

Constitution and Bylaws

Northern New England Society of Addiction Medicine

A Chapter of the American Society of Addiction Medicine

Constitution

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Article I

Name, Purposes and Organization

Section 1. Name

The name and title of this organization shall be the **Northern New England Society of Addiction Medicine**, hereinafter referred to as **the Society**, and it shall be a chapter of the American Society of Addiction Medicine (ASAM) encompassing ASAM members residing or practicing in Vermont, New Hampshire and Maine. Its abbreviation shall be NNESAM.

Section 2. Mission, Purposes, and Goals

The **Mission** of the Society is:

To provide a medium for physicians and medical trainees with special interests in addiction medicine to meet and address issues of mutual interest.

The **Purposes** of the Society are:

- to enable networking with colleagues in addiction medicine;
- to provide a closer liaison between members and the national activities of ASAM;
- to be a liaison to other physicians and professional societies regarding addiction medicine issues;
- to increase public awareness about the existence and vitality of the addiction medicine specialty;
- to increase public awareness about problems related to addiction;
- to promote professionalism in the delivery of services to patients with problems which result from addiction; and
- to be a resource for state and national initiatives that affect addiction medicine services and patients with addiction.

The **Goals** of the Society are to provide:

- a forum for sharing of ideas between addiction specialists, especially regarding clinical management strategies;
- a vehicle for increased professionalism and higher quality information, prevention, training, and treatment regarding addiction problems;
- an enhancement of knowledge and attitudes among citizens and institutions about the primary nature of the disease of addiction;
- a channel for state input into national standards of care in addiction medicine; and
- a channel for input into state policy and reform initiatives.

Section 3. Organization

The Society is an organization of individual members, and is comprised of a Board of Directors, consisting of the Officers, and Committees as defined elsewhere in this Constitution and in the Society's Bylaws.

Article II

Membership

Section 1. Classes of Membership

The membership of the Society shall be divided into classes, as provided in the Bylaws.

Section 2. Membership Qualifications, Rights, Privileges, Duties and Obligations

The qualifications, rights, privileges, duties and obligations of the several classes of membership are as stated in the Bylaws.

Article III Government of the Society

Part A. Board of Directors

Section 1. Composition

The Board of Directors shall consist of elected Officers of the Society as defined in Article IV of this Constitution and as further defined in the Bylaws.

Section 2. Powers and Duties

Subject to the provisions of this Constitution and the Bylaws, the Board of Directors shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, make contracts in respect of and concerning, convey, give, grant, transfer or otherwise dispose of all property and assets of whatever kind and nature owned by the Society, and shall also be vested with full and complete power and authority to do and perform all acts and to transact all business for and on behalf of the Society and to manage and conduct all the work and activities of the Society in carrying out the purposes thereof. The Board of Directors shall have such additional duties, powers, and functions as are prescribed in the Bylaws.

Part B. Executive Committee

There shall be no Executive Committee, unless later specified by the members as prescribed in the Bylaws, to facilitate the business of the Society.

Article IV Officers

Section 1. Composition

The Officers of the Society shall consist of President, Immediate Past-President, President-Elect, Secretary and Treasurer.

Section 2. Term of Office

Officers of the Society shall be elected for a term of two (2) years. Upon completion of the President's term of office, the President-Elect shall assume the office of President and the President shall assume the office of Immediate Past-President. Should any Officer's position become vacant prior to the end of the prescribed term of office, the vacant position shall be filled as prescribed in the Bylaws.

Section 3. Powers and Duties

The power and duties of the Officers of the Society shall be as prescribed in the Bylaws.

Section 4. Geographic Representation

Officers shall be elected by overall vote of the membership and not on a regional basis. At all times at least one Officer of the Society shall live or practice in each of the three states that comprise the Society. The Office of President shall pass to a member who lives or works in a different state from the President so that the Office of President is held by a member from each of the three states that comprise the Society in each six-year period. Should no qualified candidate for President meet this geographic diversity requirement, this requirement can be waived by the Board of Directors.

Article V Meetings

Section 1. Annual meeting

In each year, there shall be an Annual Meeting of the membership as provided in the Bylaws. Special meetings of the membership may be called and held as provided in the Bylaws.

Section 2. Board of Directors

The Board of Directors shall meet as prescribed in the Bylaws.

Article VI Hearing and Petition

Procedures for hearing and petition shall be as set forth in the Bylaws.

Article VII Financial Provisions

Section 1. Annual Dues

Dues for various classes of members shall be established by the Board of Directors.

Section 2. Other Sources of Revenue

Funds may be raised by any means approved by the Board of Directors and as set forth in the Bylaws.

Section 3. Annual Budget of Expenditures

The Board of Directors shall approve an itemized budget stating the proposed expenditures of the Society for the ensuing year.

Section 4. Funds of the Society

The Treasurer shall be responsible for the security of all funds and monies received by the Society. The Treasurer shall be responsible for the handling, depositing and investing of Society funds as directed by the Board of Directors and defined by the Bylaws. The Treasurer shall cause funds to be dispensed only as authorized by the Board of Directors. An accurate account of all transactions of the Treasury shall be reported at the Annual Meeting of the Society and at each meeting of the Board of Directors.

Section 5. Dispensation of Assets at Dissolution

In the event that this Society should dissolve its corporate status, any and all of its liquid assets shall [be distributed as directed by the Board of Directors exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code] OR [or be remitted to XX specific organization named here, including ASAM]

Article VIII

Seal

The Society may have a seal appropriate to the name of the Society, consisting of such emblems, figures or words as the Board of Directors shall prescribe. The power to change the seal shall rest with the Board of Directors.

Article IX

Amendments

Section 1. Initial Adoption

The proposed Constitution must be submitted by mail to the active members of the Society, at their addresses on file at the Society's office, for ratification. The initial Constitution is ratified if at least two-thirds (2/3) of the members whose responses are received no later than thirty (30) days from the date of the mailing vote in the affirmative.

Section 2. Subsequent Amendments

Any member of the Board of Directors or any group of at least six (6) active members in good standing may propose one or more amendments to the Constitution. The proposed amendment shall first be submitted to the Board of Directors in written form at least sixty (60) days prior to the next regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least three-fourths (3/4) of the Board of Directors for approval. Once approved by the Board of Directors, the proposed amendment must be submitted by mail within thirty (30) days to the active members of the Society, at their addresses on file at the Society's office, for ratification. A proposed amendment is ratified if at least two-thirds (2/3) of the members whose responses are received no later than thirty (30) days from the date of the mailing vote in the affirmative.

Bylaws

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Chapter I

Membership

Section 1. Eligibility

The Board of Directors shall, subject to the minimum requirements for eligibility as herein provided below, determine the criteria for membership in the Northern New England Society of Addiction Medicine (NNEASAM), hereinafter referred to as the Society, and shall be the sole judge of the qualifications of applicants for membership. All members of the Society must be members in good standing of the American Society of Addiction Medicine (ASAM).

Section 2. Unified Membership

All Vermont, New Hampshire and Maine dues-paying members of ASAM are required to join the Society, and all dues-paying members of the Society are required to join ASAM. The intent of this requirement is a unified ASAM/Society membership. This requirement will go into effect upon charter of the Society. ASAM and the Society will initiate and maintain mechanisms to ameliorate financial hardship imposed by this bylaw. State chapter dues will be consistent with the Constitution and Bylaws of the Society and the advice and consent of the Board of Directors of ASAM.

Section 3. Classes

The classes of members are active, honorary, and retired. The active class consists of four categories: general members, certified members, house officer members, and student members. All members must adhere to the Principles of Medical Ethics of the American Society of Addiction Medicine, as appropriate.

Section 3. Active Members

Active members are doctors of medicine or osteopathy, or students of these professions, whose payments of dues and other obligations to the Society are current. Active members shall pay dues as determined by the Board of Directors for each category of active membership. Active members in good standing are entitled to vote, hold office, and chair committees, except that medical student and house officer members may not hold office.

- a. **General Members:** A general member must hold the degree of doctor of medicine or doctor of osteopathy issued by an institution of learning accredited at the time of the issuance of such degree.
- b. **Certified Members:** A certified member, in addition to meeting the criterion for general membership, must have passed ASAM's certification examination in Addiction Medicine, or have otherwise been certified by ASAM.
- c. **House Officer Members:** An intern, a resident, or a fellow serving in an approved hospital or fellowship program shall be eligible for this category (if he or she meets the criteria for regular membership) but for only as long as he or she serves in said hospital or fellowship program.
- d. **Medical Student Members:** Students enrolled and in good standing in formally accredited medical schools or schools of osteopathy shall be eligible for medical student membership.

Section 4. Honorary Members

Section 4. Immediate Past-President

The Immediate Past-President shall undertake and perform duties as may be assigned by the President. The Immediate Past-President shall also serve as the Society's representative to the State Chapters Committee of ASAM. For the first two years of the existence of the Society, an elected member shall assume the duties and responsibilities of the Immediate Past-President.

Section 5. Secretary

The Secretary shall:

- a) Keep an accurate record of the proceedings of the meetings of the Society and the Board of Directors; preserve records, documents and correspondence, cause notice to be given of elections and of meetings of the Society and of the Board of Directors; and perform all other duties incident to the office of the Secretary.
- b) Prepare and file in the corporate office of the Society a complete list of the members entitled to vote at the Annual Meeting, with the address of record for each. This list shall be available to all members and the Secretary shall have the list present or otherwise accessible at all membership meetings for inspection by any member.

Section 6. Treasurer

- a) The Treasurer shall be the custodian of the Society's funds. The Treasurer shall deposit these funds in the Society's name in such depositories as the Board of Directors shall recommend. The Treasurer shall dispense funds as authorized by the Board of Directors. The Treasurer shall report an accurate account of all transactions at the Annual Meeting of the Society, and at all Board of Directors meetings.
- b) The Treasurer shall provide to the Board of Directors an annual audited financial statement by an independent public accountant.

Section 7. Indemnification of Directors, Officers, and Others

Directors or Officers of the Society shall be indemnified to the fullest extent now or hereafter permitted by law in connection with legal or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Society or to another organization at the Society's request. This includes negligent acts and omissions arising out of the scope of the Director or Officer's service but excludes acts of gross negligence or willful, wanton or malicious misconduct. Persons who are not Directors or Officers of the Society, including agents and employees of the Society, may be indemnified under the same terms if authorized by the Board of Directors. The provisions of this Section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be Directors, Officers or employees and shall inure to the benefit of their heirs, executors, and administrators.

Chapter IV Committees

Section 1. Standing Committees

- a. Honorary membership may be bestowed by the Board of Directors upon a physician or other professional whose eminence is recognized, who has made outstanding contributions to either the clinical, teaching, or research aspects of addiction, and who, by his or her interest and personal concern, has fostered the goals of the Society.
- b. Honorary members shall not have the right to hold office or to vote, nor shall they be subject to payment of dues.

Section 5. Retired Members

- a. Retired membership may be bestowed upon an individual at the discretion of the Board of Directors and in accordance with eligibility criteria established by the Board for this class of members.
- b. Retired members shall not vote in Society-wide votes, or have the right to hold Society office.
- c. Retired members may serve on and vote within committees, but may not chair committees.
- d. Dues for retired members shall be set by the Board of Directors.

Section 6. Suspension or Expulsion of a Member

The Board of Directors shall have the power, by vote of a majority of its members, to suspend or to terminate membership of any member of the Society for good cause. Good cause may consist of, but is not limited to, conviction of a criminal offense, serious misconduct, or the violation of professional ethics.

Action to suspend or expel a member may be taken at any meeting of the Board of Directors provided that twenty-eight (28) days prior to the date of such meeting written notice has been mailed by the Secretary to the member at his or her last known address, setting forth the substance of the charges against the member and the time and place of the meeting of the Board of Directors at which action thereon may be taken. Such member shall also be invited to make a written presentation and be heard by the Board of Directors or by a committee which may be designated by the Board. The final decision in such matters shall be made by the Board of Directors and shall be conclusive. All rights and privileges of membership shall terminate upon suspension or expulsion of the member.

Section 7. Grievances and Right of Review

Each member and each applicant for membership shall be given opportunity for a review by the Board of Directors, or by a committee which may be designated by the Board of Directors, in the event that he or she is aggrieved by the following types of action taken by the Society: (1) questions involving membership and membership status; (2) controversies arising under the Society's articles, constitution or bylaws; or (3) legal matters involving the Society. Request for such review shall be made with specificity, in writing, and mailed to an Officer of the Society within thirty (30) days of the action taken by the Society. The member or applicant shall be entitled to receive a statement in writing by registered mail, return receipt requested, setting forth the basis of the action that elicited the grievance. The grievance process shall proceed according to a written grievance procedure adopted by the Board of Directors or a process that otherwise ensures adequate due process safeguards.

Section 8. Relocation of Members

Membership in the Society is not transferable to another State Chapter of ASAM. However, membership in the Society does not preclude simultaneous membership in any other State Chapter of ASAM.

Section 9. Resignation

Resignations shall be submitted in writing to the Secretary who in turn shall report them to the Board of Directors. All rights and privileges of membership shall terminate upon resignation or death of the member.

Section 10. Leave of Absence

Applications for leave of absence shall be submitted in writing to the Secretary who shall in turn submit them to the Board of Directors. Leaves may be granted for good and sufficient reasons but only to those whose membership dues and assessments have either been paid in full or forgiven by vote of the Board of Directors. A leave of absence shall be granted for no more than one year but may be subject to renewal upon application. A member, while on leave of absence, shall be excused from the payment of membership dues and special assessments. An active member while on leave of absence shall forfeit all privileges of active membership.

Chapter II Government of the Society

Section 1. Directors

The Officers of the Society will constitute the Board of Directors. [as opposed to having larger Board and smaller Executive Committee]

Section 2. Removal from Board of Directors

A Director who is absent without cause from two (2) consecutive regular meetings of the Board of Directors shall forfeit his or her seat by majority vote of the Board of Directors. "Cause" includes illness, absence from the country, and other grounds acceptable to the Board of Directors. Participating in meetings by teleconference or other remote means does not constitute an absence.

A Director may be removed from the Board for other reasons by the affirmative vote, in a mail ballot, of three-fourths (3/4) of the members entitled to elect said Director, or at any regular or special meeting of such members provided that the motion to remove such Director shall be furnished in advance to such members. Written notice of intent to remove, setting forth the reason and grounds therefore, must be mailed by the Secretary to said Director at his or her last known address at least thirty (30) days prior to the date of the mailing of the ballot, or prior to the date of the meeting at which the action is to be voted upon.

Section 3. Interim Vacancies

Vacancies that occur on the Board of Directors between elections shall be filled by a majority vote of the remaining members of the Board of Directors, and each member so elected shall hold office during the remainder of such unexpired term and until his or her successor is elected and takes office.

Section 4. Terms of Directors

Directors shall be elected to terms equal to those of their respective offices.

Section 5. Meetings of the Board of Directors

- a) **Annual Board Meeting:** An annual meeting of the Board of Directors shall be held within sixty (60) days following each election.
- b) **Regular and Special Meetings:** In addition to the annual Board meeting, the Board of Directors shall meet at least two times a year, and more frequently when necessary, at the call of the President, and in his/her absence, the President-Elect, or at the request of one-half of the members of the Board of Directors. The Board may conduct its meetings and business, including voting, by telephone, mail, electronic mail or other remote means.
- c) **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Each act or decision done or made by a majority of the Board members present at a meeting duly called at which a quorum is present, shall be regarded as an act of the Board of Directors.

Chapter III Officers

Section 1. Terms of Office

Officers shall take office at the annual meeting of the Board of Directors for a period of two (2) years. No member may hold the office of President or President-Elect for more than one term, successively. Officers shall hold their offices until their successors are elected and assume office. If any Officer fails to complete his or her term of office because of resignation, removal for cause, or death, that office shall be filled for the duration of the term by an election of the Board of Directors; except that the office of President shall be filled by the President-Elect.

Section 2. Geographic Representation

At all times at least one Officer of the Society shall live or practice in each of the three states that comprise the Society. The Office of President shall pass to a member who lives or works in a different state from the President so that the Office of President is held by a member from each of the three states that comprise the Society in each six-year period. Should no qualified candidate for President meet this geographic diversity requirement, this requirement can be waived by the Board of Directors.

Section 2. President

The President shall be the chief executive officer of the Society and serve as Chairperson of the Board of Directors. The President shall serve ex-officio as a member of all other Committees, shall preside at meetings of the Society and shall perform such other duties as may be prescribed by the Bylaws and the Board of Directors.

Section 3. President-Elect

The President-Elect, in the absence or disability of the President, shall exercise the powers of the President. The President-Elect shall perform such other duties as may be assigned by the President or Board of Directors.

Any Standing Committees function under and at the pleasure of the President and the Board of Directors and shall report thereto. There shall be such standing Committees as the Board of Directors may establish. The Chairperson of all standing Committees shall serve two years, or at the pleasure of the President or Board of Directors, and shall be appointed by the President and approved by the Board of Directors. The members of all Committees shall be appointed by the Chairperson of the respective Committees. Committee members shall be approved by the Board of Directors. The recommendations of all Committees shall be presented to the Board of Directors for action.

Section 5. Ad-Hoc Committees

The President may select and appoint a chair and members of Ad-hoc Committees, subject to approval of the Board of Directors. Ad-Hoc Committees shall continue at the pleasure of the President and only so long as the reason for the establishment of the Committee remains.

Section 6. Term of Office

The term of office of all Committee Chairs appointed by the President will be at the pleasure of the President and terminate two months after a new President takes office.

Chapter V Elections

Section 1. Dates and Eligibility

- a) Officers shall be elected upon Chapter inception and every two years thereafter.
- b) Only general or certified active members of the Society are eligible to be elected Officers.

Section 2. Nominations

- a) For the initial election only, the Vermont, New Hampshire and Maine ASAM members present for an organizational meeting shall serve as a nominating committee and ask for nominations from Vermont, New Hampshire and Maine ASAM members present. Those members present shall direct a representative to prepare ballots for Officers and proceed with elections as provided for in Section 3.
- b) For future elections, nominations for Officers may be made upon petition of at least six (6) active members of the Society. Such nominations must be received at the Society's headquarters office at least 120 days prior to the Annual Meeting of the year in which the elections are to be held.
- c) Notwithstanding nominations received in accordance with section 2(b), the Board of Directors or a committee which may be designated by the Board of Directors in accordance with Chapter IV shall select nominees for Officers at least 90 days prior to the Annual Meeting of the year in which the elections are to be held.

Section 3. Balloting

- a) The initial Officers should be selected within 60 days of Constitution and Bylaws approval. This election and subsequent elections shall be by mail ballot.

- b) For future elections, the Secretary will mail the list of nominees at least 60 days prior to the Annual Meeting to all active members entitled to vote for the nominees at their addresses on file in the Society's headquarters office.
- c) Officers will be elected by the votes of the Society as a whole and not on a regional basis.
- d) Candidates obtaining a plurality of votes from ballots received at the Society's Office at least 30 days prior to the Annual Meeting, or within 30 days of mailing ballots in the initial Society election, will be deemed elected to their respective positions. In the case of a tie between two or more candidates receiving the most votes, the President shall designate one of the candidates as elected.

Chapter VI

Meetings

Section 1. Meetings of the Membership of the Society

- a) There shall be an Annual Meeting of the Society. The time and place of such Annual Meeting shall be determined by the Board of Directors, and written notice thereof shall be given to all members by mail to the address of record with the Society or other address supplied by the member for that purpose. All notices shall be sent not less than thirty (30) days prior to each meeting. The Annual Meeting may be conducted by telephone or other remote means.
- b) The Annual Meeting shall be chaired by the President of the Society and shall be for the purpose of disseminating information to the membership, and conducting any other necessary business.
- c) A special meeting of the members for any purpose or purposes may be called at any time by the President or by the Board of Directors, or by a majority of the Board of Directors or by ten (10) percent of the active members of the Society. Notice of a special meeting shall be made in the same manner as for the Annual Meeting, except that the notice shall be mailed no later than fifteen (15) days prior to such special meeting. The notice of any special meeting shall specify in addition to the time and place, the general nature of the business to be transacted. No notice to other than active members needs to be given.
- d) The presence of at least five (5) active members shall constitute a quorum at any Annual or special meeting of the members for the transaction of business for which that meeting was called
- e) In the absence of a quorum, no business may be transacted at any Annual or special meeting of the members, except for the installation of Officers at the Annual Meeting and that any meeting of the Society, whether or not a quorum exists, may be adjourned by the vote of a majority of the members present and voting. When any meeting is adjourned for thirty (30) days or more, notice of reconvening shall be given as per an Annual Meeting. No notice to other than active members needs to be given.
- f) Cumulative and proxy voting is expressly prohibited.
- g) A complete list of the members entitled to vote at the Annual Meeting, with the address of record for each, shall be prepared by the Secretary and filed in the corporate office of the Society and shall be available to all members. The Secretary shall have the list present or otherwise accessible at all membership meetings for inspection by any member.

Section 2. Parliamentary Procedure

All deliberations of the Society, its Board of Directors, and its Committee shall be governed by parliamentary usage as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the Constitution and Bylaws of this Society.

Chapter VII Relations with the Public

No member of the Society shall make public statements in the name of the Society without prior consent of the Board of Directors. Individual members may mention their membership in public statements or scientific publications but shall state that their views do not necessarily represent those of the Society.

Chapter VIII Finances of the Society

Section 1. Annual Dues

- a) The Board of Directors shall establish dues for various classes of membership. Dues shall be uniform and equal within each class but dues may be different for each class.
- b) Members who fail to pay dues within four months of the January 1 due date shall be dropped from the active membership roster. The Treasurer will report such failure to meet dues obligations to the Board of Directors annually.

Section 2. Other Sources of Revenue

Funds in addition to dues may be raised by the Society by:

- a) publications of the Society,
- b) voluntary contributions including bequests, legacies, and gifts,
- c) special assessment levied by the Board of Directors, or
- d) income from conference fees and other programs and meetings.

Section 3. Use of Funds

All of the income, revenue and earnings of the Society shall be held, used, managed, devoted, expended and applied at the discretion and judgment of the Board of Directors to carry out the objectives and purposes of the Society and without profit directly or indirectly to any member or officer of the Society as such; provided, however, that officers, agents and representatives of the Society who may be selected and appointed from the members of the Board of Directors or otherwise may be paid such reasonable salaries or other compensation as the Board of Directors shall from time to time determine. Any salary-type compensation paid to members of the Board of Directors must be approved in advance by a vote of the Society membership. Reimbursement for office materials, postage, and other supplies or reasonable expenditures is excluded from this provision.

Section 4. Audit

The Treasurer shall provide to the Board of Directors an audited financial statement by an independent public accountant at least every three years with a review by an independent public accountant every year.

Sections 5. Contracts

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer, agent or agents to enter into any contract or execute any instrument in the name, or on behalf of, the Society, and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or member shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Chapter IX Amendments

Section 1. Initial Adoption

The proposed Bylaws must be submitted by mail to the active members of the Society, at their addresses on file at the Society's office, for ratification. The Bylaws are ratified if at least two-thirds (2/3) of the members whose responses are received no later than thirty (30) days from the date of the mailing vote in the affirmative.

Section 2. Subsequent Amendments

Any member of the Board of Directors or any group of six (6) active members in good standing may propose one or more amendments to the Bylaws. Proposed additions, deletions and changes shall first be submitted in written form to the Board of Directors for approval. An amendment will be approved upon the affirmative vote of two-thirds of the members of the Board of Directors at any duly constituted Board meeting, provided that the proposed amendment shall have been placed on the agenda for said meeting and distributed in advance to all Board members.