CONSTITUTION AND BY-LAWS
VIRGINIA ASSOCIATION OF HAZARDOUS MATERIALS RESPONSE SPECIALISTS

REVISED October 2010

VAHMRS
Article 1
Name, Mission, and Objectives

Section I Name
This organization shall be known as the "Virginia Association of Hazardous Materials Response Specialists and is hereinafter referred to as the "Association."

Section II Mission and Objectives

A. The mission of this association is to promote the safe and effective prevention, mitigation and management of emergencies involving hazardous materials, including events precipitated by the accidental or intentional release of any substance that may cause harm or death to any person; damage to property; or injury to the environment. Our mission is to serve as a clearing house for information, data, and training and as a unified voice for all emergency services and supporting resources that may be tasked to prevent, mitigate, manage, and recover from any event involving a hazardous material.

B. Objectives

The objectives of the Association shall be:

i.. To be a coordinated voice for those agencies and organizations tasked for preparedness for, response to, and recovery from a hazardous materials emergency anywhere in the Commonwealth.

ii. To facilitate the exchange of information relative to hazardous materials on a state-wide basis

iii. To promote standardization of techniques, equipment, and training related to hazardous materials safety, emergency response, and incident mitigation.

iv. To assist in developing a comprehensive statewide inventory of resources related to hazardous materials preparedness, emergency response and mitigation and promote resource sharing in the Commonwealth and elsewhere to reduce the occurrence of, severity of, or losses from any release of hazardous materials.

v. To serve as a unifying resource for those persons and organizations engaged in pre-emergency planning, tactical response to, direct support for, or management of any event involving the release of a hazardous or toxic substance in the Commonwealth.

vi. To provide a mechanism to foster and improve communications and cooperation between private and public sector services and systems for promoting safety in the production, distribution, use, storage and transportation of hazardous or toxic materials.

Article 2 Membership

All membership credentials in this Association shall be valid for a period of one calendar year (January 1 through December 31) subject to provisions for individual membership applications submitted during the annual recruitment period conducted during the Virginia Hazardous Materials Conference as stated in Section IX. B. below.

Section I Individual Membership
Any person or organization that responds to or serves in support of tactical emergency response operations relative to the release of a hazardous or toxic substance shall be eligible for membership in this Association.

Section II Business Membership
Any business interested in promoting safe and effective response to hazardous materials Incidents and concerned with furthering the goals and objectives of the Association may be considered for non-voting membership in this Association. Business membership in this Association shall be for a period of one calendar year or part thereof from the date of acceptance.

Section III Honorary Membership
Any person or organization that makes an unusual and especially valuable contribution to the Association and its mission and objectives is eligible for a non-voting Honorary Member. Any voting member of the Association may nominate a person or organization for consideration by the membership at any regular or special meeting of the Association.

Section IV. Affiliate Member
Any person who may not be directly responsible for operational response or support for hazardous materials incidents but who supports the mission and objectives of the association may be considered for non-voting Affiliate Membership in this Association provided any application for such membership is accompanied by a written statement describing their reason for seeking this membership.

Section V. Life Membership
Any individual who has maintained an active membership in this Association for not less than ten (10) years and who has retired from active duty or employment in an organization that facilitated their Active Member status may be accepted for Life Membership in this Association.

Election to Life Membership status shall be determined by a simple majority vote of the voting members present at the Fall General Membership meeting. Nomination of any individual for Life Membership should be submitted by another member in good standing prior to or at the Spring meeting of the general membership. Criteria relative to eligibility of the nominee shall be verified and eligible nominees will be presented to the general membership for election during the Fall meeting of the same year.

Recognition and Induction of any newly elected Life Member shall be made during the Hazardous Materials Conference in the year following the election or at an appropriate time and location determined by the Executive Committee. Life Members shall not be required to pay dues but shall be entitled to vote at any meeting.

Section VI. Application for Membership
Any person or organization that wishes to apply for membership in the Association may do so by completing a membership application (which can be obtained on the Association website at www.virginahazmat.org) and forwarding it accompanied by one year's dues to the Association postal mailing address.

Membership applications may also be submitted to any member in good-standing of this Association who should submit the application to an Association Officer as soon as possible. Each new membership application shall be reviewed by the Membership Committee which shall ensure the eligibility of the prospective member and submit its decision for or against membership to the Association Secretary who shall record said determination. Unless appealed by the applicant in writing within 90 days of notification of the decision of the committee, any decision rendered by the Membership Committee shall be final. Any appeal by an applicant shall be reviewed and voted by the voting members present at the next regular meeting of the Association. The Secretary, in consonance with the Treasurer, shall be responsible for maintaining a current and accurate roster of all members.

Section VII. Termination of Membership
Membership in the Association may be terminated by:

i. Voluntary withdrawal, or;

ii. A vote of two-thirds of the membership present at any regular or special call meeting of the general membership of the association.

iii. In the event of a termination of membership other than by voluntary withdrawal, the action for termination shall be officially stated in writing to the member in question by the Secretary at the direction of the President.

Section VIII. Reinstatement
A member who voluntarily withdraws membership in the Association may reapply at any time.

Section IX. Continued Affiliation

A. Any member of the Association that has left their affiliation to the association may remain a member of the Association, as long as their dues are paid annually. This does not include Business Membership. Only Individual members are eligible for continued affiliation with this Association following severance of their original affiliation. Life members and Honorary members shall be carried as permanent members in those categories.

B. An individual whose Individual membership was current through the immediate preceding year but who is unable to complete membership renewal through current processes (on-line or other) due to required service commitments to the military or other approved official government deployment during the current year membership renewal period as detailed in Section X. A. herein shall be accorded an extension of their active membership privileges as contained in these By-Laws until such time as their deployment is concluded, provided dues payment is made current within 60 days of their return to their regular (stateside) duty assignment.

Section X. Membership Dues

A. Each Individual, Business, and Affiliate member of the Association shall be assessed annual membership dues by notice from the Secretary issued between November and December of each year. Payment of dues must be paid to the Treasurer by March first (1) of each year. The amount of such dues shall be established by a vote of two thirds (2/3) of the members present at any regular meeting or special meeting of the members called consistent with these bylaws. Dues rates shall be effective for one calendar year and any changes in the amount of annual dues must be approved prior to the beginning of the calendar year for which dues will be collected.

B. Dues for membership in this Association will be as follows:

i. Individual: Twenty Dollars ($25.00) annually

ii. Business: One Hundred Dollars ($100.00) annually

iii. Affiliate Membership: Twenty Dollars ($20.00) annually

iv. Honorary Membership: There shall be no annual dues

v. Life Membership: There shall be no annual dues

C. The form of payment for membership dues shall be by check, money order, cash, or electronic transfer. Applicants accepted for individual membership at the Fall General Membership meeting (normally held in conjunction with the Virginia Hazardous Materials Conference) shall be assessed their first year annual membership dues for the calendar year immediately following their membership acceptance provided their application was accompanied by the required membership fee.

D. Dues payments submitted after October 1 of any year shall be applied to the following calendar year.

E. Life members and Honorary Members shall be carried as members permanently unless removed from membership for just cause by a simple majority of the membership at a duly constituted meeting of the association.

Article 3 Meetings

Section I Regular Meetings
Two regular meetings of the Association shall be held annually. One meeting shall be conducted between the months of January and May (referred to as the "Spring" meeting). The second meeting shall be conducted between the months of August and November (referred to as the "Fall" meeting). Both General Membership meetings shall be scheduled at a time and location suitable to convene a minimum of a quorum of members and dates and locations shall be announced consistent with these by-laws.

Section II Executive Committee Meetings
The Executive Committee will meet at a time and place convenient to the members of the Executive Committee. Meetings may be called at the discretion of the President.

Section III Special Meetings
The President or the Executive Committee may call special meetings of the members at any time subject to two (2) weeks advance publication using the Association website, mail or both. A special meeting may be called by agreement of not less than 12 members of the association in good-standing by preparing and signing a petition, in duplicate original form stating the reason to the executive committee. One original copy of the petition should be submitted to any member of the Executive Committee. A second signed original copy of the petition shall be retained by the petitioners. Copies of this petition shall be provided to each member of the Executive Committee by the Secretary and shall be posted on the Association website within 10 working days of receipt. A meeting date, time and location shall be set subject to agreement between a majority of the executive committee and the petitioners.

Section IV Notice of Meetings
Written or electronic notice of each regular or special meeting of the general membership shall be issued by the Secretary or person authorized to call the meetings. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Such notice shall be published on the Association website not less than two (2) weeks preceding the meeting's scheduled date or by other means as determined by the President.

Section V Quorum
The presence at the meeting of members entitled to cast nine (9) votes shall constitute a Quorum for any action except as otherwise provided in the Articles of Incorporation or these by-laws. If however, such Quorum shall not be present or represented at any meeting,

the members entitled to vote that are present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present.

Article 4 Officers and Committees

Section I Enumeration of Officers
The Officers of the Association shall consist of a President, Vice President, a Secretary, a Treasurer, Three (3) Trustees and the Immediate Past President. No person shall hold more than one office, except the same person may hold the offices of Secretary and Treasurer upon the approval of two-thirds (2/3) of the members present voting at a regular or special meeting of the Association. No person shall be eligible to hold any office or be a member of any committee unless he/she is a member in good standing in the Association. No person may exercise more than one voting privilege at any time.

Section II Election of Officers
Elections for officers of this Association shall be conducted annually at the Fall Meeting of the membership. Election shall be by secret ballot. Of the candidates for each office, the candidate receiving the greatest number of valid votes shall be deemed elected to that office.

A. Each officer, with the exception of Trustees, shall hold that office for a period of one year as stipulated in Section III below. Each office shall come before the membership for election each year.

> i. Trustees shall be subject to election on a staggered basis to permit continuity of management of the Association. Only one Trustee shall be subject to election each year except in cases of resignation or other replacement consistent with these By-Laws. Therefore, Trustees shall serve a term of three years.
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> ii. Trustees may serve not greater than three (3) consecutive terms as a Trustee after which the incumbent must relinquish that office for a period of at least one year.
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> iii. Any current Trustee who shall be elected to any other office of the Association shall be required to relinquish that Trusteeship immediately upon election to another office at which time the President shall call a special election to fill that Trustee chair for the remainder of its tenure or the subsequent calendar year whichever is greater.

Section III Terms of Office
Officers shall serve a term of one year, beginning on the first day of January following their election except as noted in Section ii above.

Section IV Special Appointments
The members may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, and perform such duties as the members may determine necessary for a period not to exceed the balance of the current calendar year.

Section V Vacancies
In the event of a vacancy occurring during the term of office of any Officer a special election shall be called for by the President to elect a member to fill the vacancy. The person elected to fill the vacancy shall serve the remainder of the term of the preceding officer.

Section VI Duties
The duties of the officers of the Association are as follows:

A. **President** – The President shall preside at all meeting and conventions of the Association; shall be a member, ex-officio, of all committees; shall act as chairperson of the Executive Committee; shall see that orders and resolutions of the members and the Executive Committee are carried out; and shall sign all written contracts and instruments.

The President shall authorize reimbursement to Association members for travel expenses on official Association business for reasonable travel expenses based on available funds. (This does not include regular meetings.)

B. **Vice President** – the Vice President shall act in the absence of the President and assume all the duties of President. In the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the members. The Vice President shall serve as the ex officio co-chair of all standing or ad hoc committees appointed in accordance with these By-Laws and shall be responsible to see that appropriate documentation of all official committee actions are submitted to the Secretary for permanent records.

C. **Secretary** – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the members and of the Executive Committee; shall serve notice of meetings on the members and the Executive Committee; shall keep appropriate current records showing the members of the Association together with their addresses. The Secretary shall notify any member by written notice of any impending action relative to their membership status at the direction of the President. The Secretary shall perform such other duties as determined by a simple majority of the members present at any general membership meeting or by a simple majority of the members of the Executive Committee.

D. **Treasurer** - The Treasurer shall conduct and manage all financial activities for the Association to include:

> i. Receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the members; shall sign all checks of the Association; shall keep proper books and records of all accounts and transactions;
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> ii. Shall cause to be filed all local, state and federal tax returns required by law; and shall prepare a statement of income and expenditures to be represented to the membership at each of its regular meetings; shall cause to be filed all required forms and papers with the federal government and the Commonwealth of Virginia to properly maintain 501c3 tax status for the Association;

iii. Shall, on a monthly basis, provide the Trustees with financial statements of the Association for review; shall, on a semi-annual basis prior to the Spring and Fall General Membership meetings, meet with the Trustees to conduct a detailed itemized review and verification of all receipts and disbursements of association funds for the prior six (6) months;

iv. Shall, as required by Association business practices, ensure compliance with all mandated and voluntary financial industry standards and practices, such as Payment Card Industry (PCI) requirements.

E. **Trustees**- The Trustees shall be responsible for oversight of the fiscal affairs of the Association.

i. The trustees shall conduct or cause to be conducted: (a) a monthly review of financial statements provided by the Treasurer, (b) on a semi-annual basis prior to the Spring and Fall General Membership meetings, meet with the Treasurer to conduct a detailed itemized review and verification of all receipts and disbursements of association funds for the prior six (6) months; and (c) a complete appropriate periodic audit of all Association fiscal affairs by a competent, Certified Public Accountant (CPA) not affiliated with any member of the Executive Committee by business or personal affairs. Said CPA shall provide a properly executed statement of authenticity and professional seal to the submitted audit report.

ii. The Trustees shall, upon the election of a new Treasurer, conduct or cause to be conducted a detailed review of all Association fiscal affairs, or a complete audit of the association financial affairs if directed by a simple majority of the Executive Committee to ensure that all association fiscal affairs are in order.

iii. The Trustees may direct, subject to explanation of cause and allowing 10 working days time, a statement from the Treasurer with the Treasurer's signature detailing the current (as of date of demand) status of the financial affairs of the Association.

F. **Immediate Past President**- The Immediate Past President shall serve as counselor to the members of the Executive Committee and provide historical and other input to the members of the Executive Committee and the general membership on affairs of the association preceding the current period. The Immediate Past President shall not exercise any voting privileges relative to actions or decisions made by the Executive Committee other than to provide information and counsel. The Immediate Past President shall be accorded all other privileges of membership consistent with status as a member of the association.

Section VII Committees

The President shall appoint Committees as might be required from time to time. The President shall also appoint a chairperson for all committees.

Standing Committees

A. **Membership** The membership Committee shall review all new or reinstatement applications for membership to the Association. The committee shall verify eligibility of any individual nominated for Life Membership. The Chairperson will also notify new applicants for membership as to whether they have been accepted or rejected within 90 days of any vote determination by the Association.

B. **Conference –**The Conference Committee shall be authorized to take the necessary and appropriate actions and measures to assure that the annual conference is held in an economical and efficient manner. This includes disbursement of funds, coordinating activities, education programs, and securing a location for the conference. The Conference Committee Chair shall, with assistance from the President and Treasurer, ensure that all financial transactions are properly authorized, signed and documented per Association business practices. All Executive Committee Members shall serve as the Core Committee for the Hazardous Materials Conference.

C. **Legislative –** The Legislative Committee shall stay abreast of all State and Federal legislation relative to all aspects of prevention of, planning for, or emergency response to hazardous materials incidents. The committee shall review the Association Constitution and By-Laws annually or as directed by the Executive Committee and submit any recommendations or reports to the Executive Committee not less than once annually at a time to be determined by the Executive Committee. The committee shall also be responsible to make a report on the projected impact of any proposed legislation on the interests of the Association or its members annually prior to the convening of the Virginia General Assembly, or at any other time legislative or regulatory action is anticipated at the State or Federal level. Neither the Committee nor the Chair shall be authorized to expend or commit Association funds without approval by the Executive Committee or the general membership.

D. **Education, Scholarship, and Grants Selection and Management Committee**
The Education, Scholarship, and Grants Selection and Management Committee shall be responsible for managing the Association programs for awarding educational scholarships, training or educational grants, and grants for the purchase of equipment for use in approved hazardous materials initiatives in the Commonwealth. This shall include reviewing applications for financial support from members for educational support, Scholarship Assistance, or Grants from the VAHMRS annually or at the direction of the Executive Committee for the purpose of assisting members or their sponsoring organizations to obtain further education, training, or other tangible support for program initiatives. The committee shall publish an annual solicitation for applications for any recurring scholarship opportunities offered by the VAHMRS such as the Walt Sivertson Memorial Scholarship and the Norman S. (Norm) McTague Annual Conference Attendance Scholarship; for other financial support opportunities for educational initiatives; and for Grant assistance for other proposed initiatives approved by the Association. The committee shall also be responsible for developing criteria for special grants or other funding opportunities deemed appropriate by the membership.

The committee shall be responsible for annually (or more often) reviewing and recommending to the Executive Committee any criteria for eligibility for any financial support, scholarship, or grant. In turn, if agreed upon by the Executive Committee, said criteria shall be submitted to the membership at a regular or special meeting for approval or denial.

The committee shall be responsible to prepare and submit to the membership a full financial accounting of all transactions completed or in process at the time of the Fall General Membership Meeting of the Association. Said report is to be submitted to the membership at the Fall General Membership Meeting.

The committee shall also be empowered to ensure compliance by applicants for award requirements. Also the committee shall be responsible to recommend to the Executive Committee any remedial actions or to seek refund in cases when awardees are determined to be non-compliant with award requirements. The Executive Committee shall make final determination of any remedial or other actions in cases of non-compliance with award requirements.

The committee shall be responsible for reviewing all applications to determine applicant eligibility and suitability for any financial support, scholarship or grant and making a final recommendation to the Executive Committee by the pre-determined date established. The Executive Committee shall make final determination of award or denial consistent with criteria elsewhere described in these By-Laws or rules published pertinent to any award opportunity announced by the Association.

The membership of the Education, Scholarship, and Grants Selection and Management Committee shall consist of the following: Treasurer, VAHMRS; three members at-large from current membership of the Association appointed by the President at the Fall Meeting of the membership; one member of the VDEM Technological Hazards Division appointed by the Hazardous Materials Field Manager, and Vice President, VAHMRS (ex officio, who shall only vote in case of a tie of the committee during an award selection vote). Committee membership shall be constituted not later than the Spring General Membership Meeting for the current calendar year.

The committee shall <u>not</u> be empowered to issue cash, payment, or vouchers for scholarships, grants or other financial assistance nor make announcement of any award recipient without the expressed approval of the Executive Committee.

E. Training Committee
The Training Committee shall be responsible to provide direction and counsel to the Executive Committee and the general membership on all training matters of concern to the Association. Members on this committee shall be appointed on an annual basis by the Executive Committee for a period of one year but may be reappointed annually without limitations. The chair of this committee shall be appointed by the President with counsel from the Executive Committee. The committee chair may also serve as a member of the Conference Committee.

F**. Ad Hoc Committees**

The President shall be empowered to appoint any ad hoc committee for valid reason relative to the interests of the Association subject to the following conditions:

i. Notice of appointment of any ad hoc committee may be made at any regular or specially convened meeting of the Association.

ii. Alternately, if a meeting cannot be called within a reasonable time relative to the need and it becomes necessary for the President to appoint an ad hoc committee, the President may appoint such a committee subject to the concurrence of a simple majority of the Executive Committee which may be obtained by a telephone or email poll. Such action shall be reported to the Secretary within 10 days and shall be noted on the Association Website within 30 days.

iii. No ad hoc committee may be appointed for a term exceeding the tenure of the President or the next election of officers, whichever may be sooner.

Section VIII Executive Committee
The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the three (3) Trustees and the Immediate Past President. The Executive Committee shall exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By Laws or Articles of Incorporation. At meetings of the Executive Committee, a Quorum shall consist of five (5) voting members.

Article 5 Association Business

Section I. Regular Business

A. The members of this association shall during any regular or special meeting determine the direction and scope of the business affairs of this Association. The direction and scope of all official actions on behalf of the Association and its members taken by the members or the Executive Committee must be consistent with the Mission and Objectives of the Association.

B. Meetings of this Association shall be conducted consistent with "Roberts Rules of Order."

C. No member of this Association may act as an official representative of this Association without the affirmative vote of the membership except as follows:

i. The Executive Committee shall be empowered to act on behalf of the Association at any time between regular or special meetings unless expressly prohibited by a vote of the membership.

ii. The President may take action or cause action in the best interests of the Association, including the authorization of expenditure of funds, subject to any constraints stated elsewhere in these By-Laws, during periods between meetings or when such action must be taken in a timely manner.

iii. The President may issue statements or speak on behalf of the Association at any time.

iv. The President may designate an alternate spokesperson or representative for purposes as he deems appropriate.

D. Meeting and Business Costs

i. Costs for travel, lodging, and incidental expenses for attending any general membership meeting of the Association shall be the responsibility of each individual.

ii. The President is authorized to expend a reasonable sum to provide refreshments for members attending any regular or special call membership meeting or Executive Committee meeting.

iii. Members of the Executive Committee may be reimbursed costs for mileage, lodging, meals, and incidental expenses (if applicable) directly related to attending not more than four (4) properly constituted Executive Committee Business meetings annually subject to availability of funds for this purpose.

iv. The President and Conference Committee Chair shall determine annually the extent to which expenses for committee members attending Conference Committee meetings may be reimbursable. Such expenses shall be directly attributable to the budget for conducting the annual HazMat Conference and shall not be charged against other Association accounts.

E. Grants and Scholarship Fund
A fund is established, separate from Association General Funds, for the purpose of supporting the Grants and Scholarship awards made by this Association annually. The amount of this fund shall be determined by the Executive Committee and may be adjusted at the discretion of the Executive Committee from time to time. The fund shall be maintained (replenished) annually, subject to the continued availability of money after payment of all Association operating costs including costs for conducting the annual Hazardous Materials Conference. This fund shall be used to disburse awards, subject to funding availability, for the following: The Walt Sivertson Memorial Scholarship, The Norman S. McTague Memorial Conference Attendance Scholarship, the VAHMRS Equipment Grant(s), and other such awards as determined by the Executive Committee on behalf of the Association. Administration and disposition of grants and scholarships shall be consistent with procedures provided (elsewhere) in these By-Laws or as deemed appropriate by the Executive Committee.

Section II. Special Business

From time to time there shall be cause for special business to be conducted on behalf of the Association or its members. Such special business may include but is not be limited to attendance at special events, attendance at conferences, training programs, public hearings or other activities at which representation is appropriate for the betterment of the Association or its members. Unless prohibited by a vote of the membership, the President shall be empowered to determine when official representation of the Association is warranted. The President shall also be empowered to serve as the official representative or to designate the official representative(s) for the Association.

A. Expenses for Official Representation

i. When any member is designated an Official Representative of the Association the expenses for travel, lodging, and per diem costs if applicable shall be reimbursable from the Association Treasury in amounts consistent with Commonwealth of Virginia Travel Regulations in effect at the time.

ii. All requests for reimbursement of expenses must be submitted using the Association approved expense reimbursement form accompanied by receipts for lodging, meals, incidental expenses, and verification of mileage for personal vehicle travel or receipt for public carrier transportation (if applicable). Copies of the required form can be obtained from the Treasurer.

B. Other expenses for official business.

i. From time to time it may be in the best interest of the Association to extend condolences; send "Get Well" greetings to members; send congratulations; or incur other nominal expenses relative to the morale or well-being of the members and the Association. Any member of this Association is encouraged to notify the Secretary of any instance that may warrant special consideration.

ii. The Secretary shall be responsible for preparing and issuing the appropriate greeting subject to the approval of the President or a simple majority of the members of the Executive Committee provided such approval can be obtained in a timely manner. If timely approval cannot be obtained, the Secretary is authorized to make expenditure without expressed approval. Expenses for any individual instance shall be limited to a maximum of $50.00 unless approval to exceed this amount is issued by the President or majority of the Executive Committee.

C. Legislative Liaison and Public Affairs Activities
The President, on behalf of the Association, may enter into other incidental agreements (i.e.—partnering with other associations or organizations with concurrent interests to achieve a specific objective) for special situations in which the best interests of the Association should be represented and the issue cannot be presented to the membership for a vote. In such instances, the aggregate costs may not exceed $1,000.00 without prior agreement of a majority of the Executive Committee.

Article 6 AMENDMENT

Section I Requirements

The By Laws may be amended at any regular or special meeting of the members by a vote of two thirds (2/3) of the voting members present at such meeting. The Secretary shall provide notification of any proposed change to the Constitution and By Laws to the membership by the appropriate medium at least fifteen (15) days prior to the date of the meeting at which the change will be considered.