

**BY-LAWS**  
**(as of December, 2003)**

**ARTICLE I**  
**Object**

The object of this organization shall be as stated in the objects and purposes set out in the Articles of Incorporation, and particularly to keep in touch with issues affecting the American Merchant Marine and to aid the government and industry with such constructive action as may be within the power of the organization in developing and maintaining the industry to the best interests of the Commonwealth as a whole.

This organization will encourage the furthering of the intellectual knowledge and skills of the membership for the good of the membership and industry as a whole. This organization will advocate and encourage the opportunity and proper training of youth in vocational and/or professional work in the Maritime Industries.

**ARTICLE II**  
**Policy**

- (a) The policy of this organization shall be to maintain an impartial forum for the discussion affecting the American Merchant Marine and Maritime Industry and of all matters affecting the members as set out in the Preamble in the Articles of Incorporation, and aid in the solution of the everyday problems pertaining to our welfare.
- (b) The organization shall adopt no policies nor take sides on any controversial matter except where the American Merchant Marine or Maritime Industry is directly affected, and then only after exhaustive discussion in open meetings, the membership having been given an impartial resume of the proposition at least ten (10) days prior to each said meeting.
- (c) To commit the SOCIETY OF MARINE PORT ENGINEERS, NEW YORK, NY. INC., for active support of any proposition in Section (b) of this Article, a two-thirds majority vote of Full Members in good standing, by returned written ballot, within ten (10) days after midnight following the mailing thereof to the membership shall be required. The said ballot to contain the arguments on both sides of the proposition upon which Full Members may vote.

## **ARTICLE III**

### **Seal**

The organization shall have a seal designating THE SOCIETY OF MARINE PORT ENGINEERS, New York, NY, INC., in the circumference and a cut of a triple expansion engine in the center with an artistic conception of a marine scene.

## **ARTICLE IV**

### **Membership**

**Section 1.** The membership shall consist of Full Members, Associate Members, Life Members, Honorary Members, Retired Members and Student Members. All members may be male or female notwithstanding the use of masculine terminology.

**Section 2.** Full Members shall be qualified as follows:

- (a) Be over 21 years of age and must hold a position in marine management of an organization engaged in ocean going or inland waterway transportation operations and be of good standing and repute among their fellow men, holding a (1) valid ocean license as to extend membership to Port Engineers employed in Intercoastal and Coastwise vessel operations with limited horsepower licenses. Chief Engineer of Steam or Motor vessels, or foreign equivalent, or (2) a Bachelor of Science degree in Marine Engineering, Naval Architecture or in Engineering fields related to the Maritime Industry from an accredited college except that, non U.S. citizen members may not hold the position of Chairman of the Board of Directors or the Office of President, First Vice-President or Second Vice-President;
- (b) Be independent surveyors that devote a substantial part of their time acting in the capacity of and meeting the requirements of paragraph (a) above;
- (c) Be employed by a Naval Architectural or Engineering firm and devote a substantial part of their time acting in the capacity of and meeting the requirements of paragraph (a) above;
- (d) Be employed as a Surveyor in a Marine Classification Society or Marine Underwriting Agency and meet the requirements of paragraph (a) above, excepting the position requirement;
- (e) Be on the faculty of an American Maritime or Engineering college and meeting the requirements of paragraph (a) above, excepting the position requirement;
- (f) Applicants for membership qualifying above must be recommended to the Board of Directors by two (2) Full Members in good standing. Election to membership must be by two-thirds majority of the Board of Directors;
- (g) Applicants elected to the status of Full Members in accordance with the By-Laws shall retain that status notwithstanding a change in employment status;
- (h) Be employed by a maritime law firm or a partner in an admiralty law firm and meeting the requirements of paragraph (a) above.

**Section 3.** Associate Members shall be over 21 years of age and must be qualified as follows:

- (a) Engaged in activities that are directly connected with ships of shipping, but not qualifying as Full Members as designated in Section 2 of this article. That Associate Members must be of good standing and repute among their fellow men and must hold (1) a valid license as an Engineer of Steam or Motor vessels, (2) a Bachelor of Science degree in Marine Engineering, Naval Architecture or in an Engineering field related to the Maritime Industry from an accredited school, or (3) equivalent experience judged acceptable by the majority of the Board of Directors;
- (b) Associate Members must be elected by a majority of the Board of Directors on the recommendation of two Members in good standing.
- (c) Associate Members shall have all the rights of Full Members except holding office of President, First and Second Vice-President or Chairman of the Board.

**Section 4.** Life Member must be qualified as follows:

- (a) Must be a Full Member or Associate Member of the Society in good standing for a period of five (5) years who has rendered meritorious service to the Society of Marine Port Engineers;
- (b) Must be of good standing amongst his fellow men;
- (c) Must be elected by a unanimous vote of the Board of Directors. Life Members shall have the rights of Full Members. Life Members shall not be required to pay dues and their membership shall be continuous until death or resignation of such a Member.

**Section 5.** Honorary Members must be qualified as follows:

- (a) Must be individuals who have by some act rendered meritorious service to the American Merchant Marine;
- (b) Must be of good standing amongst their fellow men;
- (c) Must be elected by a unanimous vote of the Board of Directors. Honorary Members shall have all the rights of Members, except voting and holding office.

**Section 6.** Retired Members

Upon the retirement of any Member (Full, Associate, Honorary, Life) from active work in the maritime community, and with proper written notification to the Board of Directors, such Members status within the organization shall be amended to include the preceeder of "Retired".

**Section 7.** Student Members must be qualified as follows:

- (a) The designation of Student Member may be accorded to students of marine engineering, naval architecture, or allied branches of engineering in technical institutions recognized by the Board

of Directors. Candidates for Student Membership shall be between the ages of 17 and 25 years of age;

- (b) A candidate for Student Membership shall submit to the Society a written statement of qualification which shall be signed by a Member of any category in good standing who will certify to a personal knowledge of the candidate and their student status;
- (c) Upon completion of the courses of study in a recognized technical institution, and upon graduation, the Student Member shall automatically have their membership status change to Associate or Full Member, if qualified;
- (d) Student Members may not hold office, serve on Standing Committees, nor vote on any questions brought before the Society, except provided by Article V, Section 1 of the By-Laws.

**Section 8.** The Board of Directors may from time to time modify the requirements and obligations which shall be a prerequisite to Membership, or change in Membership status.

## **ARTICLE V**

### **Fees and Dues**

**Section 1.** (a) Initiation fees and dues for Full Members, Associate Members, Retired Members, and Student Members shall be an amount set forth from time to time by the Board of Directors.

**Section 2.** Life Members and Honorary Members shall pay no initiation fees or annual dues.

**Section 3.** The Board of Directors may from time to time, in accordance with Section 1, Article V of the By-Laws, change the amount of the initiation fees and/or dues.

## **ARTICLE VI**

### **Directors**

**Section 1.** The Board of Directors shall consist of the President of the Organization, Past Presidents of the Organization who shall serve two (2) consecutive years immediately following the expiration of office as President; twelve (12) Full Members and six (6) Associate Members for a total of eighteen (18) Directors, exclusive of the President and Past Presidents. In addition, there may be elected to the Board, one (1) Student Member. The six (6) Associate Members of the Board of Directors shall have voting powers at Board Meetings of one (1) vote each, same as Full Members of the Board. The Student Member shall not be accorded the right to vote on matters brought before the Board, but shall serve as the voice of the Student Membership to the Board.

**Section 2.** The Directors sitting as a board shall be the governing body of the organization.

**Section 3.** Four (4) Directors shall be elected on the 3<sup>rd</sup> Wednesday of January of each year, who shall hold office for three (3) years and thereafter until their successors shall have been elected and qualified; provided that twelve (12) Directors shall be elected at the 1<sup>st</sup> election who shall by lot choose their term of office, four (4) for one (1) year, four (4) for two (2) years, and four (4) for three (3) years. Six (6) Associate Members of the Board of Directors shall be elected on a regular ballot, to serve three (3) years, electing two (2) each year. The six (6) Associate Members shall be voted for by the entire Membership including Associate Membership. The Associate Membership candidates for the Board must be nominated by the Associate Members and names submitted to the Secretary for the ballot.

**Section 4.** Should a vacancy occur in the Board of Directors, the remaining Members of the Board shall fill such vacancy until the next succeeding election when the Full Members shall elect a Director to fill the unexpired term. The next highest vote recipient shall be elected to the unexpired term and shall serve for the remainder of that term, and then stand election during the normal cycle for a full term. For Associate Board Members, the next highest vote recipient shall be placed in the vacant position.

**Section 5.** The Board of Directors shall elect from their body a Chairman who shall hold office at the pleasure of the Board and who shall act as the Chief Executive of the Organization. The Chairman shall preside at all meetings of the Board of Directors; in his absence, the Board shall; elect a Chairman pro tem. The Chairman shall have the following powers and duties: to call Special Meetings of the Board of Directors for any purpose or purposes; to make and sign contracts and agreements in the name and on behalf of the Organization after approval of the Board of Directors; to have general management and control of the business affairs of the Organization while the Board of Directors is not in session; to exercise all powers and perform all acts incident to the office of Chief Executive of a New York Corporation, and which are authorized or required by law.

**Section 6.** The Board of Directors shall hold a regular meeting at least once each month, from September through June, at a time and place chosen by the Chairman, notice of which shall be given by the Secretary-Treasurer.

**Section 7.** A quorum of the Board of Directors shall be eight (8) voting Directors.

**ARTICLE VI**  
**Officer**

**Section 1.** The Officers of the Organization shall be President, First Vice-President, Second Vice-President, Chaplain, Sergeant-at-Arms, Secretary-Treasurer, and Board of Directors (Chaplain, Sergeant-at-Arms, and Secretary-Treasurer to be appointed by the Board of Directors annually).

## **THE PRESIDENT**

**Section 2.** The President shall be elected by the Full Members on the 3<sup>rd</sup> Wednesday of January and shall hold office for (1) year and thereafter until his successor is elected and qualified. The President shall preside at all meetings of the Membership and shall preside and act as Toastmaster at all organization banquets and be the representative of the organization at all public functions.

## **THE FIRST AND SECOND VICE PRESIDENTS**

**Section 3. THE FIRST VICE-PRESIDENT.** The First Vice-President shall be elected by the Full Members on the 3<sup>rd</sup> Wednesday in January and shall hold office for one (1) year and thereafter until his successor is elected and qualified. The First Vice-President shall be present at all meetings of the Membership and shall preside and act as Toastmaster at all organization banquets and be the representative of the organization at all public functions in the absences of the President.

**THE SECOND VICE-PRESIDENT.** The Second Vice-President shall be elected by the Full Membership on the 3<sup>rd</sup> Wednesday in January and shall hold office for one (1) year and thereafter until his successor is elected and qualified. The Second Vice-President shall be present at all meetings of the Membership, and in the absence of the President and First Vice-President, shall preside and act as Toastmaster of all organization banquets and be the representative of the organization at all public functions. It shall also be the duty of the Second Vice-President to act as Chairman of the Membership Committee and to perform such duties as may be designated by the Board of Directors.

In the absence of the Second Vice-President, the Chairman of the Board of Directors or such other Full Member as the Board shall designate shall act in the Second Vice-President's place.

## **THE SECRETARY-TREASURER**

**Section 4.** The Secretary-Treasurer shall furnish a bond as the Board of Directors may direct. He shall receive such recompense for his service as the Board of Directors may decide appropriate for the work involved in connection with his various duties. He shall be deemed ex-officio member of the Board with the duty of attending the meetings of the Board of Directors, but without the right of casting a vote. The Secretary-Treasurer shall have the following powers and duties:

- (a) to have custody of the organizational seal;
- (b) to keep a true record of the proceedings of the organization in a book to be provided for that purpose;
- (c) to keep a current roll of all members numbered in the order of their election;
- (d) to advise the Board of Directors on the 3<sup>rd</sup> Wednesday of January of each year of the number of members and of the elections, suspension, resignation, and death of members during the preceding year;
- (e) to present to the Board of Directors applications for membership;

- (f) to file all documents, records, reports and communications connected with the business of the organization;
- (g) to notify each member elected of his election and upon becoming a member to furnish him with a copy of the organization book;
- (h) to have books printed as provided by the By-Laws and as ordered by the Board of Directors;
- (i) to notify each member of each membership meeting and to notify each Director of each Board of Directors meeting;
- (j) in case of inability to attend any meeting, to cause the necessary documents to be in readiness at the place of meeting;
- (k) to keep and have the custody of the books and records of the organization;
- (l) to keep proper account books and records of the organization;
- (m) to keep proper account books and discharge such other duties pertaining to the accounts of the organization as are prescribed by the Board of Directors;
- (n) to perform such other duties as are prescribed by the By-Laws or which pertain to the office of Secretary-Treasurer and are not otherwise provided for, but which may be prescribed from time to time by the Board of Directors.

The Secretary-Treasurer may at his discretion employ such clerical and other assistance as he may find necessary or desirable in the performance of his duties; but he shall not have the right of delegation of any of his powers or duties to such assistants.

## **ARTICLE VII SUCCESSION OF OFFICERS**

**Section 1.** (a) In the event the Second Vice-President shall be unable to perform the duties of his office he shall resign that office and the vacancy for the balance of the year shall be filled by appointment made by the Board of Directors.

(b) In the event the First Vice-President shall be unable to perform the duties of his office he shall resign that office and the Second Vice-President shall be advanced to that office. The vacant Second Vice-President's office shall be filled for the balance of the year by appointment made by the Board of Directors.

(c). In the event the President shall be unable to perform the duties of his office he shall resign that office and the First Vice-President and Second Vice-President shall be advanced to the office of President and First Vice-President respectively. The vacant Second Vice-President's office shall be filled for the balance of the year by appointment by the Board of Directors.

(d). the appointments to be made by the Board of Directors shall be at the discretion of the Board giving due consideration to the work load and imminence of the regular annual elections. In the event two (2)

officers cannot perform, at least one (1) appointment must be made regardless of the election imminence.

## **ARTICLE VIII**

### **Election of Officer and Directors**

#### **Section 1. Nominating Committee**

- (a) On or before the September Board of Directors meeting of each year, a Nominating Committee shall be established for the purpose of soliciting Nominations for Officers and Directors and the formulating of the Ballot. The Chairman of the Board shall nominate a Chairman for this committee and such nomination shall be ratified by a three-fourths majority of elected Board Members in attendance.
- (b) The newly appointed Chairman of the Nominating Committee shall then proceed with the formation of the Committee. The Committee shall be composed as follows: The Chairman of the Committee shall select one (1) Full Member Director, not holding office and one (1) Associate Member Director to chair the respective Sub-Committees. Each Sub-Committee shall be made up of a Chairman, who shall be a Director and two (2) members at large who hold no office or director positions. The Nominating Committee shall be confined to these seven (7) individuals.
- (c) At the October Board of Directors meeting the makeup of the Nominating Committee shall be presented to the Board for its acceptance. Within two (2) business days of the October Board meeting, a communication from the Secretary-Treasurer shall be sent to the membership at large notifying them of the establishment of the Committee and its members, along with proper contact information. This communication shall outline all deadlines for the nominating and election process as proscribed.
- (d) At the October Board Meeting, the Secretary-Treasurer shall turn over to the Chairman of the Nominating Committee the names and contact information of all members who have been recommended for office to the Society.

#### **Section 2. Reporting of the Nominating Committee**

- (a) The Nominating Committee shall report to the Board of Directors at the regular November meeting on all progress of the committee and the names of any and all candidates under consideration at that time.
- (b) At the December Board Meeting, the Nominating Committee shall submit its final report to the Board with the names of all candidates for Officers and Directors for the coming election. The Report of the Nominating Committee shall be accepted by a three-fourths majority of the elected Board Members in attendance.

- a. The Nominating Committee shall limit the number of nominations for any one position of positions, to no more than 150% of the number of openings for each position on the ballot. This number shall be rounded up to the nearest whole person.
- (c) Upon acceptance of the Report of the Nominating Committee, a letter shall be sent by the Secretary-Treasurer to each accepted candidate notifying them of their nomination as an Officer or Director, and requesting a short biography to be submitted for mailing with the ballot.
- (d) At this time, the Nominating Committee shall be dismissed.

### **Section 3. Ballot Constitution**

- (a) The Secretary-Treasurer shall draw up the Ballot, showing all candidates for all positions on the ballot.
- (b) The Secretary-Treasurer shall create a list of all members of the Society and shall order this list alphabetically. The names of all Full, Associate and Life members shall be commingled. This list shall be numbered from a randomly generated number list. Each name shall receive one number. This number shall be used to mark the Ballot return envelope. This list shall be held in confidence by the Secretary-Treasurer and shall not be available to any member of the Society.

### **Section 4. Election**

- (a) The annual election of officers shall be held on the 3<sup>rd</sup> Wednesday of January of each year at a place to be selected by the Board of Directors. The Secretary-Treasurer shall at least ten (10) days prior to said election mail to each eligible member a notice of time and place of each election, together with a ballot showing the offices to be filled and the names of each nominee and a copy of each nominee's biography.
- (b) There shall be present at the polls a sufficient supply of ballots. It shall be the duty of the Secretary-Treasurer to so number each ballot return envelope that each eligible member shall be able to cast only one (1) vote; but the vote of the members shall be secret. Ballots may be delivered in person or by mail, but voting by proxy shall not be permitted.
- (c) The Secretary-Treasurer shall have at the polling place, the randomly numbered, commingled list of members created in Section 3, part (b) for the purpose of marking the ballot envelope of any eligible member desiring to vote at the meeting.

### **Section 5. Tally Committee**

- (a) At the Election Meeting, a Tally Committee Chairman shall be appointed by the Senior Officer of the Society present at the meeting. The Chairman Shall be qualified as follows:
  - a. Must be a member in good standing
  - b. Shall Not have been a member of the most recent Nominating Committee
  - c. May not be running for nay office currently up for election

- (b) The Tally Committee Chairman shall select suitable members for the Committee from those members of the Society present at the meeting so that all counting shall be completed by the end of the General Meeting. Members of the Tally Committee shall be qualified as follows:
  - a. Must be a member in good standing
  - b. May not be running for any office currently up for election
- (c) The Secretary-Treasurer shall turn over to the Tally Committee all of the Ballots received in the Society office up to the close of business on the 3<sup>rd</sup> Wednesday of January.
- (d) The Secretary-Treasurer shall turn over to the Tally Committee Chairman the randomly numbered list of members used to mark the Ballot Return envelopes.
- (e) The Tally Committee shall record the Ballot Envelopes returned against the master list provided by the Secretary-Treasurer.
  - a. In the event that there is more than one submission per Ballot Envelope number the most recent submission shall be counted. The others shall be set aside and unopened. If the envelopes are postmarked, then the most recent postmarked envelope shall be counted.
- (f) Once all of the Ballot Envelopes are recorded against the master list, the list shall be returned to the Secretary-Treasurer prior to the envelopes being opened and the Ballots tallied so as to preserve the secrecy of the ballot.

#### **Section 6. Election Results Reporting**

- (a) The results of the Ballot count shall be reported to the membership at the January General Meeting. No Totals shall be delivered with the results.
- (b) The Tally Committee Chairman shall prepare a written report of the tally and shall submit same to the Secretary-Treasurer prior to the end of the January Meeting.
- (c) The Secretary-Treasurer shall within three (3) business days of the January Meeting send correspondence to each candidate on the ballot advising them of the outcome. This advisement shall include the report of the Tally Committee Chairman and shall include all vote totals.
- (d) Treasure shall report the results of the election to the Board of Directors at the next Board Meeting immediately following the election. This report is to include:
  - a. Total Number of Ballots Mailed
  - b. Total number of Ballots cast
  - c. Total number of duplicate Ballots cast and who cast them
  - d. Total Number of Ballot declared ineligible and reason for each
  - e. Total number of votes received by each candidate

#### **Section 7 Following the Election**

Following the election, the ballots shall be retained for two (2) years, in the event there are questions with respect to the election results.

## **ARTICLE IX**

### **Meetings of the Membership**

**Section 1.** Regular Meetings. There shall be a regular meeting of the Membership held the 3<sup>rd</sup> Wednesday of each month at such time and place as may be designated by the Board of Directors upon not less than ten (10) days written notice to the Membership.

**Section 2.** Special Meetings. Special Meetings may be called:

- a. By the President
- b. By the Board of Directors, or
- c. By a petition signed by one-fifth of the total enrolled Members, which petition shall specify in detail the proposition to be placed before such meeting.

**Section 3.** Ten (10) days written notice of all Special Meetings shall be mailed to the Membership by the Secretary-Treasurer. Notices of Special Meetings shall state in detail the purpose or purposes of the meeting and no business or proposition not specified in such notice shall be considered at any Special Meeting.

**Section 4.** Quorum

A quorum shall consist of fifteen (15) Members.

## **ARTICLE X**

### **Accounts and Funds**

**Section 1.** The Board of Directors as a whole shall be responsible for the organization's funds and financial affairs.

**Section 2.** The Board shall set a spending authority for the Treasurer. This authority shall be reviewed from time to time and revised as seen fit by the Board. All invoices and expenditures in excess of this authority shall be submitted to the full Board of Directors at the first opportunity for review and approval by vote of the Board Members present at said meeting.

**Section 3** The Secretary-Treasurer shall collect and receive all moneys due to the organization and deposit same in the organizations bank account. He shall disburse the organizations funds by check on the organizations bank account, only for invoices, payrolls and vouchers which have been duly approved by the Board as specified in Section 2 of this Article.

**Section 4.** The funds of the organization shall only be deposited in such bank or banks as may be designated by the Board of Directors.

**Section 5.**

- (a) All checks disbursing the organizations funds are to be signed by at least two (2) Members of the Board of Directors.
- (b) From time to time, Board of Directors shall meet to review the list of authorized signatures for expenditures and shall amend such list as appropriate.

**Section 6.** The Secretary-Treasurer shall keep a proper record of all receipts and disbursements and make a full statement of his accounts to the Board of Directors each month, submitting properly authenticated and approved vouchers or invoices to support the expenditures.

**Section 7.** The calendar year shall be deemed the fiscal year for all purposes of this corporation, pursuant to the amendment adopted at the Annual Meeting on January 15, 1947

## **ARTICLE XI**

### **Indebtedness to the Organization**

**Section 1.** Dues for one year in advance shall be payable to the Secretary-Treasurer on the 3<sup>rd</sup> Wednesday of January; all other indebtedness of members to the organization shall be payable forthwith. If the payment of such dues and indebtedness is not made within sixty (60) days after the date designated for payment, such dues and indebtedness shall thereupon become delinquent, and written notice of the delinquency shall thereupon be given by the Secretary-Treasurer to the Delinquent Member.

**Section 2.** If any such Delinquent Member shall not pay the amount of the delinquent dues or indebtedness within sixty (60) days after the notice of delinquency have been given, as required by Section 1 of this Article, such member may be suspended or expelled from the organization at the discretion of the Board of Directors without any further notice or hearing of any kind, unless a written demand for hearing and an offer to pay whatever may be justly due from him to the Organization be delivered to the Secretary-Treasurer within said sixty (60) days.

**Section 3.** The Board of Directors shall have the power, in their discretion, to reinstate any former member whose membership has ceased or terminated by expulsion because of delinquency, but only upon receipt of the signed application of said member for reinstatement, and upon the condition that such former member pay all dues and charges incurred, or which would have been incurred by him if his membership had not ceased, not exceeding the initiation fee and requirements of a new member, in effect at the time of such reinstatement for the class to which said member belonged.

## **ARTICLE XII**

### **Discipline**

**Section 1.** Any member may be suspended or expelled for just cause by the Board of Directors, but except as hereinbefore otherwise expressly provided, no such action shall be taken until after the Member shall have been furnished with a written statement of the charges preferred against him, and shall have been given at least four (4) weeks notice of the time when and the place where the same will be considered by the Board of Directors and every such member shall have the right to appear before the Board of Directors and be heard in answer to the charges before final action shall be taken.

**Section 2.** At any time within thirty (30) days after such suspension or expulsion of a member by the Board of Directors, any ten (10) Members of the Organization may petition (by written request addressed to the Board of Directors) that a Special Meeting of the Organization be called for the purpose of hearing an appeal from the action of the Board of Directors and thereupon within sixty (60) days such a meeting shall be called; and the appeal from the action of the Board of Directors shall be submitted to it. On the hearing of such an appeal, it shall require the vote of a two-thirds majority of the Members present at the meeting to reverse the action of the Board of Directors, and to restore the member in question to his membership.

## **ARTICLE XIII**

### **Changes in Membership Status**

**Section 1.** All requests for changes in Membership Status shall be made in writing addressed to the Board of Directors.

**Section 2.** No requests for changes in Membership Status shall be accepted or shall take effect until all indebtedness from the member petitioning for a change in status to the Society are met and such Member is in good standing.

## **ARTICLE XIV**

### **Amendment to By-Laws**

To amend these By-Laws, any twenty (20) Full Members may submit the proposed changes in writing at any General Meeting or Board of Directors Meeting where open discussion is held. The Board of Directors shall then send out to all Full Members, in the form of a ballot, the proposed changes giving full discussion of both sides. Ballots to be returned, within thirty (30) days after date of mailing and if two-thirds majority of the ballots are recorded in favor, it shall be considered carried.