

**BYLAWS
OF
THE INTERNATIONAL CONFERENCE OF POLICE CHAPLAINS, INC.**

ARTICLE I: Members

The membership consists of the incorporators and such additional persons, without limits as to number, as shall be accepted into membership from time to time pursuant to the Certificate of Incorporation and according to such procedures as are established by the Board of Directors. Terms “membership”, “members”, “International Conference of Police Chaplains”, and the initials “ICPC” shall be deemed for the purposes of these Bylaws to be synonymous with the term “Corporation”.

Section 1. Full Membership.

- a. **Chaplain Member.** This status is limited to those persons who hold ecclesiastical endorsement or who are certified as clergy, or a member of a religious order, in good standing by a recognized religious body, religious organization, and seminary of religion, social service institution, hospital, hospice, or religious congregation. Such persons shall have not less than five years experience in pastoral, educational, or counseling ministry. Such persons shall also have secured notice of appointment to serve as a chaplain in a law enforcement agency.
- b. **Liaison Member.** This status is available to sworn police officers or departmental designee whose departmental assignment includes coordination of that department’s chaplaincy program. Liaison Members shall have the same privileges and opportunities for service in ICPC as are available to Chaplain Members.
- c. **Retired Member.** A Chaplain Member or a Liaison Member shall have been a full member of ICPC for at least five (5) years and remained in good standing shall be eligible for full membership as a Retired Member. Retired Members shall enjoy the same privileges and opportunities as are enjoyed by Chaplain Members and Liaison Members.
- d. **Life Member.** Life Membership is designated to ICPC Full Members that have been a Full Member of ICPC for at least five consecutive years who wish to pay the one-time life membership fee. Life Members have the membership entitlements consistent with their Full Membership classification. The fee for Life Membership may be adjusted from time to time as deemed necessary by the Board of Directors.
- e. The Board of Directors may at its discretion establish term limits for all classifications of membership.

Section 2. Other Membership Categories.

- a. **Associate Member.** An individual who has been appointed to function as chaplain for a law enforcement agency or an affiliate organization but who may lack ecclesiastical endorsement by a recognized religious body and/or pastoral ministry experience is eligible for Associate Member.
- b. **Affiliate Member.** An individual or group who has interest in and is supportive of the objectives of the International Conference of Police Chaplains (herein after referred to as ICPC), desiring to affiliate themselves or itself for the organization, is eligible for Affiliate Member.
- c. **Honorary Member.** An individual who through meritorious service or special interest in ICPC may be awarded the status of Honorary Member as bestowed by the body in session upon recommendation of the Board of Directors, or the Executive Committee, if the same shall be constituted. The Board may also establish term of limitations for all classifications of membership.

Section 3. Termination of Membership.

Resignation or death. Any member may voluntarily withdraw from membership in the Corporation. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, no rights, powers, privileges, obligations, or duties as a member shall survive the death or other termination of membership of a member.

Expulsion. Any member may be warned, censured, or expelled from ICPC consequent upon the findings of the Ethics Committee investigation of a written complaint against that member. The Policy Manual and Handbook of Procedures specifies the process for all levels of discipline and the right of appeal in the case of a finding for expulsion.

Section 4. *Minimum Membership.* There shall be at all times not less than three members, and if, for any reason, the total membership shall at any time fall below this number, the remaining members or member, as soon as is thereafter practicable, shall elect or select a new member or members sufficient to bring the total membership up to at least three members. In the event there shall cease to be any members, new members shall be chosen as provided in the Certificate of Incorporation.

Section 5. *Meetings.* Regular meetings of ICPC may be held in the State of New Mexico or elsewhere at such times and places as the Board of Directors of the Members shall choose. Due notice of such meetings shall appear in the official ICPC program for every Annual Training Seminar (hereafter "ATS") under the notation "Business Meeting." The ATS is the customary venue for regular meetings of the membership. The time and date of such meeting shall be communicated to the membership electronically or by other convenient means. The Board of Directors, Executive Committee, Standing Committees, and Special Committees shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members may simultaneously hear each other or be recognized and participate during the meeting. If an on-line site is used, an email thread shall be secured by the Secretary. In the event of a telephone conference, a complete transcript shall be retained in the minutes of the organizational unit.

Section 6. *Voting.* Chaplain Members, Liaison Members, Retired Chaplain Members, and Life Members shall be entitled to vote at meetings. Each member shall be entitled to one vote. Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or the Not-for-Profit Corporation Law of the State of New Mexico, any action required or permitted to be taken by any board or committee of any organizational unit of ICPC, including electronic voting, may be taken without a face to face meeting.

Section 7. *Quorum.* One tenth (1/10) of the members of the Corporation, present at an annual meeting of ICPC, constitute a quorum for the conduct of all business before the membership.

Section 8. *Adjournments.* If less than a quorum shall attend at the time and place for which a meeting shall have been called, the meeting may be adjourned to a time determined by a majority vote of those members present. This process may be repeated as necessary until a quorum of the members shall be in attendance. Any meeting at which a quorum is present may also be adjourned to a time determined as may be fixed by a vote of the members present.

Section 9. *Special Meetings of Members.* Special meetings of members may be called at any time by the President or Secretary, or by vote of the Board of Directors, and shall be called upon the request of one tenth (1/10) of the members of the Corporation made in writing to the President or Secretary. Notice of the time, place, and object of such meeting shall be given by electronic mail, a copy of such notice addressed to each member at his or her last known address.

ARTICLE II: Directors

“Members of the Board of Directors of a 501 (c)3 Non-Profit Corporation Lead and Govern at an Organizational Level in regard to the Vision, Mission, Operation and Practices of the Corporation. Each Board Member has a fiduciary responsibility in making key decisions that address the organization’s strategy and goals and act as the legal voice for the Organization.

Section 1. *Number.* The number of Directors shall be established and may be changed from time to time by the members or the Board of Directors. For the purpose of these Bylaws, the term “Directors and Board of Directors” shall be deemed synonymous. The number of Directors shall not be less than three (3). Directors shall assume office immediately upon election or appointment to a post that shall be represented on the Board of Directors. Posts are: Elected Executive Officers of ICPC, Appointed Executive Officers of ICPC, the Region Directors, the Chairs of Standing Committees, the Immediate Past President. The Directors shall hold office until their successors are elected or appointed by the President. Directors shall be Full members of ICPC.

Section 2. *Quorum.* One third (1/3) of the Board of Directors shall constitute a quorum.

Section 3. *Board of Directors Meeting.* Each newly chosen Board of Directors may hold its first meeting for the purpose of organization and business, immediately after the annual meeting of the Membership or at such time and place as they may consent.

Section 4. *Regular Board of Directors Meetings.* Regular meetings may be held at such time and places as shall be determined from time to time by resolution of the Board of Directors.

Section 5. *Executive Officers Meetings.* Meetings of the elected officers of the Corporation are customarily held at some point during the mid-winter months in the host city of the ATS to be held the following summer.

Section 6. *Holding Meetings and Keeping Books.* The Board of Directors may hold their meetings, maintain one or more office addresses, and keep the books of the Corporation, subject to the provisions of the statutes of the State of New Mexico, at any office or offices of the Corporation or at any other place as they may from time to time determine.

Section 7. *Special Meetings.* The President or Secretary may, and at the request of a majority of the members of Board of Directors, call a special meeting of the Board. Notice of such special meeting shall be given not less than ten (10) days or more than fifty (50) days before the date of that special meeting. Due notice may be delivered by personal word of mouth, by U.S. Mail prepaid postage, electronically, or by any other means that may be convenient.

Section 8. *Vacancies.* Vacancies occurring in the membership of the Board of Directors, from whatever cause including increase in the number of positions on the Board of Directors, shall be filled by a majority vote of the remaining Directors, even though they may be less than a quorum. Such vacancies may be filled by a vote of the full membership at the next regularly scheduled business meeting or, in the case of a Standing Committee Chair, by the President.

Section 9. *Committees.* The Board of Directors is authorized to establish from time to time such committees as they deem necessary and desirable for the furtherance of the purposes and objectives of ICPC. The Board of Directors is authorized to delegate to such committees such powers as in the view of the Board are necessary and desirable for said furtherance of the objectives of ICPC.

Section 10. *Executive Director and Executive Administrator.*

- a. The Board of Directors may hire an Executive Director to handle the day to day running of ICPC in consultation with the President of ICPC. He or she shall be a non-voting member of the Executive Committee and the Board of Directors. The Executive Director shall function under the guidance and direction of the Elected Executive Officers and the Board of Directors and shall report to them.
- b. Alternatively, the Board of Directors at its discretion may choose to engage an Executive Administrator who shall function in the capacity of an Executive Director (may also be titled Director of Operations).

ARTICLE III: Officers

Section 1. *Election of Officers.* The members shall elect, as required by the expiration of terms, a President-Elect and may also elect a Vice President, a Secretary, and a Chief Financial Officer. Nominees need not be Directors. Whenever the ballot does not result in a majority for one candidate, the candidate with the least number of votes will be dropped from the list of candidates prior to the next ballot. The Board of Directors may elect or appoint one or more additional Vice Presidents and such other officers and assistant officers, none of whom need to be a Director, as the Board from time to time may determine, and may define their duties. No two offices may be held by the same person. Officers shall assume office upon their installation and shall hold office until their successors are elected and installed.

Section 2. *The several offices and the duties thereof are:*

- a. **President.** The President shall, when present, preside over all meetings of the Board of Directors and of the Membership. The President shall have authority to call special meetings of the Board of Directors or the Membership for any purpose. The President or a person designated by the President shall make and sign all agreements and contracts on behalf of and in the name of the Corporation. He/she shall have general management and control of the business of ICPC and shall do and perform all acts which are incident to the Office of President as authorized and required by law.
- b. **President-Elect.** The President-Elect shall, in the absence or incapacity of the President, preside over the meetings of the Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors. The President-Elect shall assume the office of the President upon expirations of the term of the President.

- c. **Vice President.** The Vice President shall, in the absence or incapacity of the President and President-Elect, preside over the meeting of the Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.
- d. **Secretary.** The Secretary shall keep the minutes of the Board of Directors and members and shall have the custody of the seal of the Corporation and shall affix the same to documents when authorized to so do. The Secretary shall perform all duties usual to that office.
- e. **Chief Financial Officer (CFO).** The CFO shall perform all the duties customary to that office. The CFO shall have the care and custody of the funds and securities of the Corporation and shall have the general supervision of the books of accounts and sign all Corporation Documents (as designated by the President). He or she shall give such bonds for the faithful performance of the duties of CFO, as the Board of Directors may determine. Region Treasurers retain the title of Treasurer.
- f. **Immediate Past President.** The Immediate Past President shall transition into that office upon passing the gavel to the incoming President during the Annual Training Seminar. The Immediate Past President shall be a member of the Executive Committee and an Officer of the organization. He or she may also serve as a member of other committees as assigned by the President. The Immediate Past President will aid as requested by the President or Executive Committee.

Section 3. **Removal.** Any agent or employee may be removed at any time, for cause only, by a majority vote of the Directors at a meeting of the Board called for that purpose.

Section 4. **Vacancies.** Vacancies of Executive Officers occurring prior to the annual meeting, from whatever cause arising, may be filled by a majority vote of the existing Directors, or such vacancies may be filled by the members at a meeting called specially for that purpose.

Section 5. **Terms of Office.** The term of each officer shall be two (2) years. No person may serve more than eight (8) consecutive years in elected office of the corporation. Exceptions set forth in Policy Manual.

Section 6. **Eligibility to Hold Office.**

- a. Nominees for elected office shall meet the requirements set forth in the Policy Manual.
- b. If a member resides or serves in a community, from which there is a person or persons serving on the host committee of an ATS, at which ATS the election is to be held, that member shall be ineligible for nomination to office at that ATS.
- c. Incumbent officers are exempt from sec. 6, par. b of this Article and may be nominated for any office.

ARTICLE IV: Committees

Section 1. **Appointments.** President shall appoint all members of committees.
(Exception: Article VI: Section 7. Nominating)

Section 2. **Chairs.** The President shall appoint a person as Chair for each Standing and Non-Standing committee. The Chair shall be presented to the Board of Directors at the first meeting of the Board following the installation of newly elected officers.
The Chairs so appointed to Standing Committees shall become members of the Board of Directors.

Section 3. *Committee Secretary.* The chair of each committee shall appoint a secretary, if necessary, for that committee to keep and maintain the minutes of the proceedings of that committee. A copy of such minutes, if kept, shall be forwarded to the Corporate Secretary.

Section 4. *Meetings of Committees.* The chairs of the several committees shall stay in communication with the members of their respective committees electronically or by other convenient means. The chairs will convene meetings of the several committees at each ATS and provide a written annual report to the President and the Board of Directors.

Section 5. *Special Committees.* The membership of ICPC at an annual business meeting, the Board of Directors, the Executive Committee, or the President may from time to time appoint special committees for a specific purpose. The President shall appoint the chair and the members of such a special committee. The duties of a special committee shall be specified at the time of its formation and shall be automatically dissolved when it has made a final report in writing to the Executive Committee. Special Committees are not Standing Committees of ICPC.

ARTICLE V: Standing Committees

Section 1. *Advisory Committee.* This committee shall be composed of members who shall have held elected office in ICPC but are not currently serving ICPC as an elected officer. This committee studies and makes recommendations to the President and the Board of Directors on items referred to it by the President or Board of Directors.

Section 2. *Bylaws Committee.* This committee studies the ICPC Bylaws and makes recommendations with respect to revision thereof and reviews all policy decisions prior to their adoption to ensure uniformity and legality.

Section 3. *Credentials Committee.* This committee develops and administers standards for continuing education leading to the several credential levels of law enforcement chaplaincy achievement in ICPC: Basic, Senior, Master, Diplomate, and Fellow, and Liaison. This committee processes applications for the several credentials, sets deadlines for such applications, establishes prerequisites, and decides which applicants shall receive credentials. The report of the committee shall be presented to the Board of Directors for ratification.

Section 4. *Education Committee.* This committee studies and recommends policies with respect to the educational program for ICPC. It proposes courses to be offered at the ATS and the RTS. It studies and advises with respect to creation of correspondence courses for law enforcement chaplaincy. The Education Committee is responsible for and approves all training courses, classes, and instructors for ICPC and submits all proprietary ICPC curriculum to the Board of Directors for final approval prior to implementation.

Section 5. *Ethics Committee.*

- a. In accordance with Policy P44 set forth in the ICPC Policy Manual, this committee reviews complaints and allegations against ICPC members for violations of the ICPC Canons of Ethics and makes a recommendation to the Executive Committee with respect to any action to be taken; such complaint may be dismissed as unfounded or lead to warning, censure, or expulsion from ICPC.
- b. The Executive Committee shall communicate any findings and notice of any action to be taken to the accused member in writing. The member retains the right to appeal any disciplinary decision to the Board of Directors in accordance with the ICPC Ethics Policy.

Section 6. *Executive Committee.* This committee is composed of the President, President-Elect, Vice President, Secretary, Chief Financial Officer (CFO), Immediate Past President and the Executive Director as a non-voting member. This committee serves as the governing body of ICPC in the interim between meetings of the Board of Directors. It operates under the authority vested in it by the Board of Directors and reports its actions to the Board of Directors.

Section 7. *International Committee.* This committee examines opportunities for the development of professional law enforcement chaplains in countries outside North America through dynamic education and support.

Section 8. *Membership Committee.* This committee plans and undertakes activities that increase, retain, and enhance all types of membership in the association. This includes developing plans for recruiting new members from departments whose chaplains are not members, welcoming and assisting in the integration of new members into the association, and retention of members with whom contact has been lost for whatever reason.

ARTICLE VI: Non-Standing (Operational) Committees

Section 1. *Annual Training Seminar (ATS).* This committee shall be composed of a Chairperson and others (selected by Chair) to plan, present, and host the ATS. This Committee shall work in concert with all applicable committees and personnel. This committee shall present the detailed plans at the Mid-Winter Executive Committee meeting held in the host community of the ATS.

Section 2. *Development Committee.* This committee oversees ways of raising funds to support the work of ICPC.

Section 3. *Disaster Response Committee.* This committee shall facilitate the dispatch of ICPC chaplains to mitigate human suffering at times of disaster through training and organization; it shall also support ICPC chaplains who serve as disaster volunteers. It shall provide continuity for the negotiation, review, and analysis of Letters of Understanding, Mutual Aid Agreements, and other instruments of cooperation with cognate organizations.

Section 4. *Diversity Committee.* This committee formulates recommendations to the Officers and the Board of Directors designed to deepen the membership's respect for and response to the richness of ICPC's cultural and multi-faith diversity. It assists the ATS and RTS (Region Training Seminar) host committees to develop programs and events which lifts, honors, and respects the racial, ethnic, and multi-faith diversity found in ICPC. It shall also advise and assist in the development of programs for chaplains and liaison officers that provide for nurturing of human beings and guiding them toward the fullness of their humanity and diversity.

Section 5. *Finance Committee.* This committee is responsible for auditing the previous year's expenditures. It prepares a report on such expenditures for the annual meeting of ICPC. It prepares and proposes a budget which it presents at the annual meeting of the membership and reports to the Board of Directors.

Section 6. *Liaison Committee.* This committee provides information and guidance to requesting law enforcement agencies. The committee also assists the Education Committee in developing standards and training for Liaison personnel. Requests for credentials follow the ICPC credential process.

Section 7. *Nominating Committee.* This committee shall consist of seven (7) members of which no more than three (3) shall be active members of the Board of Directors. The Board of Directors shall appoint six (6) members to this committee and the President shall appoint one (1) member who will serve as Chair. The duties of this committee shall be: prepare and submit to the Annual Meeting nominations for officers to be elected that year, ascertain that all nominees are Full Members, and meet the eligibility requirement to hold office, obtain consent from each candidate to run, select candidates with due regard to representative factors of the whole ICPC, and arrange to introduce candidates and present their qualifications to the Annual Meeting.

Section 8. *Peer Support Committee.* This committee serves all ICPC members offering encouragement, support, and a listening ear to those facing extremely difficult situations and life events. Services include a 24-hour hotline.

Section 9. *Public Relations Committee.* This committee shall promote the exposure of ICPC beyond its own constituency. It shall utilize the various public media to publicize the activities of ICPC and of individual ICPC members in matters of both local and national concern. It shall evaluate all ICPC publications with respect to both design and content.

Section 10. *Spiritual Oversight Committee.* This committee is composed of a cross-section of all faiths represented in ICPC. There shall be at least one representative from each faith group in ICPC on this committee. The committee shall develop and make available to the membership at each ATS a clear statement on ICPC's respect for inter-faith sensitivity and harmony. The committee shall provide guidance for the ATS host committee with respect to worship experiences, including but not limited to the ATS Memorial Service.

ARTICLE VII: Regions

Section 1. *Region Officers.*

- a. Each affiliated region of ICPC shall elect a Region Director and shall elect or appoint a Region Secretary and a Region Treasurer. The term of office for Region Officers shall be two (2) years and each such officer are eligible for reelection or reappointment.
- b. The Region Director shall have been a Full Member of ICPC for at least five (5) years and shall have completed a Basic Credential Level. (Comparable service in the Canadian Police Chaplains' organization shall be acceptable to ICPC with respect to length of service.)
- c. When the post of Region Director shall become vacant, and there is no provision in Region-Policies, if any, for filling that post, the President of ICPC shall appoint a Director to serve for the period of the vacancy until the region shall elect a new Region Director.

Section 2. *Region Reporting.*

- a. Each region of ICPC is responsible to the Board of Directors of ICPC and shall report annually to the Board of Directors. A Region Activity Report shall note all the activities of that region.
- b. This report shall include an evaluation of any Region Meeting or workshop as to its structure, cost, and attendance. It shall also include a report of any fundraising activity and the results of such activity.

Section 3. *Region Finances.*

- a. Each region of ICPC shall maintain a bank account for the region. The Region Director, the Region Treasurer (if any), and the Chief Financial Officer (CFO) of ICPC shall be the sole signatories on the Region bank account.
- b. An amount of funds shall be determined by the region to keep the account active. Any funds to be paid to ICPC are as stated in the current Region Policies. Each region shall report its financial statement, all income and disbursements for the Region Seminars, and any planning meetings. This report shall be made annually and submitted to the Region Directors.
- c. The Region Policies specifies the amounts of money a region may be required to remit to ICPC.
- d. A Region Financial Report shall be filed with the Corporate Office of ICPC within thirty days after an RTS has concluded (in accordance with the Region Policies).
- e. The Region shall render a yearly financial report as provided in sec. 3, par. b of this Article.

ARTICLE VIII: Area Associations

Section 1. *Establishment of Area Associations.* The Board of Directors of ICPC, upon recommendation of the Region Director, may establish Area Associations of law enforcement chaplains within regions. Area Associations shall be affiliated with ICPC through the Region in which the Area Association is located.

Section 2. *Members and Officers.* Members and Officers of Area Associations shall be Full Members of ICPC.

Section 3. *Area Associations.* Area Associations shall operate under Region Policies. The Board of Directors of ICPC may establish additional policies for Area Associations.

ARTICLE IX: Miscellaneous Provisions

Section 1. *Fiscal Year.* The fiscal year of the Corporation shall end on the thirtieth (30th) day of June of each year.

Section 2. *Notices.*

- a. Whenever a notice is required to be given by these Bylaws, personal notice is not meant unless such is expressly stated. Notice as required in these Bylaws shall be effected by any of the following means: electronic notice to the last known email address of the recipient, U.S. mail to the last known address of the recipient, a national message service directed to the last known address of the recipient. Notice shall be deemed to have been given on the date of such email, mailing, or message dispatch; the person making the notice shall note the time, date, and means by which such notice was made.
- b. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 3. *Corporate Seal.* The corporate seal shall be in such form as shall be adopted by the Board of Directors.

Section 4. *Rules Governing Procedure.* The rules contained in *Robert's Rules of Order* (latest revised edition), will govern all meetings and procedures to which they are applicable.

Section 5. *Dividends Prohibited.* No part of the net income of the Corporation shall benefit any private individual and no dividend shall be paid. No part of the income of the Corporation shall be distributed to its Directors or Officers.

Section 6. *Compensation.*

- a. No Officer or Director of ICPC shall receive any compensation for services as an Officer or Director, and no one shall receive any compensation for service on the Board of Directors or on any standing or special committee.
- b. The previous paragraph shall not be construed to preclude any Officer or Director from receiving reimbursement for expenses incurred on behalf of ICPC, for which reimbursement the Officer or Director shall submit an account of such expenses in writing.
- c. Nothing herein shall be construed to preclude an Officer or Director from serving as an employee of ICPC, and ICPC may pay compensation in a reasonable amount to its employee Officers or Directors for service rendered.

Section 7. *Loans to Officers and Directors Prohibited.*

- a. No loans shall be made by ICPC to its Officers or Directors or any one of them.
- b. Directors voting for, or assenting to, the making of any such loan, or any Officer participating in the making thereof, shall be jointly and severally liable to ICPC for such loan until repayment thereof to ICPC.

Section 8. *Signature of Negotiable Instruments.* All bills, notes, checks, or other instruments for the payment of money shall be signed or countersigned by such Officer, Officers, Agent, or Agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether General or Special) of the Board of Directors.

Section 9. *Limitation of Activities.* Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxes under section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

Section 10. *Dissolution of the Corporation.* Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE X: Amendments

Section 1. *Amendments.* These Bylaws may be amended, altered, or repealed at any duly constituted meeting of the Corporation at which a quorum is present by a two-thirds (2/3) vote of the members present and voting, or they may be amended, altered, or repealed by written consent of one-fifth (1/5) of the corporate membership without a meeting. These Bylaws may also be amended, altered, or repealed at any regular or special meeting of the Board of Directors by a majority vote of the entire Board then in office as long as the Board of Directors shall have received the recommendation of the Bylaws Committee with respect to the proposed change.