shall begin to serve his or her regularly scheduled full two-year term as President.
 - (ii) If there is no President-Elect at the time that the office of President becomes vacant, the Nominating Committee shall convene and nominate a candidate for President, to be presented to the Board of Directors. The Board of Directors shall ratify the nomination by a majority vote of those present. The selected candidate shall become President immediately upon his or her election by the Board and shall serve for the remainder of the vacating President's unexpired term and an additional full two-year term as President.
- (b) Vacancy in the Office of the President-Elect:

In the event of a vacancy in the Office of President-elect, the Office shall remain vacant for the remainder of the unexpired term.
- (c) Vacancies in the Offices of Legislative Vice President and Administrative Vice President:

In the event of a vacancy in the Offices of Legislative Vice President or Administrative Vice President, at any time the President may appoint any person on the Board to fill the vacated position.

Article VIII EX-OFFICIO MEMBERS

Section 8.01 Heinz College Director of Alumni Relations.

- (a) The Heinz College Director of Alumni Relations shall serve as an ex-officio member of the Board. In this position, the Heinz College Director of Alumni Relations shall not have a vote on the HCAA Board of Directors.
- (b) The HCAA Board term of the Heinz College Director of Alumni Relations shall run concurrent with that person's employment as Director of Alumni Relations, regardless of whether such term is interim or permanent in nature. Should the position of the Heinz College Director of Alumni Relations be vacant, the ex-officio position on the HCAA Board shall also be vacant.

Section 8.02 Representative from Carnegie Mellon University Alumni Association Board.

- (a) A Heinz College representative on the Carnegie Mellon University Alumni Association Board shall serve as an ex-officio member of the HCAA Board of Directors. In this position, the Heinz College representative shall not have a vote on the HCAA Board of Directors.
- (b) The HCAA Board term shall run concurrent with his/her term as a Carnegie Mellon University Alumni Association Board member. Should there be no Heinz College representative on the Carnegie Mellon University Alumni Association Board, the ex-officio position on the HCAA Board shall also be vacant.
- (c) Nothing shall preclude the Heinz College representative(s) on the Carnegie Mellon University Alumni Association Board from seeking and/or holding an elected Director position on the HCAA Board. In the event that a Heinz College representative on the Carnegie Mellon University Alumni Association Board is also serving as an elected member of the HCAA Board, then the ex-officio position on the HCAA Board shall remain vacant.

Section 8.03 Individuals who display sufficient interest in the purpose and activities of the HCAA.

- (a) Up to four (4) internal and external stakeholders of the HCAA shall serve as ex-officio members of the Board upon approval by the HCAA Board of Directors. In this position, the stakeholders shall not have a vote on the HCAA Board of Directors.
- (b) Their HCAA Board terms shall run concurrent with their term as representatives of the various stakeholder organizations.

Article IX COMMITTEES OF THE BOARD

Section 9.01 Committees.

The Board shall establish standing and ad-hoc committees as it deems necessary to carry on the work of the Board and HCAA. The President shall appoint an elected Director as the chairperson for each committee, except as otherwise provided. With the advice of the committee chairpersons, the President will assign remaining Directors and, as needed, additional HCAA members to sit on these committees. All committees shall serve the Board and report their activities in the manner prescribed by the Board.

Section 9.02 Executive Committee.

The Executive Committee is the standing committee of the Board. The five (5) Officers of the HCAA shall serve on the Executive Committee.

- (a) The Executive Committee shall advise and work closely with the President, as well as the Director of Alumni Relations and his/her staff, in carrying out the policies, goals and objectives of the Board and the HCAA. The Executive Committee shall address Board or committee agendas, the activities of the committees, or other items the President or any other Executive Committee member may bring forward to the committee.
- (b) The Executive Committee shall have full authority to act on behalf of the Board concerning all matters that may properly come before the Board when it is not convenient or practical to convene a full Board meeting, except that the Executive Committee shall not have the authority to elect or remove Directors and Officers or amend the bylaws. Any such action taken by the Executive Committee must be ratified by the Board at the next Board meeting.
- (c) The President shall chair the Executive Committee.
- (d) The Executive Committee shall meet at such time and place as it determines, provided that notice either by telephone or written communication is received by each Executive Committee member at least three days before each meeting.

Section 9.03 Manner of Acting by Committees.

Each committee shall be responsible for fulfilling the duties assigned by the Bylaws, the President, the Board, or the Executive Committee. Acts of a majority of the committee members present at any meeting shall constitute the act of the committee. Where a matter comes to the Board for action by the Board by a vote of a committee, and that vote came from a committee meeting where a majority of the committee members were not present, the Board shall be informed of such.

Section 9.04 Resignation or Removal of Committee Members.

A member of any committee of the Board may resign at any time by tendering his or her resignation in writing to the President. The Executive Committee may, at any time, remove any member from a committee.

Section 9.05 Advisory Nature of Committee Action.

Any action recommended by any committee, other than the Executive Committee, shall be advisory in nature and shall require a vote of the Board, or in some cases the Executive Committee, before it has effect.

Article X POLICY OF NONDISCRIMINATION

The HCAA welcomes and encourages participation in its programs and services by all who may be interested, without regard to race, ethnicity, gender, age, religion, creed, sexual orientation, or marital status.

Article XI AMENDMENTS

Section 11.01 Bylaw Review.

- (a) The President and President-elect shall review these Bylaws annually and shall report the conclusion of their review to the Executive Committee.
- (b) The Executive Committee will submit recommended amendments to the Bylaws for ratification as described in Section 11.02.
- (c) Nothing in this Article limits any member of the Board from reviewing the bylaws or from proposing amendments to the Bylaws.

Section 11.02 Rules for Amendment.

These bylaws and its amendments may be amended (or replaced with new bylaws) on the approval of either of the following:

- (a) The affirmative vote of two-thirds of the voting members of the HCAA who return a mail ballot within sixty (60) days of a mailing of the proposal to all voting members of the HCAA, or
- (b) The affirmative vote of not less than three-fourths of the Board;
- (c) Provided, however, that if at any time amendments approved under Section 11.02(a) herein are in conflict with amendments approved under Section 11.02(b) herein, amendments approved through actions taken under Section 11.02(a) will have priority.

Article XII ROBERT’S RULES OF ORDER NEWLY REVISED

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with this bylaws and any special rules.

Article XIII EFFECTIVE DATE

These bylaws are in effect as of **March 7, 2014** and supersede and are controlling over any and all previous Charters and Bylaws; except to the extent that any previous Charter or Bylaws shall be controlling for any act or matter occurring during its effect, unless otherwise provided herein.