

BY-LAWS APPROVED BY MASBBM MEMBERSHIP IN FEBRUARY 2007, AND SO NOTED IN THE MINUTES OF THE MARCH 25, 2007, BOARD MEETING. REVISED AUGUST 24, 2007, BY THE BOARD OF DIRECTORS AND CONFIRMED FEBRUARY 24, 2008 BY THE BOARD.

**CONSTITUTION AND BY LAWS OF THE
MID-ATLANTIC SOCIETY FOR BIOFEEDBACK AND BEHAVIORAL MEDICINE**

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Article 1.0: Name

The name of this organization shall be the Mid-Atlantic Society for Biofeedback and Behavioral Medicine. Hereinafter, in this document, it shall be referred to as the Society.

Article 2.0: Mission and Purpose

A. Mission: The Mission of the Mid-Atlantic Society for Biofeedback and Behavioral Medicine is to serve as a resource for professionals and the community for the dissemination and utilization of knowledge and information about clinical psychophysiology, including biofeedback, neurofeedback and behavioral medicine.

B. Purpose: The purpose of the Society shall be to improve human welfare through:

2.1 Promotion, communication and exchange of ideas among Members concerning the science and practice of clinical biofeedback, applied psychophysiology and behavioral medicine.

2.2. Increasing knowledge within the Society concerning psychophysiology, biofeedback and behavioral medicine through annual membership meetings, educational programs, publications and formation of special interest groups (SIGS).

2.3 Encouragement, promotion and improvement of clinical practice, educational applications and scientific research in biofeedback, applied psychophysiology and behavioral medicine.

2.4 Dissemination of information to the public about applied psychophysiology, biofeedback and behavioral medicine, and its uses and limitations.

Article 3.0: Ethics

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Members of the Society are bound by one of the following: the Association for Applied Psychophysiology and Biofeedback's (AAPB) code of ethics, the Code of Ethics of the professional organization of which they are members or the Code of Ethics of their licensure or certification body(ies).

Article 4.0: Membership

A. Membership in the Society shall be comprised of the following categories:

1. Regular Member: Persons interested in the scientific and professional advancement of applied psychophysiology and biofeedback, and who hold an advanced degree, or the equivalent entry level degree, for the specific discipline in which the individual practices, teaches or does research. This is generally assumed to be a degree in a health, health care or health-related profession. Regular Members shall have all rights and privileges of membership, including the right to serve on committees, to vote and to hold office in the Society.

Regular Members may, upon written request and with approval of the Board, be granted a dues waiver or adjustment for the current membership year as a result of hardship. A member with such a waiver shall retain all rights and privileges during the membership year for which the waiver has been approved.

2. Associate Member: Persons interested in the scientific and professional advancement of applied psychophysiology and biofeedback and who do not meet qualifications for regular membership may join as Associate Members. Associate Members do not have the right to vote or hold office, but have all other rights and privileges of membership. They may serve on Society committees and, when appropriate, may chair a committee.

3. Student Members: Full-time students of accredited academic institutions with interests in applied psychophysiology and biofeedback who do not hold an entry level university degree, or who are graduate students may become Student Members. Student Members have all rights and privileges of membership except the right to vote and hold office. They may serve on Society committees, and when appropriate, may chair a committee.

4. Other Membership Categories: The Board may establish other membership categories as appropriate.

B. Resignations: A Member may resign from the Society at any time, but resignation shall not relieve the individual from payment of dues for the unexpired portion of the Member's current dues year, or give any right to rebate of dues paid, or any right to a prorated share of the assets of the Society. All resignations must be conveyed in writing to the Society.

Nonpayment of dues within three (3) months following expiration of the previous dues year shall be considered as equivalent to a resignation from the Society.

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C. Removal: Any Member may be removed from membership for cause by action of the Board by a two-thirds vote. For any cause other than nonpayment of dues, removal shall occur only after a due process has been followed by the Board or an Ethics Committee.

Article 5.0: Dues, Fees and Assessments

All fees and assessments, such as membership dues and registration fees for meetings or other special events, shall be determined by the Board and duly communicated to the Membership. Fees are not for the purpose of accumulating wealth, but are to cover the ongoing expenses of the activities of the Society and future unexpected expenses.

Article 6.0: Board

A. General Powers: The activities of the Society shall be managed under the direction of the Board of Directors.

~~B. Number of Directors and Term of Office: The number of directors shall be seven or such number as may be designated by a resolution of the majority of the entire Board of Directors, and elected by the Membership. Directors shall serve a term of three (3) years and may serve up to two (2) consecutive terms.~~

B. Number of Directors and Term of Office: The Members of the Board include the elected offices of President, President Elect, Past President, Secretary, Treasurer and Board Members 1, 2, 3 and 4. The number of Board members shall be nine or such number as may be designated by the majority of the entire Board of Directors. Directors shall serve a term of three (3) years and may serve up to two (2) consecutive terms.

C. Filling of Vacancies: In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his or her successor.

D. Similarly, and in the event of the number of Directors being increased as provided in these by-laws, the additional Directors shall be elected by the Board of Directors already in office and shall hold office until their successors are elected and take office.

E. Removal of Directors: Any Director may be removed from office with or without cause by the affirmative vote of a majority of the entire Board of Directors at any meeting of Directors called for that purpose.

F. Attendance of Board Members: Effective January 1, 2007, directors with two (2) absences from Board meetings, conference calls or chat rooms in a 12-month period are subject to removal from the Board. A director facing removal may petition the Board to remain on the Board, and the Board may consider the qualitative work of the individual director, as well as any unique circumstances that may have impacted the Director's absences, in making its decision.

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G. Orientation, Compliance and Ethics: The Board as a whole will orient new Officers and Directors to Board/Officer service and monitor compliance with the By Laws. In lieu of a formal Ethics Committee (see Article 14.B.), the Board as a whole and the Past President in particular will maintain current awareness of ethical issues and dicta of the AAPB.

H. Meetings: The term “meetings” shall refer to face-to-face meetings, conference calls or chat room gatherings. Regular meetings of the Board will be held at least four times annually, at times and places specified by the Board, the Executive Committee or the President in consultation with the rest of the Board. Written notice of Board meetings will be mailed or emailed to each Board member at least three weeks in advance of a scheduled Board meeting.

I. Action between Meetings: In the event Board decisions are needed between Board meetings, action may be taken by a mail, email or telephone ballot of Board members and shall be considered a valid action of the Board, and any result shall be reported at the next regular meeting of the Board. The vote result, and names and votes of each Board member must be reported to the Society Secretary and recorded in the minutes at the next scheduled meeting.

J. Quorum and Action: A simple majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

K. Advisory Board Members: Individuals who have served the Society in the past and no longer serve as Directors may be appointed by the President to serve on an Advisory Board. Advisory Board members must be paid Members of the Society and may participate in all Board meetings, but shall not have a vote.

L. Society’s Representative to the AAPB: The Society’s President may appoint a Director to represent the Society to the AAPB. Whenever possible and practicable, the AAPB representative will be the Past President of the Society.

M. Directors Appointed by the President: The President shall have the authority to appoint a director to serve until the next election.

Article 7.0: Powers and Duties of Officers

~~A. Officers: All Officers of the Society shall be current members of the Society and of the Society’s Board of Directors and shall be elected annually by the Membership to one-year terms, and will hold office until their elected successors take office. Officers may be re-elected to consecutive terms.~~

A. Officers: The President, President Elect, Secretary and Treasurer shall be current members of the Society’s Board of Directors and shall be elected annually by the Membership to one-year terms, and will hold office until their elected successors take office. Officers may be re-elected to consecutive terms.

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B. President: The President shall have completed his/her term as President Elect prior to assuming the office of President. The President shall serve as the presiding officer of the Society, as Chairman of the Executive Committee and as Chairman of the Board of Directors. The President shall represent the entire membership and the best interests of the Society, and shall be the official spokesperson for the Society, but may assign this authority. The President shall support and defend policies and programs adopted by the Board of Directors and membership. The President shall be an ex-officio member of all committees of the Society except as otherwise provided. [Added 08/25/07] The President becomes the President Elect upon the succession of their prior office.

The President shall have additional duties, which are not inconsistent with the Bylaws, as may be assigned by the Board of Directors.

C. President Elect: The President Elect shall take office as President Elect at the close of the annual meeting at which his/her election results are announced. The President Elect will serve as presiding officer of the Society in the absence of the President. The President Elect shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Board of Directors. The President Elect shall act in the President's absence or disability. The President Elect shall help formulate Society policy, and shall assist the President, upon request.

The President Elect automatically succeeds to the office of President. If the office of President becomes vacant, the President Elect shall serve as President for the unexpired term and then serve as President for the term to which he/she was elected.

In the event that the President Elect shall not be able to serve, a President Elect shall be nominated by the nominating committee and a special election held. The new President Elect will take office immediately.

D. Inability to Serve by the President and President Elect: In the event that both the President and the President Elect shall be unable to serve, the Board shall elect one of its members to serve as President of the Society until the next regular election, when a new President and President Elect shall be elected. The new President shall take office immediately.

E. Immediate Past President: The Immediate Past President shall serve on the Board and the Executive Committee for one year immediately following his/her presidency, and shall have such duties as the Board or the President may designate, which may include representing the Society to the AAPB.

F. Treasurer: The Treasurer will serve as Chairman of the Society's Finance Committee, should such a committee be operable, and shall be responsible for the Society's financial activities, which include presenting an annual budget to the Board of Directors and regular financial reports.

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G. Recording Secretary: The Recording Secretary shall record all the proceedings of the meetings of the Members and the Board of Directors in books provided for that purpose, and shall perform other duties as may be assigned to the Secretary by the Directors or the President. The Secretary will maintain the permanent records of the organization if there is no official Society headquarters.

[Added 08/25/07] H. Board Members: The elected Board Members 1, 2, 3 and 4, who are elected for three years, shall have duties as requested by the President or by the Board.

H. I. Removal from Office: Any Officer or Board member may be removed from office before the expiration of his/her term by a three-fourths vote of the Board if evidence is present that the best interests of the Society are not being served.

[Added 08/25/07] J. Number of Offices: An elected officer of the Board may hold only one of the elected offices at one time. If an officer is elected to another office, he/she vacates the original office. The vacated office may be filled by appointment until the next scheduled election.

Article 8.0: Executive Director

A. Hiring: The Society may hire an Executive Director who would attend all Board meetings, carry out the work of the organization at the direction of the Board and report regularly to the Board.

B. Authority: The Executive Director may have authority to sign checks and drafts as agent of the Society for the disbursement of funds for duly authorized purposes of the Society.

C. Committee Role: The Executive Director is automatically an ex-officio member, without vote, on all committees of the Society.

Article 9.0: Society Headquarters

The Society may maintain a headquarters for the promotion of the objectives of the Society. The Headquarters may be established at such a place and with such facilities and functions as the Board may direct. In lieu of an official headquarters, the Secretary will maintain the permanent records of the Society.

The Society may use the facilities of its individual board members as temporary headquarters, and the President shall maintain duplicate records during his/her term and turn them over to the next president.

Article 10.00: Annual Meeting(s)

There shall be at least one Annual Meeting of the entire Society at a time and place to be determined by the Board. Additional meetings will be at the discretion of the Board.

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Some portion of each Annual Meeting shall be set aside to conduct the business of the Society, to report on its financial status, to hear an outgoing President's State of the Society report, to obtain Member approval for such items as may be determined by the Board and for recognition of Member contributions to the field. The President may extend thanks to former Officers and will preside at installation of new Officers and Board members who succeed them during the business meeting. Awards may be given at this time, and Honorary Memberships granted. Committee Chairs may give brief reports of Committee actions and activities during the preceding year.

The incoming President may present a view of the challenges and opportunities confronting the membership, the Society and the field in the coming year and announce any new Society initiatives.

Article 11.00: Finances

A. Fiscal Year: The fiscal year of the Society shall be the calendar year unless otherwise set by the Board.

B. Signatory: All checks, drafts and other orders for the payment of money shall be signed by such agent or agents of the Society and in such manner as shall be determined by the Board.

C. Financial Reports: The Treasurer shall prepare periodic financial reports to be presented to and approved by the Board at its established meetings.

Article 12.00: Nominations

A. Nominations Committee: A Nominations Committee will prepare a ballot of nominees for vacant elective Board positions and nominate as many candidates as there are vacancies on the Board of Directors, as well as prepare a slate of nominees for the Officers to be elected.

In lieu of a formal Nominations Committee, a Director designated by the President will canvas current Board members for nominees and will verify the eligibility of nominees and ascertain all nominees are willing to stand for office and meet all requirements to serve.

B. Notification of Slate: The Nominating Committee or Director charged with this responsibility will notify the Membership of the slate of nominees for seats on the Board of Directors and of nominees for Officers of the Society for the coming year. Such notification will be sent to the Membership no later than 30 days prior to the Annual Membership Meeting via postal mail and/or email.

C. Write-in Voting: There shall also be a mechanism established whereby Membership may write in a name and call others to vote for the individual by write-in ballot, with the proviso that the individual agrees to take office if they were a write-in candidate and elected by a majority of votes.

Article 13.00: Elections

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A. Validity: Ballots are valid when postmarked within two weeks of the spring meeting/annual membership meeting. A count of the votes shall be made by the Nominations Committee or designated Director. A majority of “Yes” votes for nominees on the returned ballots will constitute election to the Board or Officer position. Tie votes shall be resolved by a vote of the Board.

B. Records: A complete file of all ballots, tallies and documents shall be maintained by the chair of the Nominations Committee or designated director for a period of at least one year.

C. Announcement of Results: Announcement of election results shall be made by the President at the Society's Annual Business Meeting, and in other communications mechanisms of the Society, such as on the web site.

At a future time, the Society may establish an electronic nomination and voting procedure, whereby the slates of nominees are sent to the Membership via email and/or posted on the Society's web site, and voting would be done in a like manner.

Article 14.00: Committees

The Society's Board of Directors may establish committees to carry out the work of the organization, but is not required to do so. When such committees are formulated, committee membership or chairpersonship need not be held by Board members unless otherwise in conflict with the By Laws. The Board, on establishing a committee, will determine if said committee is to be considered “Standing” or “ad hoc.”

The Board may also determine to carry out its work without formal committees.

A. Committee Structure

The following sections contain guidelines for committee structure and operations when such committees have been established by the Board.

1. Charge: Standing Committees shall perform continuing tasks of the Society; ad hoc committees would perform specific tasks.
2. Reports: Standing Committees shall report at least annually to the Board; ad hoc committees will report on a timely basis.
3. Chairpersons: Committee chairpersons shall be appointed by the President and committee members may be appointed by the President, in consultation with the Committee Chairperson, or Members from all Membership categories may volunteer to serve on committees.
4. Dissolution of ad hoc committees: Ad hoc committees shall cease when its final report is submitted.

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B. Committee Operations

This section is applicable whenever any of the following committees have been established and are functioning. When such committees have not been formed, these guidelines shall guide the Board as a whole in carrying out the activities described for each committee.

Members of the Board may serve on more than one committee,

1. Executive Committee: An Executive Committee may be established to act for the Society between meetings of the Board. It would report all its actions at the next regular meeting of the Board. The committee would be comprised of the President (Chairman), President Elect, Immediate Past President, Treasurer, Secretary and one Board member at large, to be elected by the Board members who are not Officers. If the Society has an Executive Director, he/she will sit on the committee as an ex-officio without a vote.

2. Finance Committee: A Finance Committee may be established to formulate and recommend an annual budget to the Board and to oversee the Society's day-to-day financial activities. It may review and present an annual audit of the Society, or, in lieu of a formal audit, prepare and present an annual financial report to the Board. The following would be members of the Finance Committee: the Treasurer (Chairman), President, President Elect and one other Board member elected by the Board members who are not Officers. In lieu of a Finance Committee, the Treasurer is charged with handling the financial matters of the Society and with presenting reports and an annual budget to the Board.

3. Membership Committee: A Membership Committee may be established to review and recommend Membership criteria and policy. It may also serve as a review committee for individual Membership issues.

4. Program and Education Committee: A Program and Education Committee may be established to plan and coordinate the annual educational conferences, annual membership meeting or other events. This Committee would ensure that the continuing education needs of the Membership are met by interfacing with appropriate continuing education accrediting boards.

5. Nominations and Election Committee: A Nominations and Elections Committee may be established to develop slates of nominees for the Board and for the Officers, and to supervise all elections and certify the outcome of all elections as provided in Articles 12 and 13 above. This committee would prepare a list of qualified candidates for the Society's elections. The members of this committee may be the Immediate Past President as Chairman and other Directors as appointed by the President. As indicated in Articles 12 and 13, in lieu of a formal Nominations and Elections Committee, a Director appointed by the President will work with selected other Directors to carry out these functions.

7. Publications and Public Information Committee: A Publications and Public Information Committee may be established to coordinate the Society's communications mechanisms, such as the organization's web site. It may recommend policies concerning publications of the Society,

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and may review and recommend new documents to be published. It may oversee and produce publications such as a Society newsletter. This committee would also promote applied psychophysiology and biofeedback through informing the public, initiating contacts with media, reacting to information in the media and advising the Board on matters pertaining to public relations.

8. Ethics Committee: Members of the Society shall follow the ethical principles of their respective disciplines. However, the Society may establish an Ethics Committee to monitor federal rules, regulations and legislation, which affect the Society and its membership. It may recommend such rules and regulations, as will protect the interests of the public and the biofeedback community. The Committee would inform the Board of legislative issues and recommend appropriate action.

Article 15.0: Special Interest Groups (SIG)

A. Membership: A Special Interest Group (SIG) consists of a group of MASBBM Members who organize, form and meet to present papers, discuss cases, make presentations, review the state of the art and carry on such activities as meet the needs of the SIG members. SIG participation may earn Members Continuing Education Credits (CEUs).

B. Formation: SIGs become affiliated with the Society upon submission of a request to and approval by the Board, or by the establishment by the Board. SIG's must conform to the purposes and stated policies of the Society.

C. Reporting: Each SIG will periodically report to the Board on SIG activities and programs. Activities of the SIGs shall be posted on the Society's web site.

Article 16.00: Publications

A. Communications to the Membership: The Society may publish a newsletter as an official communication of the Membership, and may also post announcements and notices on its web site as an additional official communications mechanism.

B. Notices: Any notice in the newsletter, on the web site or sent via email to the Membership shall be considered full notice to all members of the Society for any purpose. All members of the Society should be notified by email of all notices or additions published on the web site. Such email and/or publication in the newsletter or web site shall be considered full notice to all members of the Society for any purpose.

Article 17.0: Dissolution Clause

On dissolution of the Society, any funds remaining shall be distributed to one or more not-for-profit charitable, educational, scientific or philanthropic organizations to be selected by the Board.

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Article 18.0: Indemnification

The liability of a Director of the Society for monetary damages for breach of fiduciary duty as a Director (including each and every such liability to the Members of the Society, to the Society, or to any one or more of them) shall be eliminated to the fullest extent permitted by law in each and every case where such liability may be eliminated in any respect.

An employee or agent of the Society is entitled to mandatory indemnification, and is entitled to apply for court ordered indemnification to the same extent as provided by law for a Director or Officer of the Society.

The foregoing Article does not limit the right of the Society to indemnify and advance expenses to an Officer, employee or agent of the Society, who is not a Director, to a greater extent than it may indemnify or advance expenses on behalf of a Director.

Article 19.00: Parliamentary Authority

Robert's Rules of Order shall serve as the Parliamentary reference to govern the proceedings for any or all matters of the Society, or its divisions or sub-groups, unless provided otherwise in the Society's documents or the law.

Article 20.00: Operating Procedures

The Board may adopt operating procedures, which may not be in conflict with these Bylaws, to govern its procedures. Such rules may be adopted or repealed by a two-thirds vote of the Board. Proposed operating procedures or changes to them must be presented in writing to the Board not less than two weeks prior to its meeting.

Article 21.0: Amendment of By-Laws

The Board of Directors shall have the power and authority to amend, alter or repeal these By-laws or any provision thereof, and may from time to time make additional By-laws. The By-laws may be posted in a secure area on the Society's web site

Article 22.0: Organizational Change in Lieu of Dissolution

In the event of major modification of its terms of reference, the Society may, for cause, add to its scope, rename itself, extend activities to include a related field or technology or add to its overall organizational purpose. The Society Board and its officers shall be empowered, in lieu of dissolution, and by means of this provision, to reconstruct, modify or re-codify these By Laws as necessary to effect such change. The revised By Laws, under this provision, must be ratified by the Board by a two-thirds majority and the Membership notified of such changes and revisions within a reasonable period of time.

As Amended and adopted by the MASBBM, [date]

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