

# THE SOCIETY OF PROFESSIONAL JOURNALISTS BYLAWS

*as amended Sept. 4, 2021*

## FOREWORD

The Society of Professional Journalists was founded at DePauw University, Greencastle, Indiana, on April 17, 1909, as Sigma Delta Chi, an honorary journalistic fraternity. Its growth was along professional lines, and by action of the National Convention at Columbia, Missouri, in 1916, it was established as a professional journalistic organization.

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## PREAMBLE

We do hereby establish and ordain these bylaws of the Society of Professional Journalists, which seeks to unite journalists of talent, truth and energy in good fellowship; to assist the members in living up to the noblest principles of journalism; and to advance the standards of journalism by: TAKING action to help safeguard First Amendment guarantees and ensure freedom of information, FOSTERING adherence to a code of ethical principles, CREATING opportunities for professional development, ENCOURAGING diversity in coverage and staffing at all levels of the profession, thus increasing journalism's value as a democratic institution.

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## ARTICLE ONE

### Name and Scope

Section One. The name of this organization shall be: Society of Professional Journalists.

Section Two. The Society is an organization of persons who are or have been engaged in directing the editorial policy or editing and preparing news and editorial content of independent news media products,, students engaged in the study of these skills, and journalism educators.

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# ARTICLE TWO

## Motto and Watchword

Section One. The motto of this Society shall be: They Serve Best Who Serve the Truth.

Section Two. The watchwords of this Society shall be: Talent, Truth, Energy.

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# ARTICLE THREE

## Symbols

Section One. The historic badge of the Society shall be a small four-cusped hypocycloid; upon this a raised field of black of the same shape, slightly smaller. In the center shall be a white gold-edged scroll pierced vertically by a gold quill pen. Horizontally across the face of the scroll shall be the Greek letters, Sigma, Delta, Chi, in gold. To the right of the scroll shall be a five-pointed star in gold. To the left, a Greek lamp in gold.

Section Two. Official insignia, logos and other symbols of the Society shall not be obtained through any source other than one designated by the executive director of the Society.

Section Three. No one shall use the name or symbols of the Society for commercial purposes, without written permission of the executive director.

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# ARTICLE FOUR

## Membership

Section One. There shall be five categories of membership: Professional and Retired Professional (including Household), Institutional (including Collegiate Institutional), Student, Post Graduate, and Fellow. A separate category exists for supporters of the Society, known as Associates.

## **Professional**

Section Two. Professional and Retired Professional members shall be:

— Those who are at the time of their initiation principally engaged in those activities specified in Article One, Section Two, until they are no longer a member in good standing.

— Post Graduate members three years after college graduation, whether or not working in journalism as specified in Article One, Section Two, who have elected to become professional members.

— Advisers to college or high school organizations involved in the gathering and dissemination of news.

— Fulltime professional staff of the Society.

Section Three. Household members are a sub-category of Professional membership. Household membership is limited to one of two Professional SPJ members residing at the same address. The Professional member will pay full professional membership dues. Household members will pay reduced membership dues as determined by the executive director. Each household that elects the sub-category will receive one copy of all information mailed by SPJ National Headquarters, including Quill magazine.

## **Institutional**

Section Four. Institutional members shall be:

— Organizations identified with journalism, provided that the principal business (50 percent of revenue) of any corporation or corporate division seeking such membership shall be within the scope specified in Article One, Section Two.

— College media outlets, under the sub-category of Collegiate Institutional membership.

Institutional members shall not vote or hold office.

Institutional membership shall be available subject to policies established by the national board of directors. Candidates for institutional membership shall be approved by the Society's executive director.

## **Student**

Section Five. Student members shall be:

— Students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two. These students must be in good standing as defined by their school.

— Persons who were student members who have left school before receiving a degree, for up to three years after leaving school.

— Professional members who have returned to school full-time.

## **Post Graduate**

Section Six. Post Graduate members shall be:

— Student members who have graduated.

— Recent graduates who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

Post Graduate members must become professional members within three years of graduation, or their memberships will be terminated. Members of the Society of Collegiate Journalists are eligible to join the Society of Professional Journalists as post graduate members immediately upon graduation from a college or university.

## **Fellow**

Section Seven. Fellows of the Society of Professional Journalists shall be those on whom the Society wishes to confer high honor in recognition of their journalistic achievements.

Election shall be by the board of directors. Nominations for Fellows may be made by any chapter, community, or member, and it shall be up to the board of directors to solicit nominations.

A person elected to Fellowship who is not a member shall be initiated by the chapter or community

designated by the board of directors, and the normal initiation requirements are waived in such instances.

Section Eight. Members in the Professional and Retired Professional, Institutional, Student and Post Graduate, categories must pay current national dues to hold membership, vote, hold office or serve as convention delegates. Fellows must pay current national dues after the first year to remain in good standing.

## **Associate**

Section Nine. Associates shall not vote, hold national, chapter or community office, be delegates to the national convention, nor be counted in determining the voting strength of a chapter or community as defined under Article Ten, Section Three.

Associates may be:

— Persons not eligible for membership in the Society who support the goals of the organization.

— High school students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

Section Ten. Nominees for a membership category or sub-category shall be approved by the headquarters staff and executive director. Appeals on eligibility can be made to the membership committee and then to the board of directors.

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# **ARTICLE FIVE**

## **Establishment and Operation of Chapters and Communities**

### **Professional**

Section One. A professional chapter may be established by twenty (20) or more professional members of the Society living or employed in any area, but no more than one professional chapter may be established in any one city. It is further provided that professional chapters may be established in locales outside the United States.

Section Two. A community may be established by twenty (20) or more professional members of the Society who share a common professional interest, regardless of geographic location, subject to review by the board of directors to ensure that the focus of the proposed community does not overlap with that of any existing community.

Section Three. National headquarters will bill professional members for national, chapter and/or community dues.

Section Four. Upon presentation of a formal petition and completion of established requirements, a group or organization of journalists may be granted a charter by the board of directors or the national convention as a professional chapter or community of the Society. Charters of professional chapters and communities shall be granted upon approval by a majority vote of the board of directors or by a majority vote of the delegates to a national convention.

Section Five. A student may join a professional chapter or community if the professional chapter or community admits students to membership and the student maintains membership in a campus chapter or the student attends an institution that does not have a campus chapter and is not served by a city-wide or area-wide student chapter. (See Article Five, Section Ten)

A student who maintains membership in a campus chapter and a professional chapter or community will be considered a member of the campus chapter for purposes of Article Nine, Section Eight and Article Ten, Section Three.

Section Six. A professional chapter or community may initiate candidates to professional or student membership, provided that the candidates meet all requirements of the bylaws of the Society.

Section Seven. Each professional chapter and community shall submit an annual report to national headquarters in which it reviews its activities and accomplishments for the year, and details its completion of minimum requirements of chapters and communities as spelled out by the board of directors.

## **Campus**

Section Eight. Upon presentation of a formal petition and completion of established requirements, a group or organization of students may be granted a charter by the board of directors as a campus chapter of the Society.

Section Nine. A campus chapter may be established at any four-year or two-year university or college that has a school or department of journalism, or that offers courses of study relevant to the scope of the Society as defined in Article One, Section Two.

Section Ten. City- or area-wide campus chapters may be established by four-year and two-year universities or colleges within a radius of 75 miles, provided that at least one university or college involved has a school or department of journalism or offers courses of study relevant to the scope of the Society as defined in Article One, Section Two.

## **Governance**

Section Eleven. Each campus and professional chapter and community shall have as officers a president, a president-elect or vice president, a secretary, and a treasurer or a secretary-treasurer. These officers shall be elected annually, according to local chapter/community bylaws. In addition, each chapter/community shall designate one of its officers or members to be a headquarters and a Quill correspondent, whose duty it shall be to report local activities to the national headquarters and Quill magazine, and shall appoint such committees and officers as may be recommended by the national board of directors to fulfill specific missions or projects of the Society. Each campus and professional chapter and community shall maintain and submit to headquarters annually bylaws that are consistent with these national bylaws.

Section Twelve. The president and vice president or president-elect of the chapter/community shall perform such duties as usually are performed by such officers. In addition, they shall perform those duties imposed elsewhere in the bylaws of the Society.

Section Thirteen. The secretary or secretary-treasurer shall carry on correspondence with the executive director of the Society, notifying the executive director immediately of chapter/community elections for officers and campus chapter advisers, furnishing all necessary records and reports relating to enrollment of members, and transmitting all monies in the manner prescribed by the national headquarters. The chapter/community secretary shall inform the Society as to the condition of the chapter/community. The secretary shall maintain and keep up to date the chapter/community membership roll and keep careful records of the proceedings of all meetings.

Section Fourteen. The treasurer or secretary-treasurer shall have charge of all monies of the chapter/community, and shall disburse funds upon proper authorization of the chapter's/community's officers. The treasurer shall keep records of all of the chapter's/community's receipts, disbursements and balances. The treasurer shall authenticate all remittances sent by the chapter/community secretary

to the executive director of the Society and shall make prompt and proper report upon the financial condition of the chapter/community as requested by the executive director of the Society. The treasurer shall produce all financial records of the chapter/community for inspection on demand by the executive director, any national officer or, in the case of a chapter, the regional coordinator from the region in which the chapter is located.

Section Fifteen. For failure to meet financial obligations or otherwise to conduct itself according to the bylaws or policies adopted by the board of directors or the national convention, a chapter/community may be declared probationary, inactive or have its charter revoked by majority vote of the board of directors. Any such decision may be appealed to the full convention under the written charter revocation and probation policies of the board of directors.

Section Sixteen. Each member of the Society in good standing who is a member of at least one chapter shall have a designated home chapter. The member's home chapter shall be determined on the basis of the postal address used by the Society to communicate with the member. A member of the Society who is a member of two or more chapters may elect among those chapters the one that will be his or her home chapter by notifying the Society in writing of the election. For purposes of apportioning delegates each year to the national convention, the Society must receive notice of the member's election before June 1. (See Section Five, above, Article Ten, Section Three).

Section Seventeen. The national headquarters annually shall determine the status of all SPJ chapters, with the assistance of the national board of directors. This process shall be completed in time for certification of delegates to the national convention. Chapters shall be notified of their status at least 60 days prior to the convention and shall have 30 days to bring themselves into active good standing status.

Section Eighteen. As part of the process of certifying chapter membership for purposes of apportioning delegates to the national convention, the national headquarters shall determine whether each SPJ member in the region is or is not counted as a member of any SPJ chapter within or outside the region, and establish the total number of SPJ members living in each region who are not counted as members of any SPJ chapter within or outside the region.

Section Nineteen. Upon the decision to terminate any professional or campus chapter or community, whether by dissolution, disbandment, revocation pursuant to Section Fifteen of this Article, or otherwise, the chapter or community governing body may direct distribution of any remaining funds in the following ways: in the case of a chapter, to another adjoining active Society chapter then in good standing, or in the case of a community to another active community then in good standing; to the

Society; or to the Society of Professional Journalists Foundation. In the absence of action of the local chapter/community within 60 days of termination, the national board of directors shall choose from among the same destinations.

## **Campus Chapter Adviser Role in Governance**

Section Twenty. Each campus chapter shall have a chapter adviser who shall be recognized as the representative of the board of directors and the Society. The adviser shall be chosen from among the professional members of the Society.

Section Twenty One. The chapter adviser shall attend chapter meetings regularly, and assist the chapter whenever possible, to find a permanent place of safekeeping for the documents and records of the chapter and its officers.

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# **ARTICLE SIX**

## **Society Officers**

Section One. The Society's officers shall be a president, a vice president and a secretary-treasurer.

Section Two. The officers shall be elected in accordance with procedures established in Article Nine of these bylaws, and shall hold office between successive elections.

Section Three. To serve as president or vice president a person must be a member in good standing of the Society and must previously have served as a member of the board of directors, or the board of the Society of Professional Journalists Foundation, been the chair of a national committee, or president of a professional chapter or community and also been or is a member of a national committee.

Section Four. A vacancy in the office of vice president or secretary-treasurer shall be filled by the board of directors with an appointee who meets the qualifications established by these bylaws. Should vacancies occur in both top offices, the board shall designate one of the elected directors to serve as acting president until the next election, when votes will be held to fill both offices.

Section Five. The president shall be the chief executive of the organization and shall preside at the convention. The president shall have charge of the relations of the organization with other

organizations and shall have the usual powers and duties of a president in accordance with the spirit of the bylaws. The president shall have authority to require a report from any chapter or national or chapter officer of the organization at any time. The president is authorized to appoint and assign duties to committees that the president deems necessary.

Section Six. The vice president shall succeed to the office of the president at the end of the president's term. In the event of a vacancy in the presidency, and the vice president shall serve in the president's absence or incapacity, and shall ascend to the presidency after serving the unexpired portion of the previous president's term. However, if an appointed vice president fills a vacancy in the presidency, at the next election votes will be held to fill both offices.

Section Seven. The secretary-treasurer shall be responsible for overseeing an accounting of all receipts and disbursements, assets and liabilities, and shall report to the president, to the board of directors, or to the convention when requested.

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## **ARTICLE SEVEN**

### **Board of Directors**

Section One. The board of directors shall be composed of the national officers, four directors to be elected at large to serve staggered terms of two years, and two directors, who may be members or non-members of the Society, appointed by vote of the officers and elected at-large directors to serve terms of one year, or until their successors have been appointed. In any year during which no student or academic institution faculty member is serving as an officer or at-large director, the officers and at-large directors shall appoint a student or faculty member to serve as an appointed director.

Section Two. The board of directors shall determine the boundaries for regions.

Section Three. The board of directors shall be the executive body of the Society and shall have the responsibility of maintaining the fiscal integrity of the Society by keeping it financially solvent. The board of directors is authorized to appoint and assign duties to committees that it deems necessary. It shall determine its own written rules of procedure, including procedures for selecting appointed directors, but its acts shall be reported to the convention.

Section Four. Any at-large or appointed director vacancy shall be filled by vote of the remaining

members of the board of directors. If the position so filled is of an elected member, the replacement member of the board shall serve until the next election, at which time a vote will be held to fill the unexpired portion, if any, of the term for which the predecessor was elected. If the position so filled is of an appointed member, the replacement member of the board shall serve the unexpired portion of the term for which the predecessor was appointed.

Section Five. The board of directors shall encourage and assist professional chapters and communities in carrying on activities of a professional nature in furtherance of the Society's aims and to enhance and strengthen the professional aspects of journalism.

Section Six. The board of directors may declare any national office or the position of any director vacant if the board determines the incumbent has failed to perform the duties of the office or no longer meets the qualifications for the office. Such action shall require approval of two-thirds of the members of the board. Any elected person whose removal will be considered shall be notified in writing 14 days in advance that the board may take such action. The national board shall notify all campus and professional chapters of that meeting 14 days in advance.

Section Seven. The board of directors will meet at least annually; additional meetings may be scheduled at the call of the President or of a majority of the members of the board. All meetings shall be open to the public, except when the board is discussing confidential matters including, but not limited to, personnel, privileged communications with legal counsel, and contracts. All in-person and electronic meetings of the board shall be live-streamed to permit public remote viewing. Meeting agendas and documents shall be available for viewing on the Society's website at least 72 hours in advance of the scheduled meeting.

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## **ARTICLE EIGHT**

### **Regional Coordinators**

Section One. Regional coordinators shall be elected by members of the Society from their respective regions pursuant to Article Nine of these bylaws.

Section Two. Regional coordinators shall be elected to two-year terms. Elections shall be staggered so that terms of approximately half the regional coordinators expire each year.

Section Three. No person shall serve as a regional coordinator for more than six months in which s/he does not live in the region that s/he has been elected or appointed to serve.

Section Four. The board of directors may declare any regional coordinator position vacant if the board determines the incumbent has failed to perform the duties of the office or no longer meets the qualifications for the office. Such action shall require approval of two-thirds of the members of the board. Any regional coordinator whose removal will be considered shall be notified in writing 14 days in advance that the board may take such action. The national board shall notify all campus and professional chapters in the region affected of that meeting 14 days in advance.

Section Five. Any regional coordinator vacancy shall be filled by vote of the board of directors. The replacement regional coordinator shall serve until the next election, at which time a vote will be held to fill the unexpired portion, if any, of the term for which the predecessor was elected.

Section Six. The regional coordinators shall be responsible for organizing, guiding and supervising, and stimulating the activity of each chapter in their regions.

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## **ARTICLE NINE**

### **Elections**

Section One. There shall be an election annually at the convention or, if no convention is scheduled, during the fourth week of September, to elect the Society's vice president, secretary-treasurer, and to fill the positions of elected at-large directors and regional coordinators whose terms are expiring.

Section Two. There shall be established a Nominating Committee as a standing committee chaired by a member of the Society who is not an officer or at-large member of the board and is appointed by the president. The Nominating Committee is responsible for recruiting and screening nominees who wish to be elected officers or at-large directors, recommending individuals to serve as appointed directors, and recruiting and screening nominees who wish to be elected regional coordinators.

Section Three. No later than April 1 the Nominating Committee shall forward to the board of directors and executive director a list of qualified candidates for each officer, director and regional coordinator position to be filled.

Section Four. No later than July 1 the board of directors shall publish the names and qualifications of candidates for elective office and for at-large director and regional coordinator positions to the Society's membership.

Section Five. National staff and officers will do everything feasible to facilitate interactive forums online for each candidate to respond to members' comments and questions.

Section Six. Any member of the Society in good standing may nominate a candidate or candidates to run against candidates submitted pursuant to Section Three. Nominations must be received by the president no later than six weeks before the start of balloting; however, if no candidate has been nominated for a particular office, the deadline shall be extended for that position to four weeks before the start of balloting. Nominations must include a statement of the candidate's qualifications to hold the office for which s/he has been nominated. Upon verification that a candidate nominated in this way is a member of the Society in good standing, is qualified to hold the office for which s/he is being nominated, and is willing to serve if elected, the board of directors immediately shall publish the names of candidates and their qualifications by the same method used pursuant to Section Four.

Section Seven. The election shall be conducted electronically by secret ballot beginning at the end of the opening business meeting of the convention and ending one hour before the start of the final business meeting of the convention. In a year when no convention is scheduled, balloting will begin at 12:01 a.m. Eastern Time on a date in the fourth week of September set by the board of directors and balloting shall remain open for at least 48 hours. Ballots shall be cast using a system established by the executive director with the approval of the board of directors.

Section Eight. All members of the Society in good standing seven days prior to the date and time balloting begins are eligible to vote for officers and at-large directors.

Section Nine. Each member of the Society in good standing may vote in the election for the regional coordinator representing his or her home region. The member's home region shall be determined on the basis of the postal address used by the Society to communicate with the member. If a member of the Society is a member of two or more chapters in different regions, the member may choose the region in which s/he will vote for regional coordinator by notifying the Society in writing no later than 30 days before balloting begins of where s/he intends to vote.

Section Ten. A committee appointed by the president shall count the ballots and report the results of the election to the membership at the final business meeting of the convention. In a year when no convention is scheduled, the committee shall report the results to the board of directors no later than

eight hours after balloting is closed, and the board shall immediately publish the outcome of the election to the membership.

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# ARTICLE TEN

## Convention

Section One. The convention shall be the supreme legislative body of the organization. It shall be held at least biennially at a time and place designated by the board of directors.

Section Two. The convention shall be composed of delegates or representatives from each chapter, delegates chosen in each region by SPJ members residing in the region who are not counted among the members of any SPJ chapter within or outside the region, the national officers and at-large directors.

Section Three. The Board of Directors shall establish a procedure and timetable for the selection of regional delegates. In the event that the number of potential delegates exceeds the number of convention votes assigned to the region, the national headquarters staff shall conduct a ballot among SPJ members living in each region not counted as members of any SPJ chapter within or outside the region to elect their delegates.

Section Four. In the convention, each professional and campus chapter considered as active in good standing shall have one vote for each 50 members or fraction thereof. Each region shall have one vote for each 50 members or fraction thereof, who reside in the region and are not counted among the members of any SPJ chapter within or outside the region. Voting must be done by accredited delegates or their accredited alternate delegates present on the floor of the convention. Delegates cannot vote by proxy. National officers and members of the board of directors who are not delegates may not vote. In case of a tie, the presiding officer shall cast the deciding vote. Representatives of chapters who are not accredited as delegates may not vote.

Section Five. A convention quorum is present when delegates or alternates with authority to cast at least half of the delegate votes apportioned according to Article Ten, Section Three, are on the convention floor.

Section Six. All enactments of the convention shall become effective immediately unless otherwise specified.

Section Seven. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

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## **ARTICLE ELEVEN**

### **National Headquarters**

Section One. A national headquarters office shall be maintained at a location to be designated by the board of directors.

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## **ARTICLE TWELVE**

### **Executive Director**

Section One. An executive director shall be chosen by the board of directors to head the national headquarters. The executive director shall carry out the policies set forth by the convention, president and board of directors. The executive director shall be in general charge of the activities of the Society; supervise the relationship of the chapters with the national headquarters; collect dues; care for Society funds and pay them out as ordered on proper voucher; keep complete accounts; and report to the president and board of directors. It shall be the duty of the executive director to enforce compliance with the bylaws by chapters, communities and members, to encourage growth and expansion, and to assist the president and vice president in originating dynamic programs in cooperation with regional coordinators. The executive director shall help plan regional conferences on professional subjects and shall officially represent the Society whenever necessary.

Section Two. The executive director shall serve at the pleasure of the board. The salary and benefits shall be set by the board of directors.

Section Three. The executive director shall maintain a permanent record of the acts and of the expressions of policy of the conventions of the Society of Professional Journalists. Each of such acts and expressions shall be adopted and approved by the convention under a specific number and it shall

be so recorded and indexed in the permanent record that it may be readily available for reference both by the serial number and by the nature of its subject matter.

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## **ARTICLE THIRTEEN**

### **Finance**

Section One. National membership dues, as established by the board of directors, shall be payable at the time of or before initiation and annually thereafter. Dues shall include membership and a subscription to Quill magazine. Any annual dues increase in excess of five percent shall not become effective unless ratified by the convention.

Section Two. The entire membership fee shall be remitted to the executive director of the Society. The initiate's name shall not be entered upon the rolls of the Society until such payment has been received, and a person not so recorded is not a member of the Society.

Section Three. Members holding life memberships shall pay a one-time fee approved by the board of directors and an annual subscription fee as determined by the executive director to subscribe to Quill. Retired members shall be assessed one-half of the lowest professional membership rate.

Section Four. Dues for institutional members and full time professional staff of the Society will be established by the board of directors.

Section Five. The executive director, with guidance from the board, shall have the authority from time to time to offer membership discounts.

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## **ARTICLE FOURTEEN**

### **Amendment**

Section One. These bylaws may be amended by referendum or at convention as hereinafter provided.

a. By a majority of votes cast in convention sessions, provided that the proposal to amend and the exact wording of the amendment shall have been submitted to all members not less than sixty days prior to the opening date of

the convention and provided that the proposal shall have been originated by convention, the board of directors, or by a minimum of ten chapters and/or communities in the manner set forth in part (b) hereof. Proposed bylaw amendments may be amended by the convention, provided that (1) such convention amendment is approved by two-thirds of delegates voting and (2) the convention amendment does not change or add to the general subject matter of the proposed bylaw amendment. The provisions of (2) shall be enforced by the presiding officer, whose ruling may be appealed to the convention and may be overturned by a two-thirds vote of all delegates.

b. By a majority vote, as calculated under Article Ten, Section Four of these bylaws, of all chapters in good standing voting upon referendum ballot, provided that more than fifty percent of the certified vote is cast. The board of directors shall specify the limits during which ballots may be cast and counted, except that this period shall not be less than sixty days.

c. Proposals to amend by referendum may be originated by convention where a majority favorable vote shall be necessary to send the proposal to referendum or by the board of directors upon majority vote of the members, or by a minimum of ten chapters and/or communities by certifying to the executive director of the Society that such proposal has been endorsed by a majority vote of the board of each chapter or community.

Section Two. Amendments become effective immediately, unless otherwise specified.