



CSO Bylaws

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COASTAL STATES ORGANIZATION, INC.
BYLAWS
April 2010

ARTICLE I: FUNCTIONS OF THE COASTAL STATES ORGANIZATION

The Coastal States Organization Shall:

- A. Provide a means, including the establishment of Standing Committees and workgroups, by which the States may be adequately involved and represented on a continuing basis in the formulation, development and implementation of national marine, Great Lakes, and coastal resource programs and policies;
- B. Identify problems of mutual concern with marine, Great Lakes and coastal resources;
- C. Gather, analyze and disseminate information on marine and coastal affairs of interest to the States in the management, development and regulation of their marine and coastal resources;
- D. Develop programs to improve cooperation among the States and between such States and the federal government relating to the use and conservation of marine and coastal resources, and to marine science and engineering.

ARTICLE II: GOVERNING BOARD

Sec. 1: General Membership

The Governing Board shall consist of one Delegate from each Coastal State. Each Delegate is empowered to vote on all matters presented to the Governing Board for a vote.

Sec. 2: Term

A delegate shall serve until a successor is appointed in writing by the Governor of that State.

Sec. 3: Alternate Delegates

An Alternate Delegate may cast a vote on behalf of the Delegate. A Delegate's vote may be cast by an Alternate Delegate from his or her state who has been designated in writing by the Governor or Delegate of the State. An Alternate Delegate may serve as Chair of the Governing Board, Executive Committee, and of any Committee.

[Amended November 17, 1997 to strike the requirement that an Alternate Delegate have a written proxy added by the April 4, 1997 Bylaw amendments.]

Sec. 4: Ex-Officio Members

Delegates of State agencies with managerial authority over ocean and coastal resources may be non-voting members of the Governing Board.

Sec. 5: International Membership

Representatives of foreign governments, including national, regional or state (department) governments, may be non-voting members of the Governing Board.

Sec. 6: Election and Term of Officers

At each Annual Meeting (or every other Annual Meeting in the case of two-year terms), the Governing Board shall elect a Chair, Vice-Chair and Treasurer by open election conducted by printed ballot. The Ballot shall be prepared by the Membership/Nominating Committee in accordance with Article IV, sec. 2.A.4. The term of each officer of the Governing Board shall expire with the adjournment of the Annual Meeting of the Governing Board. Officers may serve one or two-year terms.

[Amended April 14, 1997 to provide that officers serve one or two-year terms.]

Sec. 7: Meetings

The Annual Meeting of the Governing Board shall be held each year at a time and place to be arranged by the Chair. The Governing Board shall meet at least two times per year. All meetings of the Governing Board shall follow the rules and procedures for meetings as set forth in the current edition of Roberts's Rules of Order. In cases of personnel matters, potential or active litigation of which CSO is involved, or other strictly internal matters of a confidential nature, only Delegates, Alternate Delegates, or representatives appointed by the Delegate shall be present. In all other instances, Governing Board meetings shall be by invitation only.

Sec. 8: Quorum

Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Governing Board members in office. All decisions will be by majority of those delegates voting in which a quorum is represented, either at a meeting or via electronic means.

Sec. 9: Voting

(1) Voting by eligible members on all matters, including but not limited to the election of officers and regional representatives, amending bylaws, adopting policies, approving meeting minutes, annual budgets and dues recommendations, shall be by one or a combination of the following methods:

- a. Voice or written vote at a meeting;
- b. Voice vote on a phone meeting;
- c. Postal mail ballot;
- d. Electronic mail; or
- e. By any other means of electronic transmission approved by the Executive Committee.

(2) At least 30 days shall be allowed for the return of ballots or casting of votes.

(3) The Chair shall certify the results of the voting.

[Amended October 20, 2010, see minutes of the Governing Board, 2010 CSO Annual Meeting, Monterey, California.]

ARTICLE III: EXECUTIVE COMMITTEE

Sec. 1: Function

The Executive Committee shall oversee the operations and financial standing of the Coastal States Organization. The Executive Committee has the authority to make decisions on behalf of the organization during the interim before Governing Board meetings.

Sec. 2: Membership

A. CSO Officers

The Chair, Vice-Chair, Treasurer and up to two Past Chairs (if a Delegate or Alternate Delegate) shall be members of the Executive Committee.

B. Regional representatives

- Seven (7) regional representatives will be elected by the full membership; the regions and their states include (states may be located in more than one region):
 - Pacific Coast (Alaska, Washington, Oregon, California)
 - Great Lakes (Minnesota, Wisconsin, Illinois, Indiana, Ohio, Michigan, Pennsylvania, New York)
 - Southeast (North Carolina, South Carolina, Georgia, Florida)
 - Gulf of Mexico (Florida, Alabama, Mississippi, Louisiana, Texas)
 - Islands (American Samoa, Northern Mariana Islands, Guam, Hawaii, Puerto Rico, US Virgin Islands)
 - Mid Atlantic (New York, New Jersey, Delaware, Maryland, Virginia, Pennsylvania)
 - Northeast (Maine, New Hampshire, Massachusetts, Rhode Island, Connecticut)

Sec. 3: Election and Term of Regional Representatives

- A. The term of each regional representative shall be two-years and expire with the adjournment of the Annual Meeting of the Governing Board.
- B. Terms of regional representatives shall be staggered with officer elections.
- C. States may be located in multiple regions but no Delegate or Alternate Delegate may be the regional representative for more than one region.
- D. Regional Representatives will be elected in the same manner as officers per Article IV, Sec. 2.A.4.
- E. No state may hold two positions on the Executive Committee.

Sec. 4: Officers

The Chair and Vice-Chair of the Governing Board shall serve as the Chair and Vice-Chair of the Executive Committee.

Sec. 5: Term and Meetings

The term of each member of the Executive Committee shall expire with the adjournment of the next Annual Meeting of the Governing Board at which the successor is elected. The Executive Committee shall hold a minimum of three meetings annually. Executive Committee meetings, to the maximum extent practicable, shall be held in Washington, D.C. except when held in conjunction with an Annual Meeting outside of Washington, D.C. All Delegates and Alternate Delegates may attend Executive Committee meetings. For all other attendees, Executive Committee meetings shall be by invitation only.

Sec. 6: Participation in Meeting by Conference Telephone

Any or all members of the Executive Committee may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Sec. 7: Quorum

The Membership may wish to delegate to the Executive Committee some authority for decision-making between Governing Board meetings. If a vote is needed at the Executive Committee, a majority (50% plus 1) of the quorum is required for affirmation. Quorum shall be defined as 2/3 of the sitting members of the Executive Committee.

Sec. 8: Vacancies

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Executive Committee. The member appointed to the Executive Committee to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE IV: STANDING COMMITTEES

Sec. 1: Membership/Nominating Committee

A. Function

The Membership/Nominating Committee shall provide for maintaining or expanding the membership of the Coastal States Organization; periodically review and, if necessary, make recommendations to the Executive Committee on amendments to the Bylaws pertaining to Membership in the Organization; and serve as the Nominating Committee to propose a slate of officers to the Governing Board.

B. Committee Membership

The Committee shall be comprised of the most recent former CSO Chairs who are serving as either a Governor appointed Delegate or Alternate Delegate and two members of the CSO Governing Board to be named by the CSO Chair.
[Amended December 6, 1993]

C. Committee Chair

The Governing Board Chair, in consultation with the Governing Board members, shall initially appoint an acting-Chair of the Committee until such time the Committee can meet and elect a Chair from within its membership.

D. Election Ballot and Process for Nominations

1. No less than two months prior to the officers and contacting delegates, the Membership/Nominating Committee shall draft the ballot.
2. Following discussions by the Membership/Nominating Committee and prior to the printing of the ballot, the Chair or designee of the Membership/Nominating Committee shall discuss proposed Bylaws changes and prospective candidates with the officers of

the organization. The Membership/Nominating Committee shall also contact all delegates of the association in writing for consultation on the ballot.

3. Following consultation with the officers and contacting delegates, the Membership/Nominating Committee shall draft the ballot.
4. The Membership/Nominating Committee shall distribute, at least 30 days prior to each Annual Meeting, a printed ballot containing its proposed slate of officers and appropriate committee chairs. Space shall be included for the open nomination of any Delegate or Alternate Delegate to be an officer or committee chair. The ballots shall be tabulated at the Annual Meeting for affirmation by the Governing Board.

[Amended July 26, 1994, see minutes of the Governing Board, 1994 CSO Summer Meeting, Detroit Michigan. Editor's note: Paragraph (d) of the July 26, 1994 amendment concerning the distribution of the ballot was not incorporated into the Bylaws as the provision was already stated in this section part.]

Sec. 2: Legal Council

A. Function

The Legal Council shall provide advice and recommendations to the Executive Committee on legal matters pertaining to pending legislation and executive rulemaking. The Legal Council shall also provide legal assistance and support, if requested by a Delegate or Alternate Delegate, to any Member State involved in State or Federal litigation affecting the concerns and interests of the Coastal States Organization.

B. Council Membership

The members of the Legal Council shall be appointed by a Delegate, but need not be a Delegate or Alternate Delegate. Members on the Legal Council shall be appointed in writing by the Delegate of that State.

C. Council Chair

The Chair of the Legal Council shall be selected by the Legal Council membership.

ARTICLE V: WORKGROUPS

Sec. 1: Function

Workgroups may be formed by CSO to examine coastal and ocean related issues, to study and develop policies and legislation, to serve as an advisory body, and/or to coordinate with organizations or programs. Workgroups are issue specific, goal oriented and time-limited. Workgroups should reflect regional perspectives and address issues of importance to CSO members.

Sec. 2: Workgroup formation

A. Workgroups may be created by the Executive Committee. Members may propose a workgroup at any time by approaching the Executive Committee with a proposal. Proposals for workgroups must specify the goal, time frame and deliverable(s). If the Executive Committee approves the workgroup proposal, the workgroup may commence work and must report back to the Executive Committee on a quarterly basis. A member of the Executive Committee will be assigned to be a liaison to each workgroup.

Sec. 3: Membership

The members of the workgroups shall be appointed by a Delegate or Alternate Delegate, but need not be a Delegate or Alternate Delegate.

Sec. 4: Workgroup Chair

1. The workgroup will choose its own chair. The chair must be a Delegate or Alternate Delegate.
2. The workgroup may also choose a Co-Chair or a Vice-chair. The Co-Chair or Vice-chair shall be appointed by a Delegate or Alternate Delegate, but need not be a Delegate or Alternate Delegate.
3. Workgroup chair responsibilities – The Workgroup Chair is responsible for setting the Scope of Work, determining the deliverables for the workgroup, timelines for the work, assigning tasks to workgroups members, and ensuring timely completion of the deliverables. The Workgroup Chair is responsible for the scheduling and agenda of the workgroup meetings and teleconferences. The Workgroup Chair shall report to the Executive Committee on the progress of the workgroup and the completion of deliverables.

ARTICLE VI: POLICIES

Sec. 1: Definition

CSO policies are the formal expression of the opinion of the Governing Board. Policies may be expressed in a variety of documents including policies, resolutions and position statements.

Sec. 2: Policies

- (a) Via its workgroups or standing committees, CSO may draft policies for consideration by the CSO Board.
- (b) Policies must be adopted by vote of the Governing Board in accordance with Article II, Section 9.
- (c) Once adopted, policies will guide CSO affairs, activities, public statements or positions on the issue with partners, the Congress, federal agencies, and other stakeholders.

Sec. 3: Sunset Provision

Unless otherwise noted in the policy, CSO Policies will expire 3 years after the date of the policy adoption.

ARTICLE ~~VII~~VI: FINANCIAL OPERATIONS AND CONTROL

Sec. 1: Expenses

Expenses of the Coastal States Organization shall be borne by the member States.

Sec. 2: Annual Work Program, Dues, and Budget

- (a) An annual work program shall be prepared by the Executive Committee for submission to the Governing Board for approval at the first Governing Board meeting after the beginning of the CSO fiscal year.
- (b) A dues structure for general members must be presented to the Governing Board for approval at the Annual Meeting if it reflects an increase of over 3%.
- (c) A fiscal budget shall be prepared by the Executive Committee for submission to the Governing Board for approval at the Annual Meeting.

[Amended Oct. 19, 2009.]

Sec. 3: Financial Review and Reports

Brief financial statements shall be submitted by the Treasurer to the member States at each Governing Board meeting. A financial review of sufficient degree shall be conducted annually prior to May 1 to assure sound internal fiscal control, and, not less than once every four years, a full internal and financial control audit should be performed by an independent certified public accountant. The report of the audit, and corrective action taken, as appropriate, shall be represented at the next Governing Board meeting following the completion of the audit.

Sec. 4: Investments

A. CSO Operational & Special Funds

1. Authorized Accounts

The Treasurer shall ensure that all funds within the CSO operational and special accounts are, to the maximum extent practicable, deposited in federally insured, interest yielding accounts while maintaining adequate liquidity to meet the Coastal States Organization's anticipated cash flow requirements.

2. Co-Signatories

The CSO Treasurer shall, in addition to the Executive Director, be a co-signer on any and all operational and special fund accounts as a protection in the event that the Executive Director is incapable of performing his or her responsibilities, provided that the signature of either one alone is sufficient for account endorsement purposes.

[Amended April 14, 1997 to delete the Chair as co-signatory.]

B. CSO Endowment Fund

1. Authorized Accounts

The Treasurer, with formal concurrence of the Chair, may invest all or part of the CSO Endowment Fund in non-federally insured, low-risk accounts of short, medium or long-term (e.g., government-backed securities) to the extent necessary to assure adequate income on the account.

2. Organizational Cash Flow Requirements

In determining whether all or a part of the Endowment should be invested in non-liquid accounts, the Treasurer should consult with the Executive Director concerning the annual and long-term cash-flow requirements of the organization.

3. Co-Signatories

The CSO Chair shall, in addition to the Treasurer, be a co-signer on any and all Endowment Fund accounts as a protection in the event that the Treasurer is incapable of performing his or her responsibilities, provided that the signature of either one alone is sufficient for account endorsement purposes.

[Amended Nov. 16, 1992.]

Sec. 5: Fiscal Year

The fiscal year for the Coastal States Organization shall be the same as the calendar year.

Sec. 6: Financial Records

The Treasurer and the Executive Director shall independently maintain a complete set of all financial records, audits, all reports submitted with the District of Columbia and federal governments, and all correspondence with the District of Columbia and federal government pertaining to the filing of required forms and reports and the financial operations of the Coastal States Organization. All records so maintained shall be kept for no less than seven years.

ARTICLE ~~VIII~~^{VII}: CONFLICTS OF INTEREST

Sec. 1: Purpose

The purpose of the conflict of interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Sec. 2: Definitions

Interested Person: Any Governing Board member, Delegate, Alternate Delegate, officer, or member of a committee or workgroup with Governing Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- (c) Is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation: Direct and indirect remuneration, including gifts or favors that are not insubstantial.

Conflict of Interest: A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust; however, a financial interest is not necessarily a conflict of interest. Under Section 3. B., a person who has a financial interest may have a conflict of interest only if the appropriate Governing Board or committee decides that a conflict of interest exists.

Sec. 3: Procedures

A. Duty to Disclose: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Governing Board and members of committees considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Governing Board or committee/workgroup members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the Governing Board or committee/workgroup meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
2. The Chair of the Governing Board or committee/workgroup shall, if appropriate, appoint a disinterested person or committee/workgroup to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Governing Board or committee/workgroup shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or committee/workgroup shall determine by a majority vote of the disinterested Governing Board members or committee/workgroup members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(D) Violations of the Conflicts of Interest Policy:

1. If the Governing Board or committee/workgroup has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or committee/workgroup determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Sec. 4: Records of Proceedings

The minutes of the Governing Board and all committees/workgroups with Governing Board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Board's or committee's/workgroup's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE ~~IX~~^{XVIII}: ORGANIZATION OFFICE

Sec. 1: Headquarters Office

The Coastal States Organization may maintain a headquarters office and/or such branch or regional offices as the Governing Board may from time to time determine.

Sec. 2: Organization Staff

The Executive Committee shall have the authority to employ an Executive Director. The Executive Director shall be responsible for the operations of the headquarters office, assisting with the functions of the Treasurer, and hiring and supervising other Coastal States Organization employees.

Sec. 3: Organizational Manual

The Executive Director shall prepare and continuously update an organizational manual as necessary to operate the headquarters office, provide for employment descriptions, vacation and sick leave, and internal office policy.

ARTICLE ~~XIX~~^{XIX}: AMENDMENT OF BYLAWS

Sec. 1: General

No amendment of these Bylaws shall be made that conflicts or is otherwise not in conformance with the Articles of Incorporation of the Coastal States Organization. In the event of any conflict between these Bylaws and the Articles of Incorporation, the Articles shall take precedence.

Sec. 2: Amendment Procedure

The Governing Board at any meeting may amend these Bylaws by affirmative vote of a majority of a quorum of such States present and voting. Notice of any such proposed amendment shall be mailed to all members of the Governing Board at least thirty days prior to submitting such amendment to a vote.

[Amended April 1, 2010 to remove option to amend without notice at Annual Meetings.]

ARTICLE ~~XIX~~: SUSPENSION OF BYLAWS

Any Article or section herein relating to the conduct of business of the Coastal States Organization may be suspended by a three-fourths vote of a quorum of members present at any meeting.

ARTICLE ~~XIIXI~~: ADOPTION OF BYLAWS

Within forty-five days after the Governors of at least ten States have approved membership in the Coastal States Organization and designated their Delegates to the Governing Board such Delegates shall meet to adopt these Bylaws by a quorum vote.

Adopted: July 25, 1992 at the CSO Governing Board Meeting in San Francisco, CA.

To supersede the CSO Bylaws following the incorporation of the association on July 2, 1992.

Revisions:

November 16, 1992 at the CSO Annual Meeting in Perdido Beach, Alabama:

Art. V, Sec. 4. Subsection (A)(2) amended to require the CSO Treasurer to be a co-signer on operational and special accounts. Subsection 4(B) added to provide for management of CSO Endowment Fund.

December 6, 1993 at the CSO Annual Meeting in Myrtle Beach, South Carolina:

Art. III, Sec. I amended to delete reference to "Special" Committees;

Art. IV, Sec. I amended to delete reference to "Special" Committee and election of committee chairs by committee members. Subsection 2(A)(2) amended to define membership of Membership Nominating Committee. Subsection (2)(A)(4) amended to include the election of committee chairs on the annual ballot. Subsection 2(B) amended to replace the Information and Research Committee with the CZM Reauthorization and Coordination Committee. Subsection 2(b)(3) amended to provide for direct election of Committee Chair by CSO Governing Board. Title to Section 3 struck to reflect deletion of references to "Special

Committee.” Subsections 3(A) and (B) re-enumerated as subsections 2(C) and (D). Subsection 3(A)(3) re-enumerated as subsection 2(C)(3), amended to provide for the direct election of Committee Chair by CSO Governing Board. Subsection 3(B)(3) re-enumerated as subsection 2(D)(3), amended to provide for the direct election of Committee Chair. Subsection 2(E), “Island Affairs Committee” added.

April 14, 1997 at CSO Governing Board Meeting in Washington D.C.

See attached explanatory memorandum on proposed Bylaw amendments all of which were approved for proposed Amendment #3.

November 17, 1997 at CSO Annual Meeting in Fort Lauderdale, FL.

See attached proposed Bylaw amendments all of which were approved.

March 6, 2007 at CSO Governing Board Meeting in Washington D.C.

See attached proposed Bylaw amendments all of which were approved.

October 19, 2009 at CSO Annual Meeting in Charleston, SC.

Art. IV, Sec. 2 reworded from previous language of:

An annual work program, dues structure for general members, (and ex-officio and international members, if any) and a fiscal budget shall be prepared by the Executive Committee for submission to the Governing Board for approval at the Annual Meeting.

April 1, 2010 via email vote (19 in favor) for technical changes, revising of regional representation, and change in bylaws changes without notice at annual meeting.