



BYLAWS of the PORTABLE SANITATION ASSOCIATION INTERNATIONAL

A Non-profit Corporation

Article I: ORGANIZATION

Section 1. Name. The name of this organization shall be the Portable Sanitation Association International, Inc. (hereinafter “PSAI” or “Association”).

Section 2. Location. The principle office of the Association shall be located according to the determination of the Board of Directors. The Association may have offices in addition to its principal offices as may be designated from time to time by the Board of Directors.

Section 3. Seal. The Association shall have a seal of such design as the Board of Directors may adopt.

Section 4. Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state and local anti-trust laws, trade regulations, and similar rules. The organization shall take no action that is inconsistent with the requirements of maintaining status as a non-profit corporation.

Section 5. Federation. The Association may charter regional or local chapters. Chapters shall be formed and maintained according to guidelines set and revised from time to time by the Board of Directors. All Chapters will adhere to the purposes and restrictions of the Association.

Article II: PURPOSE

The PSAI is organized for the general purpose of considering and dealing with the common problems of the Association’s Members in the portable sanitation industry. In addition, the PSAI’s objectives and purposes shall be as follows.

- (a) Assisting Members in building successful businesses and serving as respected community partners.
- (b) Preserving lives and improving experiences by providing clean, safe portable sanitation through our Member companies.
- (c) Increasing understanding of the role portable sanitation can play in addressing global public health challenges.
- (d) Expanding and improving portable sanitation facilities worldwide.
- (e) Serving as the authority within our industry in establishing and evolving best practices.

Article III: MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Association is limited to individuals and firms engaged in the portable sanitation industry who have currently paid dues and are in compliance with the Association's rules, both as established and amended from time to time by the Board of Directors.

Section 2. Membership Classes.

2.1 Regular/Operator. Any person, firm, or corporation engaged in the portable sanitation industry as a provider of portable restrooms for use by the public and/or a provider of service for portable restrooms being used by the public is defined as an operator and is eligible for regular membership.

2.2 Supplier. Any person, firm or corporation engaged in the manufacture or distribution of equipment, material and supplies, services or consultation to operators, other suppliers, non-governmental organizations and governmental agencies is defined as a supplier and is eligible for membership in this category.

2.3 Broker. Any person, firm, or corporation, which acts as the agent of, or functions as the intermediary for, one or more operators or suppliers while neither owning nor being an employee of those companies is eligible for membership in this category.

2.4 Affiliate. Any entity not eligible for membership in the Association under any other category is eligible for Affiliate Membership in this Association upon being duly elected by the Board of Directors. The Board shall review the status of the persons, firms or corporations listed as Affiliate Members annually and may, at its own discretion, renew, revise or revoke Affiliate status.

2.5 Honorary. Any individual whom the Board of Directors, in its discretion, has conferred Honorary Membership on the basis of his or her contribution to the industry. Honorary Membership may be bestowed at any time.

Section 3. Representation and Voting Rights.

3.1 Official Representative. Each individual, entity, firm or corporation granted membership, regardless of class, shall appoint and certify to the Association a person who shall represent and act for the Member in all affairs of the Association.

3.2 Voting Rights - Regular/Operator. Each regular/operator Member is entitled to one vote on each occasion for which a vote of the entire membership is required or prescribed. The official representative shall be eligible to cast the vote on behalf of the regular/operator Member.

3.2.1 Regular/Operator Members' Subsidiary Organizations, Franchisees, Partners and Associated Entities. If a person, firm or corporation holding a regular/operator membership or wishing to apply for a regular/operator membership has or acquires more than a 24% ownership interest in one or more other entities engaged in the industry, the entities shall be considered as associated or related. Only one

regular/operator membership may be held among the group of associated or related entities, and a single vote may be cast by the group on issues to be decided by the membership.

3.2.1.1 The associated group may decide which operator entity is to hold the regular membership and shall advise the Association of the selection within sixty (60) days of the association.

3.2.1.2 If the group fails to advise the PSAI within sixty (60) days, or fails to advise the PSAI prior to the date of an election or ballot issuance if the scheduled date occurs sooner than 60 days after the group's association, the Board of Directors may determine which entity is to hold the regular membership and to vote on behalf of the group.

3.2.1.3 If the associated entities held more than one membership, regardless of type, at the time of their association, the memberships of the other entities shall be terminated.

3.3 Voting Rights - Other Membership Classes. No organizational representative of membership classes representing entities other than operators shall have the right to vote or hold office unless otherwise provided in these bylaws.

Section 4. Resignation. Any Member may resign by filing a written resignation with the Association, but such resignation shall not relieve the Member of the obligation to pay any charges theretofore accrued and unpaid.

Section 5. Removal. Members of any classification may be removed from membership for cause by a two-thirds vote of the Board of Directors.

Section 6. Interest. All rights, privileges and interest of a Member in or to the PSAI shall cease on termination of membership.

Article IV: DUES AND FEES

Section 1. Establishment of Dues. Dues and fees shall be determined by the Board of Directors.

Section 2. Delinquency and Cancellation. Members who fail to pay their dues within thirty (30) days of the due date shall be notified of delinquency and, at the discretion of the Board, late fees may be assessed. If payment is not made within the succeeding thirty (30) days the Member shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a Member and for good cause shown.

Section 3. Refunds. No dues or part of dues shall be refunded to any Member whose membership terminates for any reason.

Article V: MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by 25 regular/operator Members, within 30 days after the filing of such a request with the PSAI. Notice of any special meetings shall be provided with a statement of time and place of the meeting and information as to the subject or subjects to be considered. Meeting by electronic or telephonic means is permissible. No other business may be considered at a special meeting.

Section 3. Notice of Meetings. Thirty (30) days notice shall be given of the annual meeting and seven (7) days notice shall be given for special meetings. Notice may be provided via any and all means described in Article X, Section 1 of these bylaws.

Section 4. Quorum. The greater of ten (10) regular/operator Members or ten percent (10%) of the regular/operator Members registered to attend any membership meeting of the Association shall constitute a quorum. In case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 5. Order of Business. The order of business at meetings shall be determined by the President of the Board of Directors. The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

Section 6. Manner of Voting.

6.1 At Meetings. At all meetings of the Association, issues requiring a vote for resolution shall be referred to the eligible voting Members there present for a voice vote or a show of hands to determine the majority position.

6.2 Election of Directors. Election of Directors of the Association shall require a secret ballot and may occur outside a membership meeting according to procedures set forth by the Board of Directors.

Section 7. Placing of Urgent Questions before the General Membership. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the Directors, may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by e-mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by return e-mail within two (2) working days (48 working hours) after such submission to the membership shall have been made. Any and all action taken in pursuance of a majority e-mail vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting. The issue, motion, and results of such votes shall be documented and placed in the Association's permanent records.

Article VI: BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The Board of Directors, acting as a body, shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds including the acquisition and sale of property. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

1.1 Staff. The Board may hire a staff executive who shall be responsible for the hiring, supervision, and termination of all other staff. S/he will conduct the affairs and carry out the strategic priorities of the PSAI in a manner consistent with the laws of all relevant jurisdictions.

1.2 Board Approval of Compensation. The compensation structure for all staff, including the executive, will be included in the annual budget presented to the Board for approval.

Section 2. Board Organization and Terms of Service.

2.1 Composition. The Board membership shall consist of no fewer than three (3) and no more than fifteen (15) Directors. The ratio of regular/operator Directors to Directors from other membership classes shall be maintained at no less than 3 to 1. The staff executive shall serve as a non-voting Member of the Board for the length of his/her tenure.

2.2. Term of Office. Directors shall be elected for a term of three (3) years. Directors may be re-nominated to serve a second three (3) year term at the discretion of the nominating committee.

2.3 Resignation or Removal from the Board.

2.3.1 Voluntary Resignation. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time of acceptance thereof as determined by the President.

2.3.2 Absenteeism. Any Member of the Board of Directors who is absent from two (2) Board meetings in any calendar year for reasons deemed insufficient by the Board shall be deemed to have tendered his/her resignation from the Board and its acceptance shall be automatic.

2.3.3 Change of Employment. Any Director who ceases to be a full-time employee of the Member company which s/he represented at the time of election, or who changes companies and whose new employer is already represented on the Board, shall thereupon relinquish his/her Board seat. Even if the Director's new company is not represented on the Board, the Director shall relinquish his/her Board seat unless (a) s/he was an owner of the prior company or (b) the Board Member's prior employer supports in writing his/her continued service on the Board.

2.3.4 Change of Company Affiliation Status. Only one Board seat may be held among a group of associated or related entities, defined as any group of persons, firms or corporations in which greater than 24% ownership interest is shared. If a group of entities becomes associated and more than one Director from the associated entities is currently serving on the Board, the number of Directors representing the group must be reduced to one (1). Within 60 days of the association or prior to the next Board meeting, whichever shall occur first, the associated group may decide which Board Member shall continue to serve and notify the Board president. The other Member(s) of the Board from the associated entity will be deemed to have tendered his/her resignation(s). If the associated entity fails to notify the Board president of its choice, the Board seat will be filled by the Director from the associated group with the greatest unexpired time remaining in his/her term. Directors or officers required to resign by this provision shall assume the position of Director Emeritus in recognition of service to the Association and Industry. They shall have all rights and privileges of a Board Member except the right to vote, and they shall serve in that capacity until the next Annual Board Meeting.

2.3.5 Other Cause. Any Director may be removed by a majority vote of the Directors at any regular or special meeting, provided the Director in question is notified of such intention at least ten (10) days prior to such action by the Board.

2.4 Succession.

2.4.1 Normal Succession. One-third of the Board shall be elected each year.

2.4.2 Vacancies in Board Seats Held by Regular/Operator Directors. Should an unplanned vacancy occur due to death, resignation or removal of a Regular/Operator Director, a quorum of the Board may, at its discretion, call a special election or appoint an eligible regular/operator Member to fulfill the unexpired Board term. If the unexpired Board term being filled exceeds one (1) year in length, the Member may only be nominated and elected to one additional three (3) year term on the Board unless s/he is elected to serve as an officer. If a vacancy is filled by election when more than one term is open, the candidate receiving the most votes or best ranking shall fill the longest open term.

2.4.3 Vacancies of Directors Representing Other Membership Classes. Should an unplanned vacancy occur due to death, resignation or removal of a Director, a special election shall be held. If the unexpired Board term being filled exceeds one (1) year in length, the Member may only be nominated and elected to one additional three (3) year term on the Board. If a vacancy is filled by election when more than one term is open, the candidate receiving the most votes or best ranking shall fill the longest open term.

Section 3. Eligibility to Serve on the Board.

3.1 General Eligibility. In order to be eligible to serve as a Director, a nominee's firm shall have been a Member of the Association in good standing for at least twelve (12) months prior to the nomination.

3.2 Eligibility after Term Limits or Early Departure from the Board. No Member of the Board of Directors who has served the maximum amount of time for which s/he is eligible under Section 2.2 of this Article, or who has left the Board prior to completing his/her term for any reason other than voluntary resignation, shall be eligible for re-nomination or re-appointment to the Board until at least one (1) year has elapsed since the date of departure from the Board.

Section 4. Election to the Board.

4.1 Schedule. Elections shall be held at least once annually on a schedule prescribed by the Board of Directors. The Board shall be seated at the Annual Meeting of the membership.

4.2 Manner of Election. The Board will prescribe the manner in which voting shall occur. Electronic balloting is permissible.

4.3 Ballots. Regular/operator Members will be provided ballots including regular/operator candidates for the Board. Members in other classes will be provided ballots including candidates for the Board from those classes.

4.4 Cumulative Voting. When more than one Board vacancy is to be filled by simultaneous election, each Member will be entitled one vote per number of open Board seats. Cumulative voting shall not be permitted.

4.5 Compliance with Organizational Policies. As a condition of assuming office, Board Members will agree to comply with the policies of the organization. They will then be allowed to enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified or until they resign from the Board.

Section 5. Board Meetings. Except that the Board shall have regular meetings at the time and place of the Annual Meeting, the Board shall meet upon call of the President at such reasonable time and place as its Members may designate, and shall also be called to meet upon demand of a majority of the Board Members. Such meetings may be held in person or by teleconference.

5.1. Notice of Board Meetings. Notice of all meetings of the Board of Directors shall be sent at least ten (10) days in advance of such meetings. Notice may be provided via any and all means described in Article X, Section 1 of these bylaws.

5.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place. Such meetings may be held in person or by teleconference. Notice of any extraordinary meeting of the Board of Directors shall be given at least two (2) working days prior to the event. Notice may be provided via any and all means described in Article X, Section 1 of these bylaws.

5.3 Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

Section 6. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a Committee thereof may be taken without a meeting if a majority of Directors or Committee Members approves the action. Such approval shall be placed in writing, be signed by the Director or Committee Member, and have the same effect as a vote of Directors or Committee Members at a meeting. Voting in this matter may take place electronically and should be closed within two (2) working days (48 working hours) of the time the balloting commenced. Votes not made within this time period will be counted as abstentions. The results of such votes shall be documented and placed in the Association's permanent records.

Section 7. Voting. All Members of the Board of Directors shall be entitled to one vote on any question before the Board. Voting by proxy is not allowed. In the event of a tie, the President shall have the tie-breaking vote. All actions of the Board of Directors or a committee thereof shall be determined by a majority of the votes cast, except as otherwise required by the Bylaws.

Section 8. Compensation. Directors shall not receive compensation for their work as Directors, but the Board may, by resolution, authorize reimbursement of Directors' extraordinary expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses.

ARTICLE VII: OFFICERS AND THEIR DUTIES

Section 1. Elected Officers. The elective officers of the Association shall be a President, a Vice President, a Treasurer and a Secretary. These officers shall be elected by the Board of Directors from among its eligible regular/operator Board Members to serve one year terms which they assume each year at the Annual Meeting.

1.1 The Vice President shall be elected by the Board of Directors pursuant to procedures adopted by the Board of Directors, provided, however, that such person must have served at least 2 years as a director of the PSAI and is both willing and able to succeed to the Presidency.

1.2 The terms of the President, Vice President and Immediate Past President may be extended by one year if required for continuity or until successors are duly elected and qualified.

1.3 The Treasurer and Secretary may serve for two consecutive terms after which they must relinquish office for a minimum period of one term.

Section 2. Officer Vacancies. Vacancies in any office may be filled for the balance of the term thereof by a majority vote of the Directors at any regular or special meeting.

Section 3. Duties of the President. The President shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a Member ex-officio, with right to vote, of all committees except the Nominating Committee. The President shall set the agenda for meetings of the Board and the membership, make all required appointments of standing and special governance committees, shall

communicate to the Members such matters and make suggestions as may in his/her opinion tend to promote the welfare and increase the value of the association, and perform such other duties as are necessarily incident to the office of President or which may be prescribed by the Board of Directors.

Section 4. Duties of the Vice President. The Vice President shall have such duties as the President or the Board may assign. The Vice President may be delegated by the President to perform the duties of the President in the event of the President's temporary disability or absence from meetings. The Vice President succeeds the President at the end of the President's term or when the position is vacated for any reason.

Section 5. Duties of the Treasurer. The Treasurer shall be responsible for the Association's funds and financial records. S/he shall collect and report, or over see the collection and reporting, of all income and expenditures, shall ensure that proper accounting procedures and internal controls are in place for the organization, and that financial activities are conducted in a manner compliant with the Board's grants of authority. The Treasurer shall work with the staff executive to prepare an annual budget and to report on the financial condition of the PSAI at meetings of the Board of Directors and at other times when called upon by the President. At the end of the fiscal year the Treasurer shall prepare, or cause to be prepared, an annual report which shall be audited by an independent auditor in compliance with Article IX of these bylaws.

Section 6. Duties of the Secretary. The Secretary shall give notice, or cause notice to be given, of all meetings of the Association. S/he will attend all meetings of the Association, keep a record of all proceedings, attest to documents and perform other duties as are usual for the office or as may be duly assigned.

Section 7. Bonding. The Treasurer, Secretary, staff employees, or any other person entrusted with the handling of funds or property of the Association, shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Article VIII: COMMITTEES AND VOLUNTEER GROUPS

Section 1. Executive Committee.

1.1 Composition. The PSAI shall have an Executive Committee comprised of the four (4) elected officers, the senior (i.e., longest-serving) Director representing membership classes other than regular/operator Members, and the most recent Past President. The staff executive shall be a non-voting Member.

1.2 Role. The Executive Committee may act in place and stead of the Board of Directors between meetings on all matters except those specifically reserved to the Board by these bylaws or by the Board's grants of authority to other responsible persons or groups.

1.3 Quorum. Four (4) Members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by four (4) Members of the Executive Committee.

1.4 Reporting. All actions shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to revision and alteration by the Board of Directors provided that no rights of third persons shall be affected by such revision or alteration. All actions shall be recorded in the minutes of the Board of Directors meeting.

Section 2. Finance and Audit Committee.

2.1 Composition. The Finance and Audit Committee shall be chaired by the Treasurer and include, at a minimum, two other Board Members and one or more regular/operator Members. The Committee may also include the independent auditor and an investment/financial professional serving in advisory roles. The staff executive shall also serve on the committee in a non-voting role.

2.2 Role. The Finance and Audit Committee shall be responsible for all duties assigned to it through the Board's grants of authority, for recommending the independent auditor, and for assisting the Treasurer in his/her role.

Section 3. Nominating Committee.

3.1 Composition. The Nominating Committee be chaired by the Past President and will consist of at least five (5) Members including at least one other Board Member and three (3) Members from the general membership. No more than three (3) current Board Members may serve on the Committee. The staff executive will serve in a non-voting role.

3.2. Eligibility. A Member must be in good standing for two (2) consecutive years prior to serving on the Nominating Committee.

3.3 Role. It is the responsibility of the Nominating Committee to nominate eligible and qualified Members of the Association for openings on the Board of Directors according to the established procedures of the Association.

Section 4. Certification Commission. The Certification Commission shall develop, manage and administer any professional certification programs sponsored by the Association. The Commission shall consist of qualified individuals reflective of the stakeholder population impacted by the credential(s). The Commissioners shall serve terms of three years each on a staggered basis, which upon completion, may be renewed at the discretion of the Commission. The Chair of the Commission shall be appointed by the President. The Commission shall fill its vacancies.

Section 5. Other Governance Committees and Task Forces.

5.1 Establishment. The Board may establish, from time to time, additional committees or short-term task forces accountable to the Board.

5.2 Role. The roles of these groups will be documented in the Board-approved Governance handbook.

5.3 Membership and Terms of Service. The chairs shall be appointed by the President. The terms of office for all committee Members, including the chair(s), shall be one (1) year or until their successors are appointed unless, due to the nature of the task force's assignment and with the consent of the Board, the group remains intact until the completion of their work. All committee Members must be PSAI Members in good standing, although external subject matter experts may advise the committee or task force when needed.

Section 6. Operational/Initiative Committees and Task Forces.

6.1 Establishment. The Board or the staff executive may establish operational committees or task forces to work with the staff on carrying out objectives of the organization as approved by the Board in its strategic plan.

6.2. Role and Deliverables. The roles for these groups will generally be documented in the Operations handbook, and the deliverables will be documents in the annual business plan and budget.

6.3 Membership and Terms of Service. The chairs shall be invited to serve by the President and the staff executive. The terms of office for all committee Members, including the chair(s), shall be one (1) year or until their successors are appointed unless, due to the nature of the task force's assignment and with the consent of the Board, the group remains intact until the completion of their work. All committee Members must be PSAI Members in good standing, although external subject matter experts may advise the committee or task force when needed.

Section 7. Advisory Councils. Councils of advisors to the Board and/or to the staff executive may be established from time to time. The criteria for membership, terms of service, role, and deliverables shall be documented at the time of establishment and placed in the relevant handbook.

Article IX: FINANCE

Section 1. Fiscal Year. The fiscal year shall be determined by the Board of Directors.

Section 2. Audit. The Board of Directors, with advice from the Finance and Audit Committee, will select an independent accounting firm to conduct an annual audit of the PSAI financial statements and to review its internal controls. The audit shall occur in a manner consistent with generally accepted accounting principles, and the auditor shall report his/her findings to the Board of Directors on an annual basis. Any alteration of this section of the bylaws requires a majority vote of a General Membership in favor of the change. Notice of the intent to alter this section must be provided to the full membership with 60 days notice prior to the vote.

Article X: MEANS OF NOTICE AND ATTENDANCE

Section 1. Means of Notice. When notice of meetings or actions is specified and required within these bylaws, notice will be provided at the last recorded address provided by the Member to the PSAI. Notice may be provided by communication delivered personally or sent by surface mail, email, facsimile, telephone or other means of electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage prepaid. If notice is given by email or facsimile, such notice shall be deemed to be delivered when the message is shown as delivered on the sender's computer.

Section 2. Attendance and Participation by Remote Access. A Member may participate in and act at any meeting through the use of a conference telephone or other communication equipment that allows all persons participating in the meeting to communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting by the person or persons so participating.

Article XI: LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. Nothing herein shall constitute Members of the Association as partners for any purpose. No Member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other Member, officer, agent or employee of the Association. Nor shall any Member, officer, agent or employee be liable for their acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of willful malfeasance.

Section 2. Indemnification. Every officer, director, employee and such others as specified by the Board of Directors, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been an officer, director, or employee of the association, whether the person is an officer, director or employee at the time such expenses are incurred, except in such cases wherein the officer, director or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which the indemnified may be entitled.

Section 3. Insurance. The Board of Directors shall have the power to purchase and maintain, at the Association's expense, insurance on behalf of the Association and on behalf of others to the extent that power to do so has been or may be granted by statute, and give other indemnification to the extent allowed by law.

Article XII: PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation or these bylaws.

Article XIII AMENDMENTS

These bylaws, with the exception of Article IX, Section 2, may be amended, repealed or altered, in whole or in part, by a majority vote at any duly organized meeting of the Board of Directors at which two-thirds of the Board of Directors is present provided at least seven days written notice is given of intention to alter, amend, repeal or adopt new bylaws at such meeting. Such action shall be conveyed to the entire membership by posting the updated Bylaws on the PSAI website (www.psaai.org) for all Members to view. Any changes shall be posted within 30 days of alteration.

Altered by vote at Jersey City, NJ 09-22-12

Altered by vote at Myrtle Beach, SC 11-05-13

Altered by vote at Barcelona, Spain 05-16-14

Altered by vote at Boston, MA 05-13-16

Altered by vote via teleconference meeting 02-14-18