

# Washington Apple Pi, Ltd. Bylaws

These Bylaws are current as of March 27, 2021. The Bylaws originally appeared in the *Washington Apple Pi Journal* in October 1982. Issues of the *Journal* giving notice of amendment, adoption or repeal of particular sections are indicated in brackets, or for recent changes, the month shown is when the ratified amendments were approved and posted on the Pi Web site.

## ARTICLE I - NAME

The name of the corporation is Washington Apple Pi, Ltd. (hereinafter referred to as "WAP," the "Organization," or the "Corporation"). [Amended July 2008, March 2021.]

## ARTICLE II - PURPOSES

WAP is formed to function as a charitable and educational computer club organized exclusively for pleasure, recreation and other not for profit purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law). More specifically, such purposes include, but are not limited to, mutual learning and education of members of the public who share an interest in computer hardware and software, including desktops, laptops, hand held devices and wearables.

Substantially all activities of the Corporation shall be for pleasure, recreation and other not for profit purposes. [Amended June 1994, April 2014]

## ARTICLE III - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise, attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law). [Amended March 2004]

No member, director or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in any transaction for furnishing services, facilities or supplies to the Corporation for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction. Values for any such transactions shall always be fair and reasonable, i.e., comparable to market rates. [Amended June 1994, April 2014]

## **ARTICLE IV - ADDRESS**

The principal address of the Corporation is P.O. Box 6800, Silver Spring, MD 20916-6800. The Corporation may maintain additional offices at other places as the Board of Directors chooses to designate. [Amended May 1983, August 1989, March 1998, April 2014, March 2021]

## **ARTICLE V - MEMBERSHIP**

### **SECTION 1. CLASSES OF MEMBERSHIP.**

There shall be two (2) classes of membership:

- Individual memberships are the standard and, as long as dues are paid, entitle each person to vote and hold an office, either elected or appointed.
- Life memberships are honorary in nature, exempt from dues, and are given by the Board of Directors to members and individuals who, in the opinion of the Board of Directors, warrant recognition for meritorious activities that benefit Washington Apple Pi. Each Life member is entitled to vote and hold an office, either elected or appointed.

The Board may establish additional classes and benefits of memberships by a two-thirds vote at a Board of Directors Meeting.

[Amended July 1986, February 1994, June 1994, March 1998, March 2004, April 2014, March 2021]

**SECTION 2. ELIGIBILITY.** Membership in WAP is open to any individual who satisfies the Corporation that he or she is willing to participate constructively in the Corporation's Purposes (Article II). [Amended July 1986, February 1994, June 1994, March 2004, April 2014]

**SECTION 3. DUES.** The annual dues for each class of membership shall be determined by the Board of Directors. For a member to remain in good standing, renewal payment is due and must be received at the Corporation's Office by the end of the month in which the membership expires. [Amended March 1993]

**SECTION 4. LIMITATION OF AUTHORITY.** Except as otherwise specified in these Bylaws, no member shall act in the name of WAP or take any action that would bind WAP. [Amended July 1986]

**SECTION 5. RESIGNATION.** Any member may resign from membership in the Corporation by submitting a written resignation to the Secretary of the Corporation, but members shall not be entitled to a refund of any portion of the annual dues paid prior to such resignation.

**SECTION 6. TERMINATION OF MEMBERSHIP.** Membership in Washington Apple Pi is terminated upon failure to pay the annual dues for more than twenty-one (21) days after the due date thereof. [Amended March 2004]

**SECTION 7. EXPULSION FROM MEMBERSHIP.** Members engaging in activities prohibited by these Bylaws or any rule or practice adopted by the Board of Directors of which notice has been given to members may be expelled. Before any member may be expelled for engaging in prohibited activities, written charges specifying the alleged cause shall be filed with

the Secretary and a copy thereof shall be served on the member charged. The member charged shall be given notice of the meeting of the Board of Directors at which the member's expulsion is to be considered, and the member charged shall be allowed a hearing before the Board. If the Board determines that the prohibited activities are correctable, the member charged may, at the discretion of the Board, be given an opportunity to correct such conduct. The member charged may be expelled by the affirmative vote of two-thirds of those Directors present and voting (in-person or remotely) at the Board of Directors meeting of which the member charged received notice, a quorum of Directors being present. The member charged shall receive prompt written notice of the Board's action. [Amended March 1986, July 1986, August 1989, March 1993, March 2004, March 2021]

## **ARTICLE VI - MEMBERSHIP MEETINGS**

**SECTION 1. GENERAL MEETINGS.** General Meetings shall be held monthly or as called by the President. Notice of each meeting shall be published on the website and on other WAP publications and communications, stating the date, the time, and the place of the meeting. Whenever possible, General Meetings will be conducted so that members may also observe and participate remotely. [Amended March 2004, April 2014, March 2021]

**SECTION 2. SPECIAL MEETING.** Special Meeting(s) may be called by the President, the Board of Directors or a signed petition submitted to the Secretary of at least five (5) percent of the current year's total members in good standing. The Secretary shall validate the petition and notify the Management Committee to establish the Special Meeting. Notice of a Special Meeting shall be given by publication in WAP publications and communications at least 14 days prior to the meeting stating the date, the time, and the place of the meeting. No business other than that stated in the notice shall be transacted. [Amended February 1994, March 2004, April 2014, March 2021]

**SECTION 3. QUORUM.** For General Meetings, the members in attendance and participating remotely shall constitute the quorum in order to conduct business. For Special Meetings, five (5) percent of the current year's total members in good standing must be present in person or remotely in order to conduct business. [Amended February 1994, March 2004, April 2014, March 2021]

**SECTION 4. PROXIES.** No member may vote by proxy at a General or Special Meeting. [Amended April 2014]

## **ARTICLE VII - BOARD OF DIRECTORS**

**SECTION 1. POWERS.** The business and affairs of WAP shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things which are not by law, the Articles of Incorporation, or these Bylaws directed or required to be exercised or performed by or are conferred upon or reserved to the members.

**SECTION 2. COMPOSITION.** The Board of Directors shall be comprised of **9 to 15** Directors elected by the membership pursuant to Article IX hereof. [Amended April 1984, February 1987, June 1988, August 1989, June 1990, March 1993, March 1999, March 2004, January 2018]

**SECTION 3. TERM.** Starting with the calendar year 2004 election, the term of office for each Director is three years. Directors shall serve until their successors are elected and qualified. Terms are staggered, with 1/3 of the directors being replaced annually on a predetermined schedule. Class A directors are those whose terms expire in 2005, and every third year thereafter. Class B directors' terms expire in 2006 and every third year thereafter. Class C directors' terms expire in 2007 and every third year thereafter.

Any Director having served for the duration of their elected term is free to be nominated and elected to a follow-on three-year term. There is no restriction on how many terms a member can serve on the Board of Directors; however, no Director may serve for greater than three consecutive years in the same Officer position unless approved by 2/3 majority vote of the entire Board of Directors. [Amended 2021]

An individual who is appointed to a Directorship between elections shall be credited with one full year of service if they serve for more than six months before the certification of a new Board. [Amended January 1992, March 1993, March 2004, and March 2007.]

**SECTION 4. QUALIFICATIONS FOR DIRECTORS.** All Directors must be members in good standing in WAP throughout the time that they are standing for election to the Board. Notwithstanding Articles VII and VIII of these Bylaws, any Director who ceases to be a member in good standing shall be deemed to have vacated the directorship effective as of the date he or she ceased to be a member in good standing. [Adopted March 2004.]

**SECTION 5. REMOVAL.** A Director may be removed at any time, with or without cause, either at a General Meeting or at a Special Meeting called for such purpose. A quorum being present, a Director may be removed by the 2/3 majority vote of members in good standing present and voting (in-person or remotely.) [Amended March 1993, February 1994, March 2004, April 2014, March 2021]

**SECTION 6. VACANCIES.** Upon the resignation or removal of a Director, the Board of Directors shall appoint an eligible member to serve for the unexpired portion of the term of the a vacant Directorship. [Amended March 1993, March 2004]

**SECTION 7. REGULAR B.O.D. MEETINGS.** Regular meetings of the Board of Directors shall be held quarterly, unless otherwise determined by the Board of Directors. Regular meetings shall be held, at such time and place as may be determined by the Board of Directors, without further notice. [Amended April 2014, March 2021]

**SECTION 8. SPECIAL B.O.D. MEETING.** The President or two or more Directors may call a Special Meeting of the Board with at least seven (7) days notice to each Director, if such notice is delivered personally, by telegram, by telephone, or by e-mail or on fourteen (14) days notice. No business other than that stated in such notice shall be conducted. [Amended March 2004, July 2008, April 2014, March 2021]

**SECTION 9. CONDUCT OF B.O.D. MEETINGS.** The President of Washington Apple Pi shall preside at meetings of the Board of Directors. Should the President be absent, the Directors assembled shall elect from within the ranks of the Directors in attendance a President pro tem who will chair said meeting for its duration. A majority of the Directors currently in office (not

counting vacancies) shall constitute a quorum. Meetings of the Board of Directors shall be open to the Corporation's members, except that upon majority vote, the Board of Directors may enter executive session to transact business which the Board determines to be confidential. Board members may participate in regular or special board meetings by telephone; including using speaker-phone, conference calling, electronic messaging, video conferencing or any other, similar suitable means. [Amended June 1984, August 1989, February 1994, and March 2004, January 2008, July 2008, April 2014, March 2021]

**SECTION 10. ACTION BY CONSENT.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by a two-thirds majority of members of the Board of Directors currently in office and such written consent is filed with the minutes of the proceedings of the Board. Electronic mail messages shall be deemed to be "written consent" within the meaning of this Article. [Amended July 1991, March 2004 and January 2008]

**SECTION 11. PROXIES.** No Director may vote by proxy at a meeting of the Board of Directors. [Amended July 1991 and January 2008]

## **ARTICLE VIII - OFFICERS**

**SECTION 1. ELECTION OF OFFICERS.** The Board shall by a simple majority at its first meeting of its term elect, from among its membership, the officers described in the remainder of this Article. [Adopted March 2004]

**SECTION 2. DESIGNATION AND TENURE.** The Officers of the Corporation shall be the President, the Secretary, and the Treasurer. An officer shall serve a term of one year and until a successor is appointed and qualified before the Board. No individual may serve as an Officer who is not currently a Director. [Amended June 1984, June 1988, June 1990, March 1993, February 1994, March 1999, March 2004, April 2014]

**SECTION 3. REMOVAL OR VACANCY.** The Board of Directors may, by a 2/3 majority vote of all members of the Board of Directors, remove any officer of the Corporation if the Board finds in its judgment that the best interests of the corporation will be served by doing so. An Officer who is removed from the officer position by the Board of Directors remains a Director subject to Article VII, Section 5. If any office becomes vacant for any reason, the Board of Directors shall appoint an eligible member of the Board of Directors to fill that vacancy. [Amended June 1984, June 1988, June 1990, March 1993, February 1994, March 1999 and March 2004, March 2021]

**SECTION 4. PRESIDENT.** The President shall, subject to the Bylaws and the control of the Board of Directors, have general charge of the business affairs and property of the Corporation with general supervision over its other officers and agents. No individual shall be elected to the office of President who has not served as a Director for at least one year preceding the term for which they are elected. If the Corporation is unable to elect a President the Board of Directors shall dissolve it in accordance with Maryland law. [Amended August 1989, June 1990 and March 2004]

**SECTION 5. VICE-PRESIDENTS.** [Amended June 1984, July 1988, June 1990, March 1999, and March 2004.] [Repealed July 2008]

**SECTION 6. SECRETARY.** The Secretary shall give, or cause to be given, notice of Special Membership Meetings and of Special Board of Directors meetings. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. The Secretary shall send copies of the minutes of all meetings to the Board of Directors and shall also see that the books, reports, statements and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be delegated by the President or the Board of Directors. The Secretary may appoint one or more assistants. [Amended June 1990 and March 2004]

**SECTION 7. TREASURER.** The Treasurer shall have custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall have the authority to disburse checks, physically or electronically, as provided in Article XII hereof. The Treasurer shall maintain a system of internal fiscal control and shall report regularly to the Board of Directors on the expenses and financial condition of the Corporation. The Treasurer shall perform such other duties as may be delegated by the President or the Board of Directors. The Treasurer may appoint one or more assistants. [Amended June 1990, March 2004, March 2021]

## **ARTICLE IX - ELECTIONS**

**SECTION 1. SCOPE.** An election shall be held annually for a number of Directors sufficient to ensure that the composition of the Board adheres to the requirements set forth in Article VII Section 2 and 3. Each individual who is a member in good standing on April 8 shall have a ballot made available to him or her. The election shall be concluded, to the extent possible, by May 31 of each year in order to allow those elected to begin their terms on June 1. The newly elected Board of Directors may, at their first regular meeting of the term, appoint any qualified members to fill any vacant directorships remaining after the election, pursuant to Article VII. [Amended February 1994, March 1999 and March 2004]

**SECTION 2. DELEGATION.** The Board of Directors (the Board) shall appoint an Election Committee composed of at least three members in good standing who are not candidates in the election. This committee shall be charged with conducting a fair, impartial and timely election. Within rules, policies and procedures established by these Bylaws and the Board, the Election Committee shall have discretion to conduct the election as it sees fit. [Amended April 2014]

**SECTION 3. NOMINATIONS.** Nominations for Directorships must be received by the Secretary by midnight on the date of the March General Meeting. Members in good standing may nominate themselves or others. [Amended February 1994, March 2004 and December 2004]

**SECTION 4. SUBMISSIONS.** As soon as possible after the conclusion of nominations, the Election Committee shall ascertain which nominees wish to stand for election as candidates. The Election Committee shall apprise the candidates of the rules and timetable for the election, and

shall solicit from the candidates whatever declarations, certifications, statements, disclosures or other information as may be permitted or required by the Election Committee, the Board or these Bylaws. This information shall be held in confidence by the Committee until the deadline for its receipt or until all such information is received. [Amended March 2004]

**SECTION 5. BALLOTING.** The Election Committee shall supervise and have responsibility for the production, distribution, collection and accurate counting of election material. The Election Committee shall, subject to the instructions of the Board, set a time in the month of May by which ballots must be received to be valid and counted. The Election Committee is authorized to rule on the validity and intent of each returned ballot. Ballots with more than the appropriate number of votes for each class of directorship shall be deemed invalid. [Amended March 1999, March 2004, March 2021]

**SECTION 6. RESULTS.** For those Directorships being contested the appropriate number of eligible candidates with the greatest number of votes and the votes of at least 3% of all eligible voters shall be elected Directors. The Election Committee shall certify the results of the election of Directors to the membership as quickly as possible but no later than ten days after the deadline for the receipt of ballots. The Election Committee shall present to the new Board at its first regular meeting of the term the results of the election. The Election Committee shall apprise the Board of anyone elected by the membership who declined to accept election or who appears not to be eligible to serve, so that the Board may declare their positions vacant. [Amended March 1999 and March 2004]

**SECTION 7. PROTESTS.** Any candidate for any position that believes that a specific fault in the election caused, or would cause, him or her to lose the election may petition for review. Petitions must be submitted immediately upon discovery of the fault so that timely corrective action, if warranted, may be taken.

The Board shall appoint an Election Review Committee composed of at least two members in good standing, none of whom is a candidate, Election Committee member, or Board member, to hear and resolve protests that might arise during the course of an election. The Election Review Committee shall render an opinion as to whether or not such fault exists, and if so, what an appropriate remedy shall be, if any. The Board shall resolve any dispute regarding the eligibility of a candidate or voter. The process shall be completed prior to following General Meeting such that finalization of the Officers can occur by that time. [Amended March 1999, April 2014]

## **ARTICLE X - SPECIAL INTEREST GROUPS**

**SECTION 1. FORMATION.** The Board of Directors may establish special interest groups (SIGs) to provide a forum for exploring topics of special concern to a portion of the membership. Among the factors to be considered by the Board of Directors in recognizing a new special interest group are whether the group conducts regularly scheduled meetings and there is sufficient participation. [Amended October 2007, March 2021]

**SECTION 2. ORGANIZATION.** Each special interest group shall have a designated leader and he or she is responsible for managing the group's meetings and providing an account of the group's activities and level of participation to the Secretary every quarter.

Each special interest group shall provide, in a timely manner, meeting schedules and program topics for publishing on the organization's Web site and in the Web site calendar. The SIG is requested to publish an account on the Pi Web site. [Amended November 1983, October 2007, April 2014, March 2021]

**SECTION 3. LIMITATION OF AUTHORITY.** No special interest group shall act in the name of or take any action which would bind the Corporation.

**SECTION 4. DUES.** No special interest group shall collect dues or contributions without the permission of the Board of Directors. [Amended December 1982]

## **ARTICLE XI - COMMITTEES**

**SECTION 1. STANDING COMMITTEES.** Several standing committees shall see to the operation and continuity of all of the Organization's programs. Standing committees continue from fiscal year to fiscal year without reauthorization from Board of Directors. The standing committees shall include, but are not limited to, the Management Committee, Publications Committee, and Telecommunications Services Committee. Each standing committee shall have Purpose statement, members, and contact points listed in appropriate club publications and/or on the Organization's Web site. [Adopted March 2004.] [Amended July 2008, April 2014, March 2021]

**SECTION 2. MANAGEMENT COMMITTEE.** The standing Management Committee shall be the focal group charged with full oversight of all of the Organization's processes and programs, and it will be accountable to the Board of Directors and report to that body's President. The Management Committee will, when so directed, institute the general policy directions of the Board of Directors. This committee will work closely with other committees, standing or special, to ensure maximum communication and coordination to carry out the Board of Director's directions and to ensure all of the Organization's benefits and services obligations are met. The committee shall appoint a chairman with the advice and consent of the Board of Directors. [Adopted March 2004.] [Amended July 2008, April 2014]

**SECTION 3. PUBLICATIONS COMMITTEE.** The standing Publications Committee shall be responsible for publications representing the official image and voice of the Organization to members and the general public, subject to the general policy directions of the Board of Directors. The committee's responsibilities shall include reoccurring publication(s), pamphlets, flyers, forms, and other official literature including content published on the Organization's Web site. The committee shall appoint a chairman with the advice and consent of the Board of Directors. [Adopted March 2004, Amended July 2008, April 2014]

**SECTION 4. TELECOMMUNICATIONS SERVICES COMMITTEE.** The standing Telecommunications Services Committee (TCS Committee) shall operate the electronic services and infrastructure needed for electronic communications between members and with the broader Internet. The committee shall establish policy for these services, facilities and operations, subject to the general policy directions of the Board of Directors. The committee shall seek to include all interested members whenever possible while minimizing potential risks to the continuity of these

services and operations. The committee shall appoint a chairman with the advice and consent of the Board of Directors. [Adopted June 1986. Amended June 1990 and March 2004]

**SECTION 5. SPECIAL COMMITTEES.** The Board of Directors may create special committees. The committee chairperson will be appointed by the Board of Directors, and the chairperson will appoint the committee's members, subject to Board approval. Special committees expire at the end of the fiscal year in which they were created, or they may be terminated upon completion of their established purpose, subject to confirmation by the Board of Directors. [Adopted March 2021]

## **ARTICLE XII - FISCAL CONTROL**

**SECTION 1. DISBURSEMENTS.** Disbursements over \$50.00 shall be made only by check drawn on the Corporation's bank account or by electronic means. Any disbursement over \$5.00 shall be supported by voucher or receipt. Disbursements in excess of \$2,500 will require the signature or written approval of both the President and the Treasurer. Disbursements not to exceed \$25.00 can be made by any designated office worker from the Petty Cash Fund. [Amended April 1983, June 1983, January 1984, October 1986, February 1987, March 1993, March 1999, September 2007, March 2021]

**SECTION 2. ANNUAL BUDGET.** Prior to the commencement of each fiscal year, The Board of Directors shall prepare an estimated budget for the following fiscal year for the approval of a majority of those present and voting (in-person or remotely) at a Membership Meeting. [March 2021]

**SECTION 3. FISCAL YEAR.** The fiscal year of WAP shall be from June 1 to May 31. [Amended March 1986]

**SECTION 4. CAPITAL EXPENDITURES.** Capital expenditures in excess of \$1,000.00 must be approved by a majority of those present and voting (in-person or remotely) at a General or Special Meeting. Approval of a line item in the annual budget shall constitute membership approval of a capital expenditure. [Amended April 2014, March 2021]

## **ARTICLE XIII - NOTICE**

**SECTION 1. FORM OF NOTICE.** Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given electronically, or in writing, by mail addressed to such Director, officer or member, at his post office address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally or by telephone or electronic communication. [Amended April 2014, March 2021]

**SECTION 2. WAIVER.** Whenever notice is required under the provision of law, the Articles of Incorporation or these Bylaws, a written waiver of the notice, signed by the individual entitled to the notice, whether before or after the fact, shall be deemed to be the equivalent of such notice. Any member or Director who attends a meeting, without protesting the commencement of the

meeting or the lack of notice shall be conclusively deemed to have waived notice of such meeting. [Amended March 2004]

## **ARTICLE XIV - INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and hold harmless any individual serving or who has served as a director, officer or duly authorized agent of the Corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a director, officer or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. [Amended March 2004]

Expenses, including counsel fees, reasonably incurred by any such director, officer or agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the Corporation the amounts so paid if it ultimately determined that indemnification of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, or agent may be entitled. As used in this Article, the terms "director," "officer" and "agent" include their respective heirs, executors and administrators.

The Corporation may, at the election of the Board of Directors, purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article XIV.

## **ARTICLE XV - AMENDMENT**

The Board of Directors or the membership may propose amendments of these Bylaws at any General Meeting or at a Special Meeting called for that purpose, by an affirmative vote of two-thirds of those members in good standing present and voting (in-person or remotely.) Notice of all Bylaw amendments shall be published on the WAP website and distributed by electronic announcement fourteen (14) days before the General Meeting or the Special meeting called for that specific purpose. At the General or Special Meeting, an affirmative vote of two-thirds of the members in good standing and present (in-person or remotely) will constitute the approval of the amendments. Upon approval, the amended Bylaws shall be posted on the WAP website. [Amended March 2004, April 2014, March 2021]