

BY-LAWS

Association of Chicago Land Externship & Practicum Training, An Illinois not for Profit Corporation (“ACCEPT”)

ARTICLE I: Offices

Association of Chicago land Externship & Practicum Training, An Illinois Not for Profit Corporation (“ACCEPT”) (heretofore known as “Corporation”) corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state at 17 North Dearborn Street, 15th Floor, Chicago, IL 60602.

ARTICLE II: Mission

Advance the quality of graduate level psychology training through increased communication, collaboration, partnerships, and sharing of best practices between academic programs, training sites, and students; Expand the number of academic institutions/programs and training sites that adhere to a standardized practicum application, interviewing, and offer process that best serves the parallel interests of Students, Training Sites, and Academic Programs, and; Promote best practices in clinical training by offering educational programming to graduate level psychology students and clinical supervisors.

Article III: Members

SECTION 1. CLASSES OF MEMBERS: The Corporation shall have one class of members. The designation and the qualifications of the members shall be as follows: Membership shall be open to individuals who are Training Faculty from clinical, counseling, and school psychology Academic Institutions and Site Directors and Supervisors from doctoral and masters level training sites affiliated or seeking training partnerships with an Academic Institution.

SECTION 2. APPOINTMENT OF MEMBERS: If an Academic Institution contains multiple Programs (i.e., MA, Psy.D., Ph.D., etc.) each institution may designate one delegate as a due paying Member and he or she shall possess voting privileges for all matters of organizational business including elections or each Academic Institution may designate one due paying Member as a delegate from each Program that participates in Academic Training.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP. The board of directors (also known as the “Executive Committee”) by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly or specially constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the board of directors may by the affirmative vote of two-thirds of the members of the Board of Directors reinstate former member upon such terms as the board of directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable. However, in the event that a delegate from an academic institution is no longer associated with that institution the institution may designate an individual who becomes responsible for training or supervision a member as the Member from the institution or program.

SECTION 8. ADVISORY MEMBERSHIP. The qualifications of an advisory member shall be the same as set forth in Section 1 herein. However, the advisory Member may attend and participate in meetings and shall receive notice of meetings but will not pay dues or be entitled to vote.

Article IV: Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held in the second week of May or within four weeks beforehand or thereafter for the purpose of electing directors and the transaction of such other business as may come before the meeting. If such day is a legal holiday, the meeting shall at the same hour on the next day.

SECTION 2. QUARTERLY MEETINGS. The organization shall convene four times per year at regular intervals, with the exact dates to be determined by the Board of Directors. However, each meeting shall aspire to be within the first two weeks of August, November, February and May.

SECTION 4. SPECIAL MEETING. Special meetings of the members may be called either by the president or the board of directors or not less than one-twentieth of the members having voting rights or the purpose or purposes stated in the call of the meeting.

SECTION 5. PLACE OF MEETINGS. The place Board of Directors may designate any place in or within 30 miles of the City of Chicago, Illinois as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

SECTION 6. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of members shall be given by e-mail to each Member and Advisory Member entitled to vote at such meeting not less than 10 days nor more than thirty days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 7. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be consented in writing either (i) by all the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not

less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 8. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 9. QUORUM. The holders of one-tenth of the votes which may be cast at a meeting of members of the corporation, represented in person or by email or other electronic medium, shall constitute a quorum for consideration of such matter at any meeting of members; provided that if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation or these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 10. PROXIES. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period. Members may also submit a vote via email.

SECTION 11. VOTING. Each member shall be entitled to one vote in each matter submitted to vote at a meeting of members. Each member may vote either in person, by proxy or email.

SECTION 10. INSPECTORS. At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION 11. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot.

Article V:
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board of Directors (also known as the "Executive Committee). A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

SECTION 2. NUMBER AND QUALIFICATIONS. Directors need not be residents of Illinois or members of the corporation. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of the incumbent director. The organization is led by the Board of Directors comprised of officers and chairs of standing committees. The President, Vice President and Past President hold one year terms. The Secretary and Treasurer each hold a two-year term. Board of Directors members cannot simultaneously hold two Board of Directors offices, and they must agree to uphold and advance the mission and bylaws of the organization.

SECTION 3. CHAIRS OF STANDING COMMITTEES. Upon receiving nominations for open chairmanships, the officers of the Board of Directors will determine who becomes appointed through voting by secret ballot in a closed committee meeting.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Written notice of any special meeting of the board of directors shall be given at least five days previous thereto by e-mail, fax, in person or by mail to each director except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as shown by the records of the corporation, with postage thereon prepaid. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the members unless the articles of

incorporation, a statute, or these by-laws provide that a vacancy or a director ship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The board of directors shall serve without compensation. This section shall not preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore. Except the directors may be reimbursed for expenses incurred and pre-approved by resolution of the board of directors.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered Or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The number of directors shall be five including 1) President, (2) President-Elect, (3) Past President, (4) Secretary, and (5) Treasurer and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors.

SECTION 2. ELECTION AND TERM OF OFFICE. Each Officers of the corporation shall be elected as stated herein. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Election of an officer shall not of itself create contract rights. Any member or advisory member may be nominated for Board of Directors positions by any other member of the organization, and self-nominations are encouraged. Nominees may accept or decline the nomination. The nomination process shall be conducted at the annual Winter meeting via email. The President Elect shall contact the nominees to determine whether they accept or decline. In the event all nominees decline the nomination, the nomination process shall be repeated. A ballot shall be circulated not less than sixty days prior to the Annual Meeting and at the Annual Meeting the newly elected officers shall be named. Any member of the organization may challenge the results of the election within 10 business days of the results being published, after which the ballots shall be destroyed.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be best served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall be the principal officer of the Board of Directors and shall, in general, supervise all of the business and affairs of that committee. The President shall preside at all meetings of the membership and in general performs all duties incident to the office of President. The President shall assume his or her one year position at the annual Spring meeting subsequent to his or her one-year term as President-Elect. Should the President be unable or unwilling to complete her or his term of office, the President-Elect will become the President for the remainder of the term of office and will assume the rightful position as President in the subsequent term of office.

SECTION 5. PRESIDENT-ELECT. The President-Elect shall coordinate annual elections and perform duties assigned by the president. In the absence of the President or in the event of the President's inability to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall commence his or her one-year term at the annual meeting subsequent to an election.

SECTION 6. PAST PRESIDENT: In the absence of the President's or President Elect's inability to act, the Past President shall perform the duties of the President as described above. The Past President serves in an advisory capacity to the Board of Directors and performs other duties assigned by the President. If the Past President is unable or unwilling to complete their term of office, the position will remain vacant until it is assumed by the President the following year. The Past President shall assume his or her one-year term as Past President at the conclusion of his or her term of President at the Annual Meeting.

SECTION 7. SECRETARY: The Secretary shall take minutes at all organization meetings and be responsible for facilitating mass e-mail communication with the general membership, and perform other duties assigned by the President. If the Secretary is unable or unwilling to complete his or her term of office, the President shall appoint an Acting Secretary and conduct an election for a new Secretary at the earliest possible time. The new secretary shall then serve out the remaining term of office. The Secretary shall commence his or her two-year term at an annual meeting subsequent to election

SECTION 8. TREASURER: Manages the organization's finances and perform other duties assigned by the President. The Secretary assume their two year positions at the annual meeting. If the Treasurer is unable or unwilling to complete their term of office, the President shall appoint an Acting Treasurer and conduct an election for a new Treasurer at the earliest possible time. The new Treasurer shall then serve out the remaining term of office. The Treasurer shall commence his or her two-year term at an annual meeting subsequent to election

SECTION 9. COMMITTEE CHAIRS: In addition to responsibilities of coordinating their respective committees, the Chairs of standing committees shall serve as members of the Board of Directors and perform other duties assigned by the President. Chairs of standing committees are appointed by the Board of Directors for two year terms after which they may be appointed for subsequent terms of office. If a Committee Chair is unable or unwilling to fulfill their responsibilities, the Board of Directors shall appoint a new Committee Chair.

SECTION 10. SALARIES. The officers shall serve without compensation. This section shall not preclude any officers from serving the corporation in any other capacity and receiving reasonable compensation therefore. The officers may be reimbursed for expenses incurred and pre-approved by resolution of the board on behalf of the corporation.

**Article VII:
COMMITTEES, COMMISSIONS AND ADVISORY BOARDS**

SECTION 1. COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such

other persons as the board of directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee, advisory board or commission shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7. RULES. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

SECTION 9. STANDING COMMITTEES. The corporation shall maintain the following standing committees which shall be subject to the terms herein:

Part A. Student Executive Board. The Student Committee is comprised of student representatives from various programs throughout the Chicagoland area. The purpose of this committee is to gather the opinions of students about current ACEPT processes and provisions, as well as ideas about how ACEPT can best serve the student bodies. Members are asked to reach out to their respective student bodies to gather a general understanding of student opinions, needs, and ideas about the role of ACEPT in their training and professional development. The inclusion of this committee allows for the dissemination and inclusion of student perspective that is of integral importance to the purpose and objective of ACEPT. Students are encouraged to contact their respective representative or the ACEPT Student Executive Board Chair with any feedback.

Part B. Membership Committee. The Membership Committee is responsible for maintaining updated contact information for all ACEPT members, assisting current and potential members with membership questions, and reaching out to potential ACEPT members to discuss the benefits of ACEPT membership.

Part C. Professional Development Committee. The Professional Development Committee is responsible for coordination of the annual ACEPT conference and the professional development speakers at the ACEPT quarterly meetings. These programs provide professional development opportunities while earning CE credits. In addition, this committee coordinates the details of the annual ACEPT practicum fair, and strives to strengthen the relationships between students, training sites, and academic programs through educational activities that serve the broader training community.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officer's agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Certificates of Membership

SECTION 1. CERTIFICATES OF MEMBERSHIP. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary, and may bear the corporation's seal, which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time. Minutes shall be circulated to each Member within three weeks after a meeting via email and Members shall have seven days when to submit proposals for changes to the minutes and the secretary shall finalize the meeting for the most recent meeting within seven days thereafter.

ARTICLE XI Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE XII Dues

SECTION 1. ANNUAL DUES. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the board of directors in the manner provided in Article II of these by-laws.

ARTICLE XIII Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof 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 the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV Indemnification

To the fullest extent permitted by law, the corporation shall indemnify and advance and pay indemnification expenses to its directors, officers, employees and agents and to any person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XV

Dissolution

Upon dissolution of the corporation, the assets of the corporation remaining after payment of its liabilities shall have been made or provided for, shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and/or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

Article XVI Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Members. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. A two-thirds majority vote is required at a regularly scheduled meeting or an on-line vote to establish or amend organizational bylaws. A quorum of eligible voting members must participate in the voting process for the election results to be considered valid. This vote shall be calculated by counting lead delegates present and voting.