



# **Radio Control Division**

## ***OPERATING PROCEDURES***

As Amended and Restated  
Effective September 27, 2005

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OPERATING PROCEDURES OF THE RADIO CONTROL HOBBY TRADE DIVISION

ARTICLE I - ORGANIZATION

Section 1.1 Organization. The Radio Control Hobby Trade Division (herein after referred to as the “Division”) is organized under the Hobby Manufacturers Association, a not-for-profit trade association incorporated in the state of New Jersey.

ARTICLE II – DEFINITIONS

Section 2.1 Radio Control Hobby. The term “Radio Control Hobby” means models or reduced size replicas, including, but not necessarily limited to, airplanes, boats, and automobiles, which are operated and controlled by means of radio frequencies.

Section 2.2 Radio Control Hobby Industry or Industry. The term “Radio Control Hobby Industry” or “Industry” means all of those businesses engaged in any way in the manufacture, distribution, collection, and creations of Radio Control Hobby merchandise, including those businesses engaged in publishing related to the Radio Control Hobby Industry.

ARTICLE III – PURPOSES AND POWERS

Section 3.1 Purposes. The purposes of this Division shall be:

- A. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the Radio Control Hobby Industry; to secure cooperative action in advancing by all lawful means the common purposes of its members; to promote the general interest of all persons engaged in the buying, selling, and manufacturing of Radio Control Hobby Industry merchandise; and to promote activities and programs designed to enable the Radio Control Hobby Industry to conduct itself with the greatest economy and efficiency.
- B. To afford due consideration to and expression of opinion upon questions affecting the Radio Control Hobby Industry and the financial, commercial and industrial interest of the United States, and to promote the common business interests of the Radio Control Hobby Industry.
- C. To cooperate with other industries and organizations.

Section 3.2 Powers.

- A. The Division shall have such powers as are now or may hereafter be granted by the Hobby Manufacturers Association Operating Procedures and Standing Resolutions.
- B. The Division shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Operating Procedures shall authorize the Division to, and the Division shall not enter into any transactions, carry on any activity, or engage in any business for pecuniary profit, and any monies received by the Division shall be applied exclusively for the not-for-profit purposes and

objects of the Division as set forth herein, and no part thereof shall inure to the benefit of any private individual.

#### ARTICLE IV – MEMBERSHIP

Section 4.1 Eligibility. Any individual, firm, or corporation engaged in the Radio Control Hobby Industry is eligible for membership in accordance with these Operating Procedures. Individuals or companies from other industries who are interested in Division affairs will be considered for Associate Memberships in accordance with Section 4.4 of these Operating Procedures.

Section 4.2 Classification of Membership. The classes of Division membership are: Voting and non-voting.

Section 4.3 Voting Members. There shall be the following categories of Voting Members: Manufacturers/Importer, and publishers (Consumer and Trade).

Section 4.4 Non-Voting Members. There shall be the following categories of Non-Voting Members: Distributor, manufacturer, Representative, Retailer, Service Supplier, Affiliate, and Honorary. National Retail Hobby Store Division (NRHSA) membership automatically confers Affiliate membership status in HMA. Non-Voting Members shall be entitled to a voice, but not a vote, in meetings of the Division, and may not be elected to the Division Council. The sole exception shall be the designated National Retail Hobby Store Division representative selected according to Article VIII, Section 8.1.

Section 4.5 Honorary Members. Honorary membership may be conferred upon any person by resolution of the Council. An Honorary Member shall be entitled to a voice, but not a vote.

Section 4.6 Affiliated Members. Any non-profit organization whose aims, goals and interests are compatible with those of the Division may be an Affiliated Member. Such membership shall be conferred by the Council annually. Each Affiliated Member shall name a designated representative to act on behalf of the Affiliated Member. An Affiliated Member shall be entitled to a voice, but not a vote.

Section 4.7 Lifetime Membership. Lifetime membership may be conferred by resolution of the Council upon any individual who has been affiliated with a member of the Division in good standing for at least ten consecutive years and who, in their individual capacity, has rendered outstanding service to the Radio Control Hobby Industry. Each Lifetime Member shall be entitled to voice but not a vote.

Section 4.8 Membership Applications.

Application for HMA and Radio Control Division membership (accompanied by one year's dues) shall be submitted to the HMA of Directors.

Section 4.9 Termination of Membership. Membership in the Division may terminate by death, liquidation, dissolution, voluntary withdrawal or otherwise in pursuance of these Operating Procedures. The right of a Member to vote, and all other privileges and interest of a member in the Division shall cease upon the termination of membership.

Section 4.10 Suspension and Termination.

- A. For cause, any Member may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be the violation of the provisions of these Operating Procedures or any agreement or rule adopted by the Division, or any other conduct prejudicial to the interests of the Division as determined by the Council.
- B. Such suspension or termination shall be by a two-thirds vote the Council at a duly constituted meeting; provided, that a statement of the charges shall have been mailed by registered post to the last recorded address of the Member at least fifteen days Council's action is taken thereon. Such

statement shall be accompanied by a notice of the time and place of the meeting of the Council at which the charges are to be considered and notice of the Member's right to appear, in person or by representative to present any defense to such charges.

Section 4.11 Designated Representatives. Each Member shall appoint and certify to the Division's Council a person from the Member's organization to be its Division designated representative who shall represent and act for the Member in all Division affairs.

- A. Where a Member's designated representative cannot act, the Member may designate an alternate from its organization by a letter authorizing such representation presented to the Executive Director.
- B. No individual may be the designated representative of more than one Member.

#### ARTICLE V – DUES

Section 5.1 Dues. The amount of dues shall be set forth by the HMA Board of Directors Standing Resolution.

Section 5.2 Payment of Dues. Division member dues shall be payable to the Hobby manufacturers Association in accordance with HMA Operating Procedures.

Section 5.3 Automatic Termination. Any member delinquent in payment of dues or assessments for sixty days will automatically have membership terminated. Any Member whose membership has been terminated for non-payment of dues or assessments may not join the Division until all dues and assessments (owing at the time of termination) and an additional ten percent charge of the delinquent amount shall have been paid.

#### ARTICLE VI – FUNDS

Section 6.1 Division Funds. All funds of the Division must be used for the purposes of the Division and shall not inure to the benefit of any Member.

Section 6.2 Source of Division Funds. The HMA Board of Directors shall establish a pool of funds annually for the maintenance and operation of each Division within HMA. The Radio Control Hobby Trade Division may also generate funds for additional programs within the Division. These funds shall be deposited with the HMA and earmarked only for Division use.

#### ARTICLE VII – MEETINGS

Section 7.1 Annual Meetings. The annual Meeting of the Division shall be held at such time and place as the Council may designate. Notice of the time and place of such a meeting shall be mailed to each member not less than twenty nor more than forty days in advance of such meeting. The Annual Meeting may be held at the same time and place as a Trade Show.

Section 7.2 Special Meetings. Special meetings of the Division may be called by the President or by the request of one-third of the members of the Council, or by a petition of one-third of the Voting Members of the Division addressed to the Secretary who will issue the call therefore. Notice of the time and place of such a meeting, and of the subjects to be considered, shall be mailed to each Member at least fifteen days in advance of such meeting.

Section 7.3 Quorum. Ten percent of the designated representatives of the Division's Voting Members shall constitute a quorum for the transaction of business at any meeting of the Division; provided, that a lesser number may meet and adjourn from time to time or adjourn sine die. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the originally scheduled meeting.

Section 7.4 Voting. Upon authorization of the Council, the President may direct a mail poll of the designated representatives in which case a majority of the votes returned shall determine the question submitted; provided, that there is a sufficient number of returns to represent a quorum.

## ARTICLE VIII – ELECTIONS

Section 8.1 Nine Member Council. The Council shall consist of eight Voting Members to be elected by mail as provided for in Section 8.4 plus one National Retail Hobby Store Division (NRHSA) representative who shall be appointed by NRHSA's Board of Directors. Annually, the number of Council members equal to that of those whose terms have expired or are about to expire, shall be elected for a term of three years. The number of three-year terms that can be served consecutively is limited to two terms. At the conclusion of two terms, a minimum of one year must elapse before any person can seek reelection to the Council. There shall be no retroactive time for Council members who are serving at the time this amendment becomes part of the Operating Procedures.

Section 8.2 Assumption of Duties. Council members' terms of office shall commence one month before the annual meeting and Council members shall continue in office until their successors shall have been duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. Council members shall serve without compensation, excepting the Council may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties as Council members. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the Division. Nothing in these Operating Procedures shall preclude a Director from serving the Division in any other capacity and receiving compensation for such services.

Section 8.3 Nominations For Council. At least four months prior to the Annual Meeting, the Council shall elect a Nominating Committee Chairman who shall nominate candidates for the office of Director. Additional committee members may be added at the discretion of the Committee Chairman. Nominations for Council members may also be made from the floor at the Annual Meeting and held for the following year's election.

Section 8.4 Mail Ballots. Annual election for the Council shall be made by mail. Ballots shall be mailed to paid, Voting Members approximately three months prior to the Annual Meeting. Ballots must be returned by a date specified, approximately two months prior to the Annual Meeting in order to be valid.

## ARTICLE IX – COUNCIL

Section 9.1 Management Vested in Council. The management of the affairs and business of the Division shall be vested in the Council.

Section 9.2 Authority. The Council shall have authority to engage and discharge employees and agents of the Division, fix salaries, suspend or terminate Members, create committees, conduct trade promotion activities including advertising, publicity and public relations, hold and promote trade shows, meetings and conventions at such time and place as it deems desirable, and do all other things necessary to the conduct of the business of the Division in accordance with these Operating Procedures.

Section 9.3 Meetings. A regular meeting of the Council shall be held immediately following the Annual Meeting. The President may, when deems necessary, or the Secretary shall, at the request of four members of the Council, in writing issue a call for a special meeting of the Council. Ten days' notice shall be required for such special meetings. Members of the Council may hold meetings without the customary notice, provided a waiver of notice signed by all the members of the Council is executed before or after such meeting; except that attendance at a meeting without protest of lack of notice shall constitute waiver of notice. Whenever, in the judgment of the President, a nonbonding mail poll of the Council is desirable, the President may direct that such a poll be taken. Meetings of the Council may be held by conference telephone call.

Section 9.4 Quorum. Six members of the Council shall constitute a quorum.

Section 9.5 Resignation Or Removal. Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance of the resignation as determined by the President or the Council. Any Director may be removed for cause by a majority vote of the Council at any regular or special meeting at which a quorum is present.

Section 9.6 Absence. Any member of the Council unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for his or her absence. If a Council is absent from two consecutive meetings for reasons which the Council has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 9.7 Vacancies. Any vacancies occurring on the Council by reason of death, resignation, or otherwise, may be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Council.

Section 9.8 Election of Council Officers. At a special meeting, normally held by conference call, approximately one month prior to the Annual Meeting the Council shall elect by majority vote a President, Vice President, Secretary, and Treasurer from among its members, each of whom shall serve for the ensuing year.

Section 9.9 Executive Committee. The President, Vice President, Treasurer, and Secretary elected by majority vote of the Council shall constitute the Executive Committee. The Executive Committee shall exercise the powers of the Council when the Council is not in session, reporting to the Council at its next succeeding meeting any action taken. Three members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings of the Executive Committee may be called by the President or by three members of the Executive Committee.

Section 9.10 Past President. The President, upon relinquishing his/her office, shall become an ex-officio member of the Council for a period of one year, unless his/her term as an elected Director has not expired.

Section 9.11 Conflicts of Interest – Council members stand in a fiduciary relationship to the Division, including duties of care, loyalty and obedience, and are required to act reasonably, prudently, and in the best interest of the Division. They may not, while acting as a Council member, put personal interests, or interests of other organizations or entities, above the interests of the Division.

It is the obligation of every Council member, and every candidate for the office of Council member, to disclose to the Council, in writing, any conflict of interest, or potential conflict of interest, affecting such Council member or candidate Council member, personally or as an officer, Director, employee or agent of some entity other than the Division, differ from those of the Division.

No Council member may participate in any decision with respect to which the Council member has a conflict of interest. In the event the discussions regarding a matter with respect which a conflict exists are confidential, or involve trade secrets of the Division, a conflicted Council member shall be excluded from the meeting of the Council during the discussion of the matter with respect to which there is a conflict. A conflicted Council member shall have no right to obtain or view any confidential or trade secret information relating to a matter with respect to which the Council member has a conflict of interest.

A Council member or candidate for Council member, shall be ineligible to be elected at Council member, and if already a Council member, shall resign as Council member if such Council member or candidate for Council member has a pervasive and continuing conflict of interest as determined by a majority of disinterested Council members.

9.12 Election of HMA Representatives. If required, approximately one month prior to the annual HMA meeting, the Division Council shall elect a representative from the Division Council to serve on the HMA

Board of Directors. (With the exception of the charter representatives) HMA Board of Director's terms shall normally be 3 years and will expire on a staggered basis. By electing Division Council members to the HMA Board of Directors, communications between the Council and the HMA Board are enhanced and ensured. Term limits of HMA Directors are as set forth in the HMA Bylaws.

## ARTICLE X – OFFICERS

Section 10.1 President. The President shall be the chief executive officer of the Division and shall preside at meetings of the Division and Council. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint all standing and special committees of the Division except the Nominating Committee.

Section 10.2 Vice President. The Vice President shall perform the accepted duties of a Vice President and shall be a successor to the President in the event the President ceases to serve. The Vice President shall be an ex-officio member of all committees except the Nominating Committee.

Section 10.3 Treasurer. The Treasurer shall perform the following duties:  
The Treasurer shall perform the accepted duties of a Treasurer and shall have charge of the funds of the Division. The Treasurer shall supervise the keeping of accurate, detailed records of accounts in books belonging to the Division, which accounts and records shall be open at all times to inspection by the President and the Secretary. The Treasurer shall cause a fiscal year budget of estimated income and expenditures to be prepared and submitted to the Council for approval not less than thirty days before the last day of each fiscal year. The Treasurer shall report in writing the financial condition of the Division whenever requested to do so by the President or the Council, and shall submit a full financial report to the Division at its Annual Meeting.

Section 10.4 Secretary. The Secretary shall be elected by the Council annually. The Secretary shall attend all meetings of the Division and the Council, keep a record of all proceedings, attest to documents and perform such other duties as are usual for such office and as may be assigned by the President or Council.

Section 10.5 Resignation Or Removal. Any officer may resign at any time by giving written notice to the Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance of the resignation by the Council. Any officer may be removed for cause by a majority vote of the Council at any regular or special meeting at which a quorum is present.

Section 10.6 Vacancies. Any vacancies occurring in any office by reason of death, resignation, or otherwise, may be filled for the unexpired term by a person elected by a majority vote of the Council.

Section 10.7 Bonding. Bank checks drawn on the Division's funds in an amount over \$2,000 require the signature of one Member of the Council plus any other person entrusted with the handling of funds or property of the Division.

Section 10.8 Delegation Of Powers. The elected officers may from time to time delegate the exercise of their powers to such salaried employees or agents of the Division as the Council may provide for the purpose but in any such case the elected officer shall remain responsible for assuring the assigned duties are properly discharged.

## ARTICLE XI – EXECUTIVE DIRECTOR

Section 11.1 Executive Director. The HMA Executive Director will normally serve as the Executive Director of the Radio Control Hobby Trade Division. An Assistant Executive Director may be retained by the Council as either an employee or agent of the Division and shall perform such duties as are ordinarily performed by such Executive and such other duties shall be assigned to the Executive Director by the President and the Council. The Executive Director shall have direct voice in the deliberations of the Council and the right to recommend, but not the right to vote. The Executive Director shall be responsible

to the President and the Council for the day-to-day management of the Division in accordance with policy defined by these Operating Procedures and by the Council, and shall:

- A. Pursuant to the direction of the Council, employ and supervise members of the Division staff.
- B. Give notice of and attend all meetings of the Division and the Council. Maintain such records and correspondence as instructed by the Secretary and supervise the handling of all applications for membership in the Division.
- C. Be in charge of the mailing lists of the Division and shall use or allow them to be used only for such purposes as may be prescribed by the Council in furtherance of the purposes of the Division.
- D. Arrange for all regular and special meetings of the Division and all Trade Shows and other Division functions as instructed by the Council or appropriate Division officer.
- E. Be an ex-officio member of each Division committee for the purpose of contributing to planning, accomplishment and reporting to ensure that each committee receives full cooperation and assistance from the Division staff.
- F. Certify to the accuracy of and authorization for all bills and vouchers upon which money is paid and deposit receipts as instructed by the Treasurer.

## ARTICLE XII – CONTRACTS; INDEMNIFICATION; INSURANCE

Section 12.1 No Personal Liability. No contract entered into by or on behalf of the Division shall personally obligate any member of the Division or the officers, Executive Director or Directors authorizing such contracts or executing the same.

Section 12.2 Indemnification The Division shall indemnify and hold harmless each person who is now or shall hereafter be a Director, officer or employee of the Division from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his/her having heretofore or hereafter been a Director, officer, or employee of the Division, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director, officer, or employee, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him/her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his/her own willful misconduct or gross negligence, in the performance of his/her duties as such Director, officer, or employee. The determination of all questions as to the existence of willful misconduct or gross negligence, as to the right to indemnify and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Council of the Division acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this Section 13.2 shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Division to indemnify or reimburse such person in any case even though not specifically provided for herein.

Section 12.3 Insurance. Division insurance shall normally be provided within HMA insurance coverage. The Division may, at the discretion of the Council, obtain insurance for the Division, Executive Director, Council members, officers, and employees in such forms and in such amounts as the Council deems necessary.

## ARTICLE XIII – FISCAL YEAR

Section 13.1 Fiscal Year. The fiscal year of the Division shall be the same as the Hobby Manufacturers Association fiscal year.

## ARTICLE XIV – ORDER OF BUSINESS AND RULES

Section 14.1 Order Of Business. The order of business for Annual Meetings of the Division shall be as decided by the President.

Section 14.2 Rules. Robert's Rules of Order (latest edition) shall govern in all cases not herein provided for.

## ARTICLE XV – STANDING COMMITTEES

Section 15.1 Standing Committees. Each Division Standing Committee shall contain at least one Voting Member. The Standing Committees' composition and duties shall be adopted in the manner set forth in Section 18.1 of the Hobby Manufacturers Association Bylaws.

## ARTICLE XVI – DIVISION SPONSORED EVENTS

Section 16.1 Arrangements. Arrangements for Division sponsored events such as Consumer or Trade Show exhibit facilities and hotel space shall be contracted for preferably one year in advance.

Section 16.2 Exhibits. The sale or use of display space at trade shows or exhibits sponsored and promoted by the Division shall be determined by the Council.

## ARTICLE XVII – STANDING RESOLUTIONS

Section 17.1 Adoption Of Standing Resolutions. Upon a sixty percent vote of the Voting Members present and voting, the Voting Members may adopt or amend or rescind a Standing Resolution. Upon a two-thirds vote of the Members of the Council present and voting, the Directors may adopt or amend or rescind a Standing Resolution, provided that any Standing Resolution adopted, amended or rescinded by the Council shall be subject to rescission by a majority vote of the Voting Members, and the Council shall not have any power to readopt any Standing Resolution previously adopted by the Council which may have been rescinded by the Voting Members. Standing Resolutions shall be adopted to establish annual dues and dues categories, standing committees, and such other matters as are necessary, appropriate or helpful to carry out the purposes of the Division.

Section 17.2 Publication. All Standing Resolutions shall be published by the Division and distributed to the members.

## ARTICLE XVIII – AMENDMENTS OF OPERATING PROCEDURES

Section 18.1 Amendments By The Council and Members. Amendments to these Operating Procedures may be proposed by the Council by a two-thirds vote of those Council members present and voting. Following such proposal these Operating Procedures may, at any duly constituted Annual or Special Meeting or the Membership be amended by changing, altering, suspending, supplementing or repealing the same, by a sixty percent vote of the Voting Members present and entitled to vote, but only if notice of a vote upon such proposed amendment has been mailed to the Voting Members at least two weeks prior to such meeting.

Section 18.2 Amendments By Directors. These Operating Procedures may also, except for this Section 18.2, be amended by changing, altering, suspending, supplementing or repealing the same at any duly constituted regular or special meeting of the Council, by a two-thirds vote of the entire Council, provided that any amendment of these Operating Procedures by the Council shall be subject to rescission by a majority vote of the Voting Members, and the Council shall not have any power to re-adopt any amendment previously adopted by the Council which may have been rescinded by the Membership.