BYLAWS
OF
SOCIETY OF CHINESE BIOSCIENTISTS IN AMERICA

ARTICLE I

STRUCTURE

The Society of Chinese Bioscientists in America (the "Society") is a nonprofit corporation organized under the laws of the State of Texas, which has member within the meaning of the Texas Non-Profit Corporation Act (the "TNPCA"). The Articles of Incorporation of the Society (as amended from time to time, the "Articles of Incorporation") were filed in the office of the Secretary of State of the State of Texas on August 8, 1991.

ARTICLE II

PURPOSES

The purposes of the Society are (1) to promote research in biosciences; (2) to encourage advancement of biological and medical knowledge; (3) to improve the qualification and occupational opportunities of its members; (4) to facilitate professional contact among its members; and (5) to establish a spirit of fraternity and international cooperation.

ARTICLE III

MEMBERS

Section 1. Qualifications and Nominations of Members. The membership of the Society shall consist primarily of, but not be limited to, persons of Chinese descent who are interested in furthering the objectives of the Society, each of whom shall be referred to herein as a Member. Membership in the Society shall be open to any individual working in the field of biological research, and to other contributors to the field of biological sciences. Nominees for membership shall be proposed by a Member of the Society and approved by the Membership Committee.

Section 2. **Active Members and Inactive Members.** The membership shall be divided into two categories, which shall be referred to herein as Active Members and Inactive Members. Any Member who is current in his/her payment of annual membership dues, as determined by the Finance Committee, shall be an Active Member. Any Member who is in arrears in his/her payment of membership dues for a period of one fiscal year, as determined by the Finance Committee, or who is the subject of a pending investigation into formal charges filed against him/her in accordance with Article III, Section 5 herein, shall be deemed Inactive Member. An Active Member who requests to be made an Inactive Member due to illness or other reasons judged acceptable by the Council shall be made an Inactive Member for an indefinite period. Inactive Members may not nominate new Members, vote or hold any office in the Society. An Inactive may be reinstated as an Active Members by either paying all past and current dues, or by

decision of the Council and subject to the conditions set forth by it. Any Member who is in arrears in his/her payment of membership dues for a period of two years or more shall be subject to the Society's disciplinary procedures in accordance with Article III, Section 5 herein.

Section 3. Types of Active Members. Active Members shall be categorized as follows:

Regular Member - Member who resides in the North America Continent.

Life Regular Member - Member who resides in the North American Continent and has paid the lump sum payment as specified by the Council.

International Member - Member who resides outside the North American Continent.

Life International Member - Member who resides outside the North American Continent and has paid the lump sum payment as specified by the Council.

Student Member - Member who is a student residing anywhere in the world. A student is defined as an individual who is enrolled *full* time in any accredited educational institution and is not employed *full* time.

Corporate Member - A company or corporation that has been specified by the Council.

Sponsor Member - An individual not engaged in biological research who has made a substantial financial contribution to the Society, whose membership shall be specified by the Council.

Honorary Member - An individual who may or may not engage in biological research, but who has made a substantial contribution to biological research, whose membership shall be specified by the Council.

Member Emeritus - An individual who is a Member of the Society and has retired from full-time employment.

The North American Continent is an arbitrarily selected geographical boundary. A Regular Member or Life Regular Member who establishes residency outside of North America shall automatically be considered an International Member or Life International Member, respectively. Conversely, an International Member or Life International Member who establishes residency in North America shall automatically be considered a Regular Member or Life Regular Member, respectively.

Section 4. Membership Dues. The dues for the various classifications of membership shall be determined annually by the Council upon its consideration of the recommendations of the Finance Committee. A newly elected Member shall pay his/her dues upon election to membership, and shall not be entitled to the privileges of membership until such dues have been paid. Following the initial year of membership, annual dues shall be due and payable by the 31 st day of January of each year. Proration of membership dues shall not be allowed.

Section 5. Discipline of Members. Members shall perform all duties for the Society as well as conduct their own professional activities in an ethical and professional manner. An Active Member may recommend any Member to the President of the Society for disciplinary action for conduct inconsistent with the purposes of the Society. All such charges shall be submitted to the President in writing. The President shall refer all matters of discipline to the Council, which shall notify the Member in question in writing and secure statements concerning the matter from the complaint and from the Member in question. Upon completion of the Council's investigation, by a majority vote, the Council may reprimand, suspend or expel the Member for: (1) violation of the regulations of the Society, including failure to pay membership dues for a period of two years or more, (2) conduct inappropriate for membership in the Society or (3) criminal conviction in a court of law; provided, however, in the case of a pending expulsion, the Member shall be notified in writing and granted a hearing before the Council not sooner than 30 days, but not later than 90 days, following such notification. Furthermore, expulsion shall require a confirmatory vote of two-thirds return ballot of the Active Members. No part of the annual dues or the life membership dues shall be refundable upon suspension or expulsion from the Society.

Section 6. Resignation. An Active Member may resign from the Society at any time by notifying the Executive Director in writing. No part of the annual dues or the life membership dues shall be refunded upon resignation from the Society.

Section 7. **Membership Meetings.** The membership of the Society shall hold an annual meeting (the "Annual Meeting") in conjunction with the Council Meeting. Other meetings of the Society may be held at such times and places as may be determined by the Council Notice of the time and place of such meetings shall be sent to all members of the Society at least four (4) weeks in advance of the meeting. Twenty-five (25) Members shall constitute a quorum for the transaction of business.

ARTICLE IV

OFFICES

Section 1. Principal Place of Business. The principal place of business of the Society shall be located at such place, either within or without the State of Texas, as shall be designated from time to time by the Council. The Society may have such other offices, either within or without the State of Texas, as the Council may determine or as the affairs of the society may require from time to time.

Section 2. Registered Office and Registered Agent. The Society shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Society's registered office, as required by the TNPCA. The registered office may but need not be identical with the principal office of the Society, and the address of the registered office may be changed from time to time by the Council in accordance with applicable laws.

ARTICLE V

COUNCIL

Section 1. Powers. The property, business, and affairs of the Society shall be managed and controlled by the Council, and subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws, the Council shall exercise all of the powers of the Society.

Section 2. Number. The Council shall consist of twelve (12) members, which shall be those persons holding the following positions in the Society: President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Nominating committee Chairperson, Membership Committee Chairperson, and four (4) Councilors. The number of members of the Council may be increased or decreased (provided such decrease does not have the effect of shortening the term of any incumbent member) from time to time by amendment of the Bylaws in accordance with the provisions of Article XI, provided that the number of the Council shall never be less than three (3). An individual may not hold more than one (1) position on the council at a time.

Section 3. Councilors. Two Councilors shall be elected every other year by mail ballot to serve for a period of four years and shall assume office on the 1 st day of January of the following year. Councilors shall not be eligible for immediate reelection without limitation, (i) serving on the council and attending each meeting of the Council, (ii) advising the President with respect to financial matters, the Society's publications, national and international issues that may affect the future of the Society and other matters relating to the Society, the local chapters and the membership, and (iii) serving as liaisons to other scientific and professional societies.

Section 4. Term. Each member of the Council shall hold office until his/her successor has been elected and qualified, or until his/her earlier death, resignation, or removal.

Section 5. Removal. A Council member may be removed from office, with or without cause, by the affirmative vote of three-fourths (3/4) or more of the other Council members or the Active Members.

Section 6. Meetings of the Council. The Council may hold meetings, maintain an office, and keep the Society's books and records at such place or places within or without the State of Texas as the Council may form time to time determine; provided, however, that in the absence of any such determination, such place shall be the Society's principal office as determined in accordance with Article IV, Section 1 herein.

Section 7. Council Meetings. The annual meeting of the Council ("Council Meeting") shall be held at such time and place as shall be designated form time to time by resolution of the council or, if not so designated, shall coincide with the meeting of the Annual Federation Association of the Societies for Experimental Biology, for the purpose of transacting such business as may be properly brought before such Council Meeting. Notice of Council Meetings shall be required.

Section 8. Special Meetings. Special meetings of the Council ("Special Meetings") shall be held at such times and places as shall be designated from time to time by the President.or, on the written request of any two (2) Council members, by the Secretary. Notice of Special Meetings shall be required.

Section 9. Notice of Meetings. The Secretary shall give notice of the time and place of each Council Meeting and Special Meeting to each Council member in person, or by mail,

telegraph, or telephone, at least fifteen (15) days prior to such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Society's purposes may be considered and acted upon at such meeting. At any such meeting at which every Council member shall be present even though without notice, any matter pertaining to the Society's purposes may be considered and acted upon.

Section 10. **Quorum.** A majority of the then acting Council members shall constitute a quorum for the consideration of any matters pertaining to the Society's purposes. If at any meeting of the Council there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater member is required by law, the Articles of Incorporation, or these Bylaws.

Section 11. Voting. A Council member may vote in person or by proxy executed in writing by him/her. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

Section 12. Conduct of Business. At meeting of the Council, matters pertaining to the Society's purposes shall be considered.

At all meetings of the council, the President shall preside, and in the absence of the President, a Council member shall be chosen to preside by the Council from among the Council members present.

The Secretary of the Society shall act as secretary of all meetings of the Council, but in the absence of the Secretary, the President may appoint any person to act as secretary of the meeting. The President shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business.

Section 13. Compensation of Council Members; Expenses. Persons serving as Council members shall not receive any salary or compensation for their services as Council members; provided, however, that nothing contained herein shall be construed as precluding any Council member from receiving compensation in a reasonable amount for personal services rendered (other that services rendered as a Council member) that is reasonable and necessary in carrying out the Society's purposes as the Council may from time to time determine. A Council member shall be entitled to reimbursement for reasonable expenses incurred by him/her in carrying out his/her duties as a Council member.

ARTICLE VI

COMMITTEES

Section 1. Eligibility. Only Regular Members and Life Regular Members shall be eligible for election or appointment to the committees of the Society.

Section 2. Nominating Committee. A Nominating Committee of five (5) Members of the Society who hold no other elective office shall be elected by mail ballot each even numbered year ("even year") from a list of eight candidates to be nominated by the existing Nominating Committee and voted upon by the membership. The five nominees who receive the highest number of votes shall be declared elected; the one receiving the most votes shall serve as the

Chairperson. Nominating Committee members shall assume their responsibility on January 1 immediately following the year of their election for a two-year term. It shall be the responsibility of the Nominating Committee to notify and nominate potential candidates for elected offices of the Society.

Each even year, the Chairperson of the Nominating Committee shall call for nominations from the membership for candidates for elected offices in the Society. Nominations shall be closed prior to February 15 to allow the Nominating Committee sufficient time to propose an official ballot and provide the nominees with brief curriculum vitae for each of the offices vacated. It shall be the responsibility of this committee to determine the eligibility of the nominees and ascertain that the nominees are willing to serve. For each position to be filled, the ballot shall contain two nominations by the Nominating Committee, as well as a space for one write-in candidate. The Nominating Committee shall present its proposed ballot to the Council for final review and approval prior to submission to the membership for the election of officers. Upon such Council approval, the official ballot shall be presented by the Chairperson of the Nominating Committee during the Annual Meeting and each candidate shall be given the opportunity to speak. The Executive Director shall forward the official ballot to all Active Members on or before May 15 for a vote by mail The ballots shall be opened by the Executive Director in the presence of at least one other Council member or person designated in writing by a Council member. The results of the election shall be tabulated and announced by mailed notice by the Executive Director

Section 3. Finance Committee. The Finance Committee shall consist of the TreasurerElect, the Treasurer, the Immediate Past Treasurer and two (2) members appointed by the Council. The Treasurer of the Society shall serve as Chairperson. The Finance Committee shall be responsible for (i) collection membership dues, (ii) maintaining an accurate list of those Members who are in arrears in payment of dues and advising the Council of any Member who is in arrears for a period of two years, and therefore subject to disciplinary action in accordance with Article III, Section 5 herein, (iii) Preparing and submitting to the Council an annual recommendation for the amount of membership dues, (iv) monitoring the finances of the Society, and (v) advising the Council on matters of raising revenue and fiscal policy. As Chairperson of the Finance Committee, the Treasurer shall present a financial report at each Annual Meeting and Council Meeting. Such report also shall be published in the Society's Newsletter.

Section 4. Membership Committee. The Membership Committee shall consist of three (3) Active Members who hold no other elective office in the Society. One member shall be elected each year by mail ballot, and each shall serve for a three year term beginning January 1 following the year of his/her election. The most senior member shall serve as the Chairperson of the Membership Committee. The Membership Committee shall organize national and local membership drive activities, review and approve membership applications, review and present the record of problems with Members for possible Council action or expulsion, and work closely with the Executive Director in updating membership profiles and publishing the membership directory. The Membership Committee shall also act as a liaison to the local chapters and international membership nominees to serve as officers and representatives of the Society. The Membership Committee shall also identify and recruit individuals with special scientific and technical expertise by nominating them for membership in the Society.

Section 5. Long-Range Planning Committee. The Long-Range Planning Committee shall consist of such persons appointed from time to time by the affirmative vote of a majority of the Council. The number of Long-Range Planning Committee members may be increased or

decreased from time to time by the affirmative vote of a classified, with respect to the time for which they severally hold office, into three classes as nearly equal in number as possible. The first class shall be originally appointed for a term expiring on the lst day of January, 1994, the second class shall be originally appointed for a term expiring on the 1st day of January, 1995, and the third class shall be originally appointed for a term expiring on the 1st day of January, 1996. with Long-Range Planning Committee members of each class to hold offices in any event until their successors have been appointed, or until their earlier death, resignation. or removal. Following the expiration of the term of appointment of the initial members of each class subsequent appointees shall serve for a term of two (2) years. Any Long-Range Planning Committee member may be removed by the Council with or without cause and any vacancy occurring in the Long-Range Planning Committee shall be filled by the affirmative vote of a majority of the Council.

The Long-Range Planning Committee shall upon request of the Council, advise and assist the Council on such matters as the Council may designate. The Long-Range Planning committee may hold meetings at such time and place as may be determined form time to time by the Council, provided, however, in the absence of such determination, such place shall be the Society's principal office as determined in accordance with Article III, Section 1 herein. The Secretary shall give notice to Long-Range Planning Committee members of the time and place of each Long-Range Committee meeting as far in advance as practicable before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Long-Range Planning Committee's purposes may be considered and acted upon at such meeting. At any meeting at which every Long-Range Planning Committee member shall be present, even though without notice, any matter pertaining to the Long-Range Planning Committee's purposes may be considered and acted upon. A majority of the then acting Long-Range Planning Committee members shall constitute a quorum for the consideration of any matters pertaining to the LongRange Planning Committee's purposes. If at any meeting of the Long-Range planning Committee there is less than a quorum present, a majority of those present may adjourn the meeting form time to time. A Long-Range Planning Committee member may vote in person or by proxy executed in writing by such individual.

Unless the Council designates a member of the Long-Range Planning Committee, the President shall act as chairman of all meetings of the Long-Range Planning Committee at which such individual is present; in the absence of a person designated by the Council and the resident, a chairman shall be chosen form among the Long-Range Planning Committee members present. The chairman of any meeting of the Long-Range Planning Committee shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business. The Long-Range Planning Committee shall keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Society, and report the same to the Council at its next succeeding meeting.

Members of the Council shall be invited to attend all meetings of the Long-Range Planning Committee.

Section 6. Program Committee. The Program Committee shall consist of those persons appointed form time to time by the Council to coordinate the Society's activities relating to the Biannual International Symposium.

Section 7. Other Committees. Other committees map be designated and members appointed by a resolution adopted by the Council, or by the President if authorized by a

resolution of the Council or by these Bylaws. Membership of such committees may, but need not, be limited to Council members.

Section 8. Procedures; Meetings; Quorum. Any committee created by the Council or these Bylaws, unless otherwise expressly provided herein, shall (a) have a chairperson designated by the Council, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Council, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Society and report the same to the council at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures or these Bylaws or by the Council.

The Council may designate one or more Council members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified form voting, whether or not constituting a quorum, may unanimously appoint the designated alternate Council member to act at that meeting in the place of the absent or disqualified member.

ARTICLE VII

OFFICERS

Section 1. Number, Titles, and Term of Office. The officers of the Society shall consist of a President, a Secretary, a Treasurer, and such other officers and assistant officers as the Council map from time to time elect or appoint. Such other officers and assistant officers shall have such authority and responsibility as may be assigned to them by the Council. An individual shall not hold more than one (1) elective office at a time. Each elected office shall be filled by election by the Members each even year in accordance with Article VI, Section 2 herein. Except for those officers holding office at the time of adoption of these Bylaws, the term of office for each officer shall be two years, or until such officer's successor is duly elected and qualified; provided however, each individual elected as President, Secretary or Treasurer shall serve as President-Elect, Secretary-Elect or Treasurer-Elect, (collectively the "Officers-Elect") respectively, for a two-year period beginning on the 1 St day of January following his/her election On the 1 st day of January following such two-year period, the individual elected shall assume the position to which he/she has been elected, and shall hold such office for a two year term, until his/her successor has been duly elected and qualified. The primary responsibility of the OfficersElect shall be to serve as members of the Council. The term of office for those officers holding office at the time of adoption of these Bylaws shall end on the date his/her successor has been duly elected and qualified.

Section 2. Removal. Any officer or agent or member of a committee elected or appointed by the Council may be removed by the Council, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Society may be filled by the Council.

Section 4. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Council. Subject to the control of the Council the Presided shall have general executive charge, management, and control of the properties, business, and operations of the Society with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Society subject to the approval of the Council; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Council.

Section 5. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Society's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Society, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Society in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Council; may sign or cause to be signed all receipts and vouchers for payments made to the Society either alone or jointly with such other officer as may be designated by the Council; whenever required by the Council, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly In the Society's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Society; shall perform all acts incident to the position of Treasurer subject to the control of the Council; and shall, if required by the Council, give such bond for the faithful discharge of such officer's duties in such form as the Council may require.

' Section 6. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the council in books provided for that purpose; shall attend to the giving and serving of all notices; shall organize the Council Meeting and all Council meetings; in furtherance of the Society's purposes and subject to the limitations contained in the Articles of Incorporation, may sign with the President in the name and on behalf of the Society and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Society; shall have charge of the Society's books; records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Council may direct, all of which shall be open at reasonable times to the inspection of any Member upon application at the Society's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Council.

ARTICLE VIII

APPOINTED POSITIONS

Section 1. Number, Titles. The Council shall appoint a Newsletter Editor, an Executive Director, two (2) Finance committee Members, Long-Range Planning Committee members and such other positions as the Council shall deem advisable from time to time

Section 2. Newsletter Editor. The Newsletter Editor shall be responsible for timely publication of the Society's Newsletter and dissemination of information to the membership.

Section 3. Executive Director. The Executive Director shall be responsible for the operation of the National Office, for carrying out the charges of the Council, and for the preparation of position papers for the Council's consideration. The Executive Director shall be appointed by the Council and shall participate in all meetings of the Council as a non-voting member.

Section 4. Finance Committee Members. The Finance Committee members shall serve on the Finance Committee in accordance with the provisions of Article V, Section 3 herein, and shall serve for a term of two (2) years.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1, Fiscal Year. The Society's fiscal year shall be calendar year.

Section 2. Seal. The Society's seal, if any, shall be such as may be approved from time to time by the Council.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person of Member entitled thereto at such person's post office address, as such appears in the records of the Society, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. Any Council member or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Council or Committees; Telephone meetings. Any action required by law or these Bylaws to be taken at a meeting of the Council, or any committee, or any action which may be taken at a meeting of the Council, or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be
taken, shall be signed by all of the Council, or members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of incorporation or these Bylaws, members of the Council, or members of any committee may participate in and hold a meeting of such Council, or committee, as the case may be, by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall

constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE X

INDEMNIFICATION OF COUNCIL MEMBERS AND OFFICERS

The Society shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Council member, officer, employee or agent of the Society (or any person who is or was serving at the request of the Society as a Council member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Society shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Council may determine form time to time. The Society shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Society would have the power to indemnify such person under the forgoing provisions.

ARTICLE XI

AMENDMENTS

Adoption, alteration or repeal of By-Laws may be moved at any meeting of the Council provided that the Council members are advised of the substance of the motion in writing 20 days `before the meeting. Amendments may be proposed by any Regular or Life Regular Member at least three months before the council Meeting. Upon a favorable vote of two-third of Council present, the motion shall be submitted to the membership at large by mail ballot. Final passage shall require a three-fifths majority vote of the Regular and Life Regular Members responding within 30 days after submission.