



[Antenna Measurement Techniques Association, Inc.](#)  
[3520 Piedmont Rd NE Suite 200, Atlanta, GA 30305](#)

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The Antenna Measurement Techniques Association was formed in 1979, and incorporated in the State of Georgia, March 10, 1989 as a nonprofit corporation.

## **BYLAWS OF THE ANTENNA MEASUREMENT TECHNIQUES ASSOCIATION**

The following shall be the BYLAWS of the Antenna Measurement Techniques Association, Inc. a nonprofit corporation organized under the Georgia Nonprofit Corporation Code, and hereinafter called "AMTA", the "Association", or the "Corporation".

### ARTICLE I – NAME AND LOCATION

**Section 1. Name.** The name of this corporation shall be the Antenna Measurement Techniques Association, Inc. (AMTA).

**Section 2. Offices.** The address of the registered office of the Association is Suite 290, One Midtown Plaza, 1360 Peachtree Street, N.E., Atlanta, GA 30309 and the name of the registered agent at this address is Benning M. Grice, Jr. The Association may have all the other offices within or without the State of Georgia as the Board of Directors may, from time to time, designate or the business of the Corporation may require or make desirable.

### ARTICLE II – OBJECTIVES

The objectives of the AMTA shall be to:

- (1) Obtain and distribute information on the application of advanced techniques to antenna and antenna related measurements, types of measurements performed, and types antennas being tested.
- (2) Provide a forum for discussion of advanced measurement techniques, system/equipment interfacing, measurement/equipment modifications and problems, range design and evaluation.
- (3) Establish a system to encourage sharing of computer software.
- (4) Provide information on the latest equipment available for antenna measurements.
- (5) Recognize outstanding achievements by individuals and institutions in antenna and antenna-related measurements through appropriate awards or prizes.

- (6) Provide other services to benefit the association membership as deemed appropriate.
- (7) Promote antenna standards where appropriate.
- (8) Support and align with other national and international associations in whatever manner that might be beneficial to the furtherance of these objectives.

## ARTICLE III – MEMBERSHIP AND VOTING RIGHTS

**Section 1. Qualifications.** Members shall have the following in common:

The desire to learn, the willingness to share, and the motivation to discuss, question and evaluate information and ideas concerning their common interest in antenna and antenna-related measurements.

**Section 2. Classes of Membership.** There shall be the following classifications of membership:

- a. Individual Members
- b. Honorary Members

**Section 3. Individual Members.** Membership in the AMTA is extended to any individual, without regard to race, religion, color, sex or national origin, who has an interest in antenna and antenna-related measurements and the goals of the Association. Individual Members shall have full voting rights with respect to any vote.

**Section 4. Honorary Members.** Any person who has attained national or international recognition by their contribution to antenna or antenna-related measurements, the criteria for which shall be determined by the AMTA Board of Directors, may be chosen as an Honorary Member. Honorary Members shall have full voting rights.

**Section 5. Terms of Membership.** Except as may be otherwise provided by applicable law, or by the Certification of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership, and the provisions governing withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors.

**Section 6. Removal of Members.** Members of any classification may be removed for cause from membership by a two-thirds (2/3) affirmative vote of the Board of Directors present at a duly constituted Board meeting. For cause other than nonpayment of dues, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense.

## ARTICLE IV – BOARD OF DIRECTORS

**Section 1. Responsibility.** The property, affairs, and business of the AMTA shall be managed by its Board of Directors. The Board of Directors may at its discretion delegate portions of its authority to the Chief Staff Officer, senior staff, or committees of its own members and may establish other advisory committees at its discretion.

**Section 2. Membership.** The Board of Directors shall be composed of seven (7) individual Members including one Director-At-Large. Six (6) Directors shall be elected by the Members and they shall select the Director-At-Large who shall also serve as the Chair of the Annual Conference.

**Section 3. Term of Office.** The length of term for each elected Member shall be three (3) years. The length of term for the Director-At-Large shall be one (1) year. Two (2) new Board Members shall be elected each year by the Members of the Association. The term of office shall begin on January 1 of the year after election, and shall end on December 31 of the year the term expires.

**Section 4. Continuity.** Failure to elect Directors at the time designated therefore shall not work any forfeiture or dissolution of the Association. In such a case, the number of Directors then to be elected shall

be elected by a majority of the Directors in office at that time to serve in an acting capacity until they can be confirmed by the Members at the next Annual Meeting.

**Section 5. Vacancies.** In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the remaining Directors, although less than a quorum, may, by a majority vote, elect a successor or successors for the unexpired term or terms to serve in an acting capacity until they can be confirmed by the Members at the Annual Meeting. A vacancy on the Board of Directors, for the purpose of the Section, shall also be deemed to exist whenever the Director increase their number by amendment to these Bylaws or whenever the Members of the AMTA shall fail to elect Directors.

**Section 6. Meetings.** Regular meetings of the Board of Directors shall be held at such place and time fixed by resolution of the Board of Directors. Special meetings may be held at any time upon the call of the President or a majority of the Board of Directors by oral, telegraphic, or written notice duly served on or sent to each Director not less than fourteen (14) days before such meeting.

**Section 7. Notice of Meetings.** A meeting of the Board of Directors may be held without notice immediately after the annual meeting of Members of the AMTA at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meetings, those not present waive notice of the meeting in writing.

**Section 8. Standing Committees.** The Standing Committees shall be as follows:

**Honors Awards Committee.** The Member who is the most recent Past-President will serve as Chair of the Honors Awards Committee. In the event that the Past-President does not consent to chair the committee, the President shall appoint a chair from the membership. Members of the committee shall be recommended by the Chair of the committee and approved by the Board. All honors and awards shall be recommended by the Honors Awards Committee and approved by the Board of Directors.

**Budget Committee.** The Budget Committee shall be chaired by the Treasurer and composed of the President, President-elect and present and subsequent year Annual Conference Chairs.

**Section 9. Committees of the Board.** The Board of Directors may, at its discretion, appoint committees which shall have such powers as shall be conferred or authorized by the resolutions appointing them.

**Section 10. Removal From Office.** Any Director may be removed for cause from office by a two-thirds (2/3) affirmative vote of the elected Board of Directors. For cause other than nonpayment of dues, a vote for removal shall occur only after the Member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense.

The term of office of any Officer shall expire immediately upon removal of such Officer as a Director. The successor or successors may be elected at such a meeting, or the remaining Directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal. Any Director may resign by giving notice in writing to the President or Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

**Section 11. Participation by Telephone.** Any one or more Members of the Board of Directors, or of a committee thereof, may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**Section 12. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors, or any committee thereof may be taken without a meeting, if all Members of the Board of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the

written consents thereto by the Members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

## ARTICLE V – OFFICERS

**Section 1. Officers.** The officers of the AMTA shall be a President, a Vice President, a Secretary, a Treasurer, a Technical Coordinator and a Meeting Coordinator, all selected from the elected members of the Board. Any person may hold any two (2) or more offices except that no person may hold both the Offices of President and Secretary.

**Section 2. President.** The President shall be elected for a term of one year. The President shall be Chair of the Board of Directors. The President shall also recommend the Chairs of all committees except where otherwise specified by these Bylaws. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have general superintendence of the Chief Staff Officer and all other Officers of the AMTA. The President shall report on the operation for the preceding year to the Members at their annual meeting, and from time to time shall report to the Board of Directors all matters within his knowledge which the interests of the AMTA may require to be brought to their notice.

**Section 3. Vice-President.** The Vice-President shall be elected for a term of one (1) year. The Vice-President shall perform such responsibilities as may be directed by the President. If for any reason the President is unable to serve, the Vice-President shall fill the unexpired term of the President. The Vice-President shall act as the liaison between the AMTA Board of Directors and the Antenna and Propagation Society (AP-S) of the Institute of Electrical and Electronic Engineers (IEEE), and any other organization having goals in common with AMTA and shall coordinate any AMTA activities held in conjunction with these organizations.

**Section 4. Secretary.** The Secretary shall be elected for a term of one (1) year and shall keep minutes of all meetings of the Members and Directors. The Secretary shall attend the sessions of the Board of Directors and shall act as clerk thereof, and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors, unless notice thereof be waived and shall perform such other duties as may be required from time to time. The Secretary is custodian of the seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed. The Secretary shall have custody of and properly keep all the record books of the AMTA.

**Section 5. Treasurer.** The Treasurer shall be elected for a term of one (1) year, shall keep full and correct account of receipts and disbursements in the books belonging to the corporation and shall deposit all moneys and other valuable effects to the credit of the AMTA in such banks of deposit as may be designated by the Board of Directors. The Treasurer shall disburse funds of the AMTA only as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, wherever they may require it, an account of all the financial transactions and of the financial condition of the AMTA. The Treasurer shall chair the Budget Committee.

**Section 6. Technical Coordinator.** The Technical Coordinator shall be elected for a term of one (1) year. The Technical Coordinator shall chair the Technical Program Committee for the Annual AMTA Symposium. The Technical Coordinator shall be empowered to appoint the members of said committee. The responsibilities of the committee shall include the review, selection or rejection of papers submitted for presentation, the organization of sessions and selection of session chairs.

**Section 7. Meeting Coordinator.** The Meeting Coordinator shall be elected for a term of one (1) year. The Meeting Coordinator shall act as liaison between the Board of Directors and the Chairs of previous and future AMTA Conferences.

**Section 8. Election of Officers.** All Officers shall be elected by the Board of Directors as will be constituted during their terms of office. The Electors shall consist of the two Directors-elect and those Directors whose terms of office do not expire before the Officers assume office.

**Section 9. Assumption of Office.** All terms of office for elected Officers of the AMTA shall commence on the first day of January in the year following the year of the election and shall end on the 31<sup>st</sup> day of December of the year in which the term for the particular officer expires.

#### ARTICLE VI – PROFESSIONAL STAFF

**Section 1. Chief Staff Officer.** The Board of Directors shall be responsible for selecting the Chief Staff Officer. The Chief Staff Officer shall be appointed by the Board of Directors and shall be responsible for the general and active management of the business of the AMTA. Such person shall see that all orders and resolutions of the Board of Directors are carried into effect; such person shall execute the bonds, mortgages and other contracts requiring a seal under the seal of the corporation. Such person shall have general superintendence of all day-to-day activities of the AMTA and shall see that these activities are performed properly.

#### ARTICLE VII – MEMBERSHIP LIABILITY AND COMPENSATION

**Section 1. General.** The Members of the AMTA shall not be liable for the debts or obligations of the Corporation. No Officers shall receive any compensation for services rendered to the Corporation; but, an Officer may be reimbursed for expenses reasonably incurred on behalf of the Association under such rules and regulations as may be prescribed by the Board of Directors.

**Section 2. Indemnity of Directors and Officers.** The AMTA shall indemnify each Director, Officer or employee of the AMTA to the fullest extent permitted by the laws of the State of Georgia.

**Section 3. Insurance.** The AMTA may purchase and maintain insurance on behalf of any person to the fullest extent permitted by the laws of the State of Georgia.

#### ARTICLE VIII – ELECTIONS

**Section 1. Nominating Committee.** A Nominating Committee shall be recommended by the President and approved by the Board of Directors. The AMTA Nominating Committee shall include the immediate Past-President, who shall serve as Chairman, one Director and one other AMTA member who is not a member of the Board. The Nominating Committee may not select its own members as candidates for office. The Nominating Committee shall submit a slate of nominees for Directors to the Board of Directors for approval at a meeting or by mail ballot.

**Section 2. Nominations.** The Nominating Committee shall nominate candidates from individual Members in good standing for terms of office beginning in the next succeeding year as called for by these Bylaws.

**Section 3. Publication.** The Chairman of the Nominating Committee shall present the slate of candidates to the membership of the AMTA at the Annual Meeting of the Members and accept nominations from the floor.

**Section 4. Balloting.** Ballots will be prepared and circulated to the Members at the annual meeting of the Members who will vote and return the ballots to the Teller Committee.

**Section 5. Teller Committee.** The President shall appoint two (2) Members who will act as a Teller Committee. The Teller Committee will collect and count the ballots and announce the results of the election. Winners will be by majority. If there is no majority on the first ballot there will be a run-off election between the two (2) candidates who received the largest vote. In the event of a tie, the winner will be selected by lot.

#### ARTICLE IX – MEETINGS

**Section 1. General.** The meetings of the AMTA or its membership may be held within or without the State of Georgia at such place or places as may be from time to time designated by the Board of Directors. Announcements of the time and place of meetings must be mailed to members at least sixty (60) days in advance.

**Section 2. Annual Conference.** The Annual Conference of the AMTA shall be held at such time and place as the Board of Directors may designate.

**Section 3. Annual Business Meeting.** The Annual Business Meeting shall take place during the Annual Conference. Reports may be presented by the President, Secretary, and Treasurer.

**Section 4. Special Meetings.** Special meetings of Members may be called at any time by the President or Board of Directors at the time and place set forth in the notice of such meeting.

**Section 5. Agenda.** Meetings of Members shall be presided over by the President, who shall determine the agenda. If the President is not present, the Vice-President shall preside. The Secretary of the AMTA, or in such officer's absence an Assistant Secretary, shall act as Secretary of every meeting; but, if neither the Secretary nor an Assistant Secretary is present, the President shall designate someone to act as Secretary of the meeting.

#### ARTICLE X – DUES, FEES AND GIFTS

**Section 1. Annual Dues.** The Board of Directors shall establish the level of annual dues or fees appropriate for Individual Members. Dues shall not be required from Honorary Members.

**Section 2. Fees.** Appropriate fees for the Annual Conference and other events sponsored by the AMTA shall be reviewed by the Board of Directors.

**Section 3. Gifts.** Gifts, receipts or other items of value may be accepted on behalf of the AMTA at the discretion of the Board of Directors.

#### ARTICLE XI – FISCAL YEAR

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on the first day in January of each year and shall end on the 31<sup>st</sup> day of December of that year, unless otherwise determined by the Board of Directors.

#### ARTICLE XII – SEAL

The Corporation seal shall be in such form as the Board of Directors may from time to time determine.

#### ARTICLE XIII – AFFILIATION WITH OTHER ORGANIZATIONS

**Section 1. Affiliation.** The AMTA may affiliate with other organizations so long as the purpose of such affiliation is consistent with the objectives of the AMTA. Negotiations for affiliation with other organizations shall be initiated by the President and final arrangements shall be approved by the Board of Directors.

**Section 2. Merger or Acquisition.** Any proposed merger or acquisition (whether the AMTA is the acquiring party or the acquired party) shall require the approval of a two-thirds (2/3) majority of all of the elected members of the Board of Directors eligible to vote. Such merger or acquisition shall require ratification by an affirmative majority of the members voting.

#### ARTICLE XIV – PARLIAMENTARY AUTHORITY AND QUORUMS

**Section 1. Parliamentary Authority.** Parliamentary authority for all meetings shall be “Robert’s Rules of Order.”

**Section 2. Quorums.** Quorums to transact the business of the AMTA shall be as follows:

Annual Business Meetings – 25 Individual Member

Board of Directors – 4 Directors

#### ARTICLE XV – AMENDMENTS TO THE BYLAWS

Amendments or additions to the Bylaws may be made with a two-thirds (2/3) vote of the entire Board of Directors favoring the change, provided the membership has been informed of the anticipated change ninety (90) days prior to the Board of Directors’ action.

#### ARTICLE XVI – INVESTMENTS

**Section 1. Investments and Proxies.** The Board of Directors shall have power to make investments of the funds of the AMTA and to change the same, and may from time to time sell any part of the securities of the AMTA or any rights or privileges that may accrue thereon. Any Officer, or such other person or persons as the Board may designate, may execute and deliver on behalf of the AMTA proxies on stock owned by the AMTA appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

**Section 2. Transfer and Assignment.** The Board of Directors may authorize any Officer, Director or any other person or persons to execute such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities standing in the name of or belonging to the AMTA. A company, association or person transferring any such stocks, bonds or other securities pursuant to a form of transfer of assignment so executed shall be fully protected, and shall be under no duty to inquire whether or not the Board has taken action in respect thereof.

**Section 3. Delegation of Investment Management.** Except as otherwise provided by the applicable gift instrument, the Board of Directors may (1) delegate to its Committees, Officers, or Members, or agents, including investment counsel, the authority to act in place of the Board in investment and reinvestment of institutional funds, (2) contract with independent investment advisors, investment counsel or managers, banks or trust companies, so to act, and, (3) authorize the payment of compensation for investment advisory or management services, advisors, investment counsel or managers banks or trust companies, so to act. Each contract pursuant to which authority is so delegated shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days’ notice. The Board shall be relieved of all liability for the investment and reinvestment of institutional funds by, and for the other acts or omissions of, persons to whom authority is so delegated or with whom contracts are so made.

#### ARTICLE XVII – CONTRACT, CHECK AND OTHER INSTRUMENTS

The Board may authorize any Officer or Officers or such other persons as shall be designated by the Board, in the name of or on behalf of the AMTA to enter into any contract or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the AMTA, and such authority may be general or confined to specific instances; and unless so authorized by the Board or these Bylaws, no Officer or other person shall have power or authority to bind the AMTA by any contract or engagements or to render it pecuniarily liable for any purpose for any amount. The Board shall have discretion to reject any grant, gift or bequest the conditions of which might conflict with or jeopardize the AMTA’s non-profit status. The Board shall have final authority over the making of all grants and charitable expenditures, and nothing in this Article shall constitute any restriction or limitation of any powers of the Board conferred by applicable law of these Bylaws.

#### ARTICLE XVIII – LOANS

No loan shall be contracted on behalf of the AMTA and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any Officer may effect loans and advances at any time for the AMTA from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by AMTA to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial interest, except a loan to an organization described in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XIX – ANNUAL STATEMENTS

Not later than four (4) months after the close of each fiscal year and in any case prior to the next Annual Business Meeting, the Association shall prepare:

- (1) A balance sheet showing in reasonable detail the financial condition of the Association as of the close of the fiscal year, and
- (2) A profit and loss statement showing the results of its operations during the fiscal year.

Upon written request, the Association promptly shall mail to any Member a copy of the most recent such balance sheet and profit and loss statement.

#### ARTICLE XX – DISSOLUTION OF THE AMTA

In the event of dissolution of the AMTA, and the extent allowed under applicable law, all of the assets of the AMTA shall be distributed to, or its assets shall be sold and the proceeds distributed to, a trust fund for scholarships or fellowships to be administered by some nonprofit society, foundation, or educational institution with dedicated interest in advancing the science and profession of antenna measurements or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which shall be designated by the Board of Directors of the AMTA; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and shall be described in Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent law. In the event that for any reason upon the dissolution of the Association, the Board of Directors of the Association shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of Fulton County, Georgia shall make such distribution as herein provided upon the application of one or more person having a real interest in the Association or its assets.

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#### BYLAWS AMENDMENT 1

This amendment to the Bylaws was approved by the AMTA Board of Directors on January 24, 1997. It amends Article VIII Section 5 and the wording is (changes in italics):

*“The President shall appoint two (2) Members who will act as a Teller Committee. The Teller Committee will collect and count the ballots and announce the results of the election. Winners will be by majority of the ballots case. In the initial balloting, each member voting shall cast votes for two (2) candidates on his/her ballot. If two (2) candidates receive a majority they are elected to the Board of Directors and no runoff is necessary. In the initial balloting, if one (1) candidate receives a majority, that candidate is elected to the Board of Directors and there shall be a runoff between the two (2) candidates with the next largest vote. If no candidate receives a majority in the initial balloting, there shall be a runoff among the three candidates receiving the largest vote. In this three-way run-off, each voting member shall cast votes for two (2) candidates on his/her ballot. In the case of a two-way run-off, each voting member shall cast a vote for one (1) candidate on his/her ballot. In the initial balloting or in a three-way run-off, if more than*



two candidates receive a majority the two (2) candidates with the largest vote are elected to the Board of Directors. In the event of a tie, the winner(s) will be selected by lot.”



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BYLAWS AMENDMENT 2

This amendment to the Bylaws was approved by the AMTA Board of Directors on October 30, 2020.

ARTICLE VIII, “ELECTIONS,” of the ByLaws, as originally written, and amended in Amendment 1 of the ByLaws, is hereby deleted, and a new ARTICLE VIII is substituted as follows:

**Section 1. Nominating Committee.**

A Nominating Committee shall be recommended by the President and approved by the Board of Directors. The AMTA Nominating Committee shall include the immediate Past-President, who shall serve as Chairman, one Director and one other AMTA member who is not a member of the Board. The Nominating Committee may not select its own members as candidates for office. The Nominating Committee shall submit a slate of nominees for Directors to the Board of Directors for approval at the Annual Meeting of Members, or by U.S. Mail, email or other electronic means.

**Section 2. Nominations.**

The Nominating Committee shall nominate candidates from individual Members in good standing for terms of office beginning in the next succeeding year as called by these ByLaws.

**Section 3. Publication.**

- (a) The Chairman of the Nominating Committee shall present the slate of candidates to the membership of the AMTA at the Annual Meeting of the Members and accept nominations from the floor.
- (b) In the event that the Annual Meeting of the Members is not held at a physical location, i.e. is held virtually, the Chairman of the Nominating Committee shall present the slate of candidates to the membership of the AMTA by U.S. Mail, email or other electronic means, or any combination thereof. The Chairman of the Nominating Committee shall accept from the membership nominations of other candidates for a period of ten (10) days from the date that the slate of candidates is sent to the membership. Such other nominations may be submitted by U.S. Mail, email or other electronic means.

**Section 4. Balloting.**

- (a) Ballots will be prepared and circulated to the Members at the Annual Meeting of the Members who will vote and return the ballots to the Teller Committee.
- (b) In the event that the Annual Meeting of the Members is not held at a physical location, i.e. is held virtually, the ballots will be prepared and sent to the Members by U.S. Mail, email, or other electronic means. It is contemplated that the Members may vote in one or more of the following ways: (1) by returning the ballots in person, (2) by returning the ballots by U.S. Mail or as scanned attachments to emails, (3) by recording their votes on the AMTA website after logging in as Members in good standing, (4) by other electronic means, or (5) by other means as approved by the Board of Directors. The particular voting procedure(s) that the Members shall follow when an Annual Meeting is held virtually shall be determined by the Board of Directors, and shall be communicated to the Members when the ballots are sent to them.

**Section 5. Teller Committee.**

The President shall appoint two (2) Members who will act as a Teller Committee. The Teller Committee will collect the ballots, verify their authenticity, count the ballots, and announce the results of the election. Winners will be by majority of the ballots cast. In the initial balloting, each member voting shall cast votes for two (2) candidates on his/her ballot. If two (2) candidates receive a majority they are elected to the Board of Directors and no runoff is necessary. In the initial balloting, if one (1) candidate receives a majority, that candidate is elected to the Board of Directors and there shall be a runoff between the two (2) candidates with the next largest vote. If no candidate receives a majority in the initial balloting, there shall be a runoff among the three candidates receiving the largest vote. In this three-way run-off, each voting member shall cast votes for two (2) candidates on his/her ballot. In the case of a two-way run-off, each voting member shall cast a vote for one (1) candidate on his/her ballot. In the initial balloting or in a three-way run-off, if more than two candidates receive a majority the two (2) candidates with the largest vote are elected to the Board of Directors. In the event of a tie, the winner(s) will be selected by lot.”

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BYLAWS AMENDMENT 3

It amends ARTICLE I – NAME AND LOCATION, Section 2 of the ByLaws, as originally written is hereby deleted, and a new ARTICLE I – NAME AND LOCATION, Section 2 is substituted as follows: It amends ARTICLE IV – BOARD OF DIRECTORS Section 8 and the wording is (changes in italics): It amends ARTICLE VI – PROFESSIONAL STAFF adding Section 2.

ARTICLE I – NAME AND LOCATION

Section 2. Offices. The registered office of the AMTA shall be located in the State of Georgia and the registered agent of the AMTA shall be at such address. The AMTA may have general offices within or without the State of Georgia as the Board of Directors may, from time to time, designate or the business of the Corporation may require or make desirable.

ARTICLE IV – BOARD OF DIRECTORS

Section 8. Standing Committees. The Standing Committees shall be as follows:

*Budget Committee.* The Budget Committee shall be chaired by the Treasurer and composed of the President, two other members of the Board of Directors, and the CFO.

ARTICLE VI – PROFESSIONAL STAFF

Section 2. Chief Financial Officer. The Board of Directors shall be responsible for selecting the Chief Financial Officer (CFO). The CFO shall be appointed by the Board of Directors and shall advise the AMTA Treasurer in the day-to-day activities in disbursement of funds. Payments shall be executed by the CFO only on the instruction of the Treasurer. The CFO shall be member of the Budget Committee. The CFO must be a US citizen if the Treasurer is a non-US citizen for banking and tax purposes.

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