

BYLAWS

The Academy of Geo-Professionals (AGP)

of Civil Engineering Certification, Inc.



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BYLAWS

Article 1. Name

The name of the academy shall be The Academy of Geo-Professionals (AGP) of Civil Engineering Certification, Inc. (CEC), which is a separately incorporated and wholly-owned subsidiary of the American Society of Civil Engineers (ASCE).

Article 2. Definitions

Geo-Profession. The Geo-Profession comprises the individuals and professional organizations that analyze the materials and processes forming the earth's crust, in the context of the built environment.

Geotechnical Engineering. Geotechnical engineering is the branch of civil engineering concerned with the engineering behavior of the materials and processes forming the earth's crust, in the context of the built environment.

Additional Fields within the Geo-Profession. The Board of Trustees (see Article 6 of these Bylaws), in the name of and on behalf of AGP, may in its sole discretion identify and define suitable specialty fields of expertise within the Geo-Profession. Such identification and definition of the specialty fields shall include amendment in accordance with Article 12 of these Bylaws and shall be approved by a three-quarters majority vote of the Board of Trustees.

Article 3. Objectives of the Academy

The objectives of AGP shall be to improve the practice, elevate the standards, and advance the Geo-Profession for the benefit of the public by:

- Identifying and granting board certification to individuals with specialized knowledge in the Geo-Profession.
- Recognizing the ethical practice of the Geo-Profession.
- Enhancing the technical practice of the Geo-Profession.
- Supporting and promoting positions on Geo-Professional issues important to the public health, safety, and welfare.
- Encouraging life-long learning and continued professional development.

Article 4. General Organization

AGP is organized under the auspices of CEC. As such, AGP is responsible directly to the Directors of CEC. All policies and activities of AGP shall be consistent with and subject to:

- The Articles of Incorporation, Bylaws, and Rules of Policy and Procedure of CEC.
- All applicable federal, state, and local laws, regulations, and legal requirements.

- All requirements to maintain the status of CEC as a not-for-profit organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the laws of the Commonwealth of Virginia.
- All requirements imposed by the relevant jurisdiction for maintenance by CEC of any license, permit, or authority it may hold to conduct activities and do business as a foreign, not-for-profit corporation within that jurisdiction.
- All other policies and procedures as are authorized under these documents.

Article 5. Certification

Section 5.1. Specialty Fields

AGP shall grant certification to individuals who have achieved and maintain the requirements of Article 8 of these Bylaws in the specialty fields of the Geo-Profession listed below and defined in Article 2 of these Bylaws. The certification listed shall be awarded for the corresponding specialty field:

<u>Specialty Field</u>	<u>Certification</u>
Geotechnical Engineering	Diplomate, Geotechnical Engineering (D.GE)

All Diplomates shall hold and enjoy equal rights and privileges, except as may be otherwise set forth by these Bylaws.

Section 5.2. Certification Classes

The following certification classes are established:

- **Diplomate.** A professional engineer, who actively practices in any of the specialty fields of the Geo-Profession listed in Section 5.1 of these Bylaws, satisfies all requirements for certification, holds a current professional engineer license, adheres to AGP’s Code of Ethics, and complies with the requirements for continuing professional development.
- **Retired Diplomate.** A professional engineer who has been a Diplomate in good standing for a minimum of two years, adheres to AGP’s Code of Ethics, and has retired from active practice.
- **Honorary Diplomate.** Any person who has been granted certification pursuant to Section 8.4 of these Bylaws.

Article 6. Board of Trustees

Section 6.1. Powers and Duties of the Board of Trustees

The Board of Trustees shall manage the affairs of AGP in accordance with the laws under which AGP is organized. The Board of Trustees shall have fiduciary and strategic responsibilities to:

- Focus on continuous strategic planning.
- Determine desired outcomes.
- Develop and approve appropriate policies, rules, and operating procedures.
- Guide operations.
- Monitor AGP’s work toward meeting its objectives.
- Monitor and manage the financial transactions of AGP.

Section 6.2. Composition of the Board of Trustees

The affairs, activities, and business of AGP shall be under the direction of the Board of Trustees. The Board of Trustees shall include the following voting members:

- President
- President-Elect
- Immediate Past President
- Three At-Large Trustees
- Public Member
- President or a member of the Board of Governors of the G-I (Ex Officio)

and a Secretary/Treasurer who shall be a non-voting member.

The Secretary/Treasurer shall be an employee of ASCE and as such shall be hired or terminated by ASCE's Executive Director following consultation with the Board of Trustees. The Secretary/Treasurer shall be a non-voting member of the AGP Board. Certification in AGP shall not preclude employment as the Secretary/Treasurer, but the Secretary/Treasurer shall not be required to be a Diplomat. The Public Member shall be an individual who is neither a Diplomat of AGP nor qualified to apply for any AGP certification. The Public Member shall represent the interests of the general public whom the members serve. The G-I representative on the Board may or may not be a Diplomat.

Section 6.3. Terms of Office

At-Large Trustees shall be elected to three year terms. These terms will be abbreviated if elected to serve as President-Elect prior to completion of the three years of service as an At-Large Trustee. The President-Elect shall serve a term of one year; after which, that member shall serve as President for a term of one year. That member shall then serve as Immediate Past President for a term of one year. The Secretary/Treasurer shall serve a term of one year, and may be reappointed by ASCE in accord with Section 6.2 of these Bylaws.

Section 6.4. Nominations and Elections

No later than 90 days prior to the annual meeting of the Board of Trustees, the Immediate Past President, the President and the President-Elect shall jointly nominate one of the current at-large members of the Board of Trustees for the next President-Elect. This nomination must be conducted in advance of the nominations for at-large trustees below in order to determine the number of at-large vacancies that will need to be filled.

No later than 30 days prior to the annual meeting of the Board of Trustees, the Nominations and Elections Committee shall identify at least one nominee for each pending at-large trustee vacancy from among the current Diplomates of AGP. Also at this time, in years when the Public Member's term is about to expire, the President shall nominate one candidate for that position.

Background information shall be obtained for At-Large and Public Member nominees and shall include as a minimum appropriate biographical and professional information for each nominee and a signed letter from each nominee indicating acceptance of the nomination and willingness to serve. This information shall be submitted to the Secretary/Treasurer for distribution to the Board of Trustees no later than 30 days prior to the annual meeting of the Board of Trustees.

Elections shall be held at the annual meeting of the Board of Trustees. All positions shall be elected by a majority vote of the Board of Trustees. Elections for the President and Immediate Past President shall not

be required, as the President-Elect and President, respectively, shall automatically succeed to those positions.

The Secretary/Treasurer shall publically announce the election results prior to the first day of October through AGP publications, G-I publications, and/or ASCE publications.

Section 6.5. Officers of the Academy

The Officers of AGP shall be the President, President-Elect, Immediate Past President, and Secretary/Treasurer. Except for the Secretary/Treasurer, the Officers shall be Diplomates in good standing of AGP.

The President shall have general supervision over all of the affairs and operations of AGP and shall:

- Preside at all meetings of the Board of Trustees and the Executive Committee.
- Represent AGP in all official matters.
- Sign, execute, and acknowledge, in the name of AGP, agreements and other instruments as authorized by the Board of Trustees.
- Appoint members and chairs to those committees deemed necessary for the effective operation of AGP, subject to approval by the Board of Trustees.
- Perform other duties incident to the office, or that may be assigned by the Board of Trustees.

The President-Elect shall:

- Preside at all meetings of the Board of Trustees in the absence of the President.
- Represent AGP in all official matters as designated by the President.
- Assist the President in performing the duties of that office.
- Perform other duties as assigned by the President or the Board of Trustees.

The Immediate Past President shall:

- Serve as Chair of the Nominations and Elections Committee.
- Perform other duties as assigned by the President or the Board of Trustees.

The Secretary/Treasurer shall:

- Be responsible for all correspondence of the Board of Trustees.
- Give proper notice of, attend, and keep minutes of all meetings of the Board of Trustees, unless specifically excused by the Board of Trustees.
- Maintain custody of the official minutes and other documents of AGP.
- Notify applicants who have been newly admitted into AGP.
- Maintain and publish annually a roster of the Diplomates in good standing as of January 31st each year. The form and format of the roster shall be approved by the Board of Trustees.
- Perform other duties as assigned by the President or the Board of Trustees.
- Supervise the funds, securities, and budget of AGP.
- Maintain adequate records of AGP's income and expenditures, and prepare an annual financial report to the Board of Trustees within ninety days of the close of the fiscal year.

- Act as advisor to the Board of Trustees for AGP's fiscal matters and invests AGP's funds, to the extent warranted and subject to the Board of Trustees policies and the advice of the Executive Committee.
- Perform other duties as assigned by the President or the Board of Trustees.

Section 6.6. Meetings of the Board of Trustees

The Board of Trustees shall meet at least annually to conduct any business that may properly come before it. The President shall set the date, time, place, and agenda of the annual meeting. All members of the Board of Trustees shall be given at least thirty days prior notice of all meetings. Additional scheduled meetings of the Board of Trustees may be held each year, at times and locations designated by the President. Notice shall include an agenda. These additional meetings may be carried out by conference call, provided all decisions made are reconfirmed and documented at the annual meeting.

A simple majority of Trustees shall constitute a quorum for the transaction of all business at any meeting of the Board of Trustees. An act of a simple majority of the Trustees present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, then the President shall adjourn the meeting immediately after designating another time no sooner than thirty days later and another place. Proxy voting in any form shall not be permitted.

The agenda of annual meetings shall include the confirming election of trustees and officers, approval of the annual financial statement, and any other business deemed necessary by the Board of Trustees.

Article 7. Fees

AGP's Board of Trustees shall establish all fees.

Article 8. Certification

Section 8.1. Application Procedure

Applications for certification within the specialty fields of the Geo-Profession identified in Article 5 of these Bylaws shall be made on forms provided by the Secretary/Treasurer and shall be wholly completed and fully documented as required therein.

Section 8.2. Requirements for Certification

The Board of Trustees, upon the affirmative vote of three-quarters majority at a duly constituted meeting of the Board of Trustees, or by written vote or electronic voting via G-I e-rooms, may certify an applicant, provided the applicant meets the qualifications for certification as specified by these Bylaws. Provided further, all certification approvals by written or electronic ballot shall be reviewed and approved by the Board of Trustees at its next meeting. To meet the requirements for certification, an applicant shall:

- Be of good moral character and of high ethical standing in the Geo-Profession.
- Be actively engaged in professional practice within the Geo-Profession.
- Possess a baccalaureate degree in engineering from a college of engineering program accredited by ABET, Inc., acceptable to the Board of Trustees. The applicant shall also have successfully completed approximately 30 additional semester credits, or equivalent, of acceptable graduate-level, or upper-level undergraduate courses acceptable to the Board of Trustees, and which are

directly related to the Geo-Profession specialty field to which he or she is applying for certification.

- Possess a valid license to practice professional engineering recognized by a State, District, or Territory of the United States or certificate of registration/charter from a foreign country acceptable to the Board of Trustees.
- Possess a minimum of eight years of progressively increasing responsible charge after receipt of a professional engineer license in one or more of the specialty fields of the Geo-Profession established by the Board of Trustees and identified in Article 5 of these Bylaws. Further, such work shall include active participation in responsible planning, design, analysis, operation, management, regulation, research, or teaching. In the case of teaching, the work experience shall be at a college of engineering program accredited by ABET, Inc., acceptable to the Board of Trustees.
- Agree in writing to adhere to AGP's Code of Ethics, and has provided documentation of any past or pending disciplinary actions from any professional engineer licensing board.
- Be required to orally defend their application in a manner satisfactory to the Board of Trustees. Oral examinations shall be held in such places and in such manner as indicated by the number and location of applicants and as determined by the Secretary/Treasurer. The requirement for an oral examination may be waived by the Admissions Committee only when the written application clearly demonstrates that the applicant meets all of the requirements specified in this Section, and has mastered the requisite body of knowledge at the expert level in a manner and form acceptable to the Board of Trustees.
- The Board of Trustees shall be empowered to certify an applicant by eminence and waive some or all of the certification requirements of this Section.

Section 8.3. Application Process

The applicant shall submit a complete application, together with all fees and supporting documentation as required, including written recommendations endorsing the application from three of their peers who possess a valid license to practice professional engineering recognized by a State, Territory, or District of the United States or certificate of registration/charter from a foreign country. At least one of the recommendations shall be from a Diplomat of AGP certified in the same specialty field of the Geo-Profession.

A certified person, except an Honorary Diplomat, does not become a Diplomat of AGP until that individual has paid all required fees, has been approved by AGP's Board of Trustees, and has been notified in writing by the Secretary/Treasurer, all as prescribed by the Board of Trustees.

Section 8.4. Honorary Certification

Upon affirmative vote of three-quarters majority of the Trustees at a duly constituted meeting of the Board of Trustees, honorary certification may be granted for contributions in the Geo-Profession to an outstanding individual who meets one or more of the criteria listed below.

- Attained a level of prominent recognition in one or more of the specialty fields of the Geo-Profession identified in Article 5 of these Bylaws.
- Made noteworthy achievement or sustained noteworthy contributions to the advancement of the Geo-Profession in one of those specialty fields.
- Rendered outstanding service over a sustained period of time to the Geo-Profession.

An individual granted Honorary Diplomat status will not be required to submit documentation of their professional experience or pass an examination, and will not be required to pay certification fees.

Section 8.5. Denial of Certification

When an applicant for certification is recommended for denial, because the applicant does not meet one or more of the requirements set forth in the Bylaws, the applicant will be informed in writing of the areas of deficiency in the application by the Secretary/Treasurer. If the applicant chooses to appeal and supplement their application within 60 days, the additional information will be considered by the Admissions Committee before making a recommendation to the Board of Trustees. Following review and consideration of the applicant's additional information, the Admissions Committee shall submit a recommendation to the Board of Trustees, who shall make the final determination. The Secretary/Treasurer shall inform the applicant in writing of the Board of Trustees' decision. Where the ruling is unfavorable to the applicant, reasons for the ruling will be given. The ruling of the Board of Trustees shall be final.

Section 8.6. Issuance of Certificates

Upon satisfactorily meeting all of the applicable requirements for certification, the Board of Trustees shall issue a suitable certificate of certification in the appropriate specialty field of the Geo-Profession to the successful applicant. The certificate shall be signed by the appropriate Officers of AGP and have the seal of AGP affixed thereto. The effective date of the certificate shall be the date when the applicant was certified and shall be noted on the certificate when issued. The person to whom the certificate is issued is entitled to its possession unless and until it is revoked.

Section 8.7. Certification Renewal

All Diplomates, except Honorary Diplomates, shall be required to renew their certification biannually by paying a renewal fee as determined by the Board of Trustees. In addition, all Diplomates, except those in Honorary or Retired status, shall be required to complete a minimum of 40 professional development hours as defined by the NCEES Continuing Professional Competency Guidelines, including at least four professional development hours in ethics during the biannual period. Each Diplomat shall provide as required by the Board of Trustees for the minimum professional development hours. Each Diplomat shall also provide satisfactory proof of current professional engineer license status.

Section 8.8. Suspension

The failure of a Diplomat to pay the renewal fee, to provide satisfactory proof of the required continuing professional development hours, or to provide satisfactory proof of current possession of a professional engineer license by March 31st of the year for which the fee and proof are due may result in the suspension of the individual's certification in AGP, pending action of the Board of Trustees. A former Diplomat, whose certification was suspended for any of these three reasons, may be reinstated by the Secretary/Treasurer upon recommendation of the Admissions Committee, providing all of the following conditions are satisfied:

- All fees in arrears are paid in full.
- Satisfactory proof of all required continuing professional development hours is provided.
- Satisfactory proof of current professional engineer license status is provided.
- A reapplication fee as determined by the Board of Trustees is paid.

Section 8.9. Revocation of Certificates

A certificate may be revoked and a Diplomat expelled from AGP for the following reasons:

- Conduct in violation of AGP's Bylaws or AGP's Code of Ethics, conduct which results in disciplinary action by any professional engineer licensure board, or for conduct which, in the opinion of the Board of Trustees, is improper or prejudicial to the best interests of AGP.

- Failure to maintain a valid license to practice professional engineering as required, except those in Honorary or Retired status.
- Sufficient evidence of fraud or dishonesty, misrepresentation or concealment of facts on the application, or conviction of a crime involving moral turpitude.

The following procedure shall govern Board of Trustees actions for the revocation of certification and expulsion:

1. A written complaint shall be filed first with the Board of Trustees.
2. The Secretary/Treasurer shall acknowledge receipt of the complaint in writing.
3. The Secretary/Treasurer shall review the complaint and request any further information that may be required.
4. The Secretary/Treasurer, with the knowledge and advice of the Board of Trustees, shall do one or more of the following:
 - a) Dismiss the complaint in writing.
 - b) Refer the complaint to the appropriate professional engineer licensing board, and advise the complainant.
 - c) Contact the subject of the complaint in writing, with a complete description of the complaint and a request for a response. If no response is received within thirty days, then a second notice shall be issued in writing. If no response is received within fifteen days, then a final notice shall be issued by certified or registered mail. Following receipt of the response or after fifteen days from the date of the final notice, the entire matter shall be referred to the Executive Committee for consideration.
5. After due consideration and review of the complaint and the response, if any, the Executive Committee shall take one or more of the following actions, as appropriate:
 - a) Dismiss the complaint.
 - b) Defer the decision with a request for more information.
 - c) Refer the matter to the appropriate professional engineer licensing board.
 - d) Recommend expulsion.

Upon recommendation from the Executive Committee to expel a Diplomate, the Secretary/Treasurer shall inform all parties in writing by certified or registered mail of the decision and of the right of the Diplomate to appeal the decision to the Board of Trustees. If no response is received within 30 days, the decision shall be considered final. If the Diplomate appeals the decision, the Diplomate shall be given a fair hearing at an official meeting of the Board of Trustees. Expulsion shall occur following the hearing, with an affirmative vote of a three-quarters majority of the voting members of the Board of Trustees. Decisions of the Board of Trustees following said hearing shall not be subject to further appeal.

Article 9. Finance

Section 9.1. Fiscal Year

The fiscal year of AGP shall be the same as CEC, which is currently from the first day of October to the last day of September.

Section 9.2. Assets

All assets held by or for AGP are vested in CEC and shall be handled in accordance with its fiscal policies.

Section 9.3. Fiscal Responsibility

The Board of Trustees shall oversee the funds and assets of AGP and shall direct their management by the Secretary/Treasurer. No AGP Officer, Trustee, Diplomat, or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way to financially bind CEC. The Board of Trustees shall provide annual financial statements to the CEC Board and shall not administer the funds and assets of AGP contrary to CEC direction.

Section 9.4. Academy Budget

A budget for AGP shall be prepared annually by the Executive Committee. The annual budget shall be reviewed by the Board of Trustees in accordance with established guidelines.

Section 9.5. Records

The Secretary/Treasurer shall keep the financial books and accounts of AGP.

Section 9.6. Reporting

At the close of each fiscal year, the Secretary/Treasurer shall provide a preliminary statement of the affairs of AGP, including a balance sheet and fiscal statement of operations for the preceding year. The report shall be submitted to the Board of Trustees within ninety days of the close of the fiscal year.

Section 9.7. Review of Books

The Secretary/Treasurer shall procure annually an external review of the books and records of AGP. Such review may be performed in conjunction with the annual audit of CEC.

Article 10. Committees

The Board of Trustees may by resolution and at its discretion define, establish, and discharge organizational elements such as councils or committees as necessary or desirable to conduct the affairs of AGP. Unless otherwise provided by the Bylaws, committee members are nominated by the President with confirmation by the Board of Trustees to a term of three years and shall be eligible for reappointment to one additional term. Unless otherwise provided by the Bylaws, committee chairs are nominated by the President of the Board of Trustees, with the confirmation of the Board of Trustees, to a term of two years. Reappointment of chairs following completion of their two-year term may be permitted if approved by a three-quarter majority vote of the Board of Trustees.

All appointees serve at the pleasure of the Board of Trustees. The President, at any time and with the confirmation of the Board of Trustees, may replace a committee member for inadequate performance. The organization and operation of the committees shall conform to the policies and procedures established by the committees and approved by the Board of Trustees. All committee members and chairs shall be Diplomates in good standing of AGP.

Section 10.1. Admissions Committee

The Admissions Committee shall consist of a chair and at least two other Diplomates of AGP. The President-Elect shall serve as a member and as liaison to the Board of Trustees. The committee shall:

- Review all applications and determine the eligibility of each applicant for certification.

- Determine whether an oral examination may be waived in accordance with Article 8.2 of these Bylaws, or whether some or all of the other application requirements may be waived due to eminence.
- Conduct and evaluate the results of the oral examination of each applicant.
- Make recommendations to the Board of Trustees to issue or not issue certifications to each applicant.

Section 10.2. Executive Committee

The Executive Committee shall consist of the Officers of AGP. The President shall preside as chair and act as liaison to the Board of Trustees. The committee shall:

- Exercise the powers of the Board of Trustees between meetings of the Board of Trustees, in matters which, in the judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board of Trustees. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Trustees and shall be reported to the Board.
- Gather, evaluate, and pass judgment on information furnished by all parties when a complaint is made against a Diplomate. Render a decision on the action to be taken regarding a complaint.

Section 10.3. Nominations and Elections Committee

The Nominations and Elections Committee shall consist of the Immediate Past President, who shall preside as chair and act as liaison to the Board of Trustees, and two Diplomates of AGP appointed by the President. The committee shall guide the nominations and elections of AGP in accordance with Section 6.4 of these Bylaws.

All three members of the Nominations and Elections Committee must be Diplomates in good standing of AGP. The two additional members appointed by the President may not be sitting members of the Board of Trustees. No member of the Nominations and Elections Committee may be nominated for offices under consideration.

Article 11. Administration

Section 11.1. Parliamentary Authority

All meetings of AGP shall be conducted in accordance with Robert's Rules of Order, Newly Revised in all cases in which the rules are not inconsistent with applicable laws, rules, or procedures. The Secretary/Treasurer shall serve as Parliamentarian at all meetings of AGP.

Section 11.2. Conflicts of Interest

A conflict of interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interests of AGP or in which the interests of an individual or another organization has the potential to be placed ahead of the interests of AGP. Any interested party, Officer, Trustee, or Diplomate must disclose to AGP the existence of any actual or potential conflict of interest with all material facts. Action to address the conflict of interest may be taken by the interested party, AGP, or both.

Section 11.3. Indemnification

CEC shall indemnify AGP's Officers, Trustees, and employees against claims for liability arising from the individual's duly authorized duties for or on behalf of AGP, and further provided that the performance

by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which the individual may be entitled lawfully, nor shall anything herein contained restrict the right of AGP to indemnify or reimburse such individual in any proper case to the extent permitted by law even though not specifically herein provided. AGP, its Officers, Trustees, and employees, shall be protected fully in taking any action or making any payment under this Article or in refusing to do so.

Section 11.4. Resignations

Any Officer or Trustee may resign at any time by giving written notice to either the President or to the Secretary/Treasurer. Any such resignation shall become effective immediately upon the date of such notice, or at any later date specified therein. Specific Board of Trustees' acceptance of such resignations shall not be necessary.

Section 11.5. Removal

Any Officer, Trustee, or committee member may be removed from office either for or without cause by a three-quarters majority vote of the Board of Trustees, whenever in the considered opinion of the Board of Trustees such removal is in the best interest of AGP. In all cases, the decision of the Board of Trustees shall be final.

Section 11.6. Vacancies

If the Immediate Past President fails to complete a term, then the President shall perform the duties of the Immediate Past President for the remainder of the term. If the President fails to complete a term, the President-Elect shall perform the duties of the President for the remainder of the term. If the President-Elect fails to complete a term, the President and Immediate Past-President shall jointly submit a nomination for consideration and elevation of a new President-Elect, by a simple majority vote of the Board of Trustees. The new President-Elect shall assume office immediately upon such election. If a Trustee fails to complete a term, the Nominations and Elections Committee may submit a nomination for consideration and elevation of a new Trustee. Election would be by a simple majority vote of the Board of Trustees. The new Trustee shall assume office immediately upon such election.

Article 12. Amendments

AGP's Bylaws may be amended at a duly constituted meeting of the Board of Trustees by an affirmative vote of a three-quarters majority of the Trustees; provided, however, that the precise text of the proposed amendment or amendments has been included in the notice of the meeting at which the voting takes place. No change to the Bylaws becomes effective until the change is approved by CEC.

* * *