



Bylaws

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ARTICLE 1: NAMES & DEFINITIONS

Section 1. Name. This organization shall be known as the Association of Minnesota Counties (AMC).

Section 2. Definitions. The terms defined in this section shall have the meanings given unless otherwise provided or indicated by the context:

Subd. 1. **Association** means the Association of Minnesota Counties.

Subd. 2. **Board** means the Board of Directors of the Association.

Subd. 3. **Commissioner** means a duly-elected, qualified and acting county commissioner.

Subd. 4. **Official** means a duly-elected, qualified and acting officer or a duly-appointed, qualified and acting head of a department or agency of a county on either a full-time or part-time basis.

Subd. 5. **Member County** means any county of the State of Minnesota that pays the annual membership fee established by the Association.

Subd. 6. **Affiliate** means any organization whose membership consists predominantly of county officials or employees that seek affiliate status in the Association and has been approved by the Board.

Subd. 7. **Delegate** means a county representative selected pursuant to Article VIII, Section 1.

Subd. 8. **Associate** means any firm, organization or entity recognized by the Board pursuant to Article III, Section 2, Subd. 3.

ARTICLE 2: MISSION, GOALS & OBJECTIVES

Section 1. Mission. It is the mission of the Association of Minnesota Counties to assist all counties in the provision of effective county governance and services for the people of Minnesota.

Section 2. Goals. The goals of the Association shall include but are not limited to the following:

Subd. 1. To promote, advance and represent the interests of Minnesota counties in obtaining appropriate policy responses from federal and state legislative and executive branches.

Subd. 2. To foster and encourage innovative and responsive county service delivery, policy decisions and public resource utilization.

Subd. 3. To assure public understanding and support for the choices and decisions made by counties to provide quality programs and services.

Subd. 4. To develop resources to insure the vitality of the Association of Minnesota Counties programs to county government.

Section 3. Objectives. The objectives of the Association shall include but are not limited to the following:

Subd. 1. To be on the leading edge of emerging and changing issues.

Subd. 2. To help counties maximize the use or investment in fiscal, capital and personnel resources.

Subd. 3. To maximize the management capabilities and capacity of county government.

Subd. 4. To improve understanding of policies and policy development by all county officials.

Subd. 5. To encourage and develop the leadership capacity of county officials.

Subd. 6. To enhance the public perception of county government by developing stronger media relations.

Subd. 7. To assist counties in their public relations efforts.

Subd. 8. To advance the quality and quantity of contact with the state and federal legislative/executive branches by county officials.

Subd. 9. To effectively communicate county legislative policy priorities to the legislative and executive branches of the state and federal governments.

Subd. 10. To build and retain strong AMC membership support by providing effective programs and services.

Subd. 11. To develop the appropriate dues/fees mix consistent with the membership's expectations.

Subd. 12. To explore alternative revenue sources for the Association.

Subd. 13. To retain, attract and develop knowledgeable AMC staff.

Section 4 Operations. The Association may rent, purchase or otherwise own or hold real estate and other property, including beneficial interest therein, either solely or jointly with other organizations; to solicit and receive contributions; to assess and collect dues; to contract with governmental units; persons, firms or other organizations to procure or provide services or to perform functions by either contracting partly or jointly and to pay or receive money therefore, and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purpose of the Association.

ARTICLE 3: MEMBERSHIP, DUES & BUDGET

Section 1. Membership. The Association shall have three classes of membership. The designation of such classes and the qualifications of the members of such classes shall be as follows:

Subd. 1. **County Membership.** County membership in this Association is available to any county in the State of Minnesota which indicates its willingness to cooperate and support the work of the Association and upon payment of any annual or special membership fee or assessment as may be from time to time specified in accordance with Article III, Section 2. The term of membership shall be one year from January 1 to December 31.

Subd. 2. **Affiliate Membership.** The Board may, upon written application and subject to ratification by the Board, recognize as affiliates of the Association organizations whose membership consists predominantly of county officials or employees. The general purpose of such affiliates shall be to encourage maximum cooperation between the Association and the various county functions, between administrative departments and agencies and between counties throughout the state. The Board may require for affiliate recognition such conditions as it deems appropriate. The written request for affiliation should include a letter signed by the presiding officer of the organization which requests affiliation, a copy of the bylaws, a membership list, a list of officers and directors, a description of activities and a copy of the current budget and financial statement. In no event shall recognized affiliates advocate legislative or other policies as Association proposals or policies unless such proposals or policies have been approved by the Board as being consistent with the Association's policies and programs.

Subd. 3. **Associate Membership.** The Board may recognize as associate members of the Association, individuals, organizations and businesses who conduct business and provide services to member counties. The general purpose of such affiliation shall be to encourage the maximum efficiency in the delivery of county services. The Board may require for associate recognition such conditions as it deems appropriate. The written request for associate status should include a letter from the requesting entity and a summary of the reasons for the request. Each request shall be considered independently. In no event shall recognized associates advocate legislative proposals or policies as Association proposals or policies, or represent products or services as being endorsed by the Association unless such proposals, policies or endorsements have been approved by the Board as being consistent with Board directives.

Section 2. Dues. The annual membership dues for county and affiliate memberships shall be in accordance with the following:

Subd. 1. **County Membership Dues.** The Board of Directors shall determine dues for membership in the Association. The Board shall allocate the cost of operating the Association to the membership in an equitable manner. Dues are payable on January 15 of each year or as the Board shall provide. A county membership is considered lapsed if after a fifteen day written notice, full payment or other dues payment arrangements have not been made by February 15 of each year.

Subd. 2. **Affiliate Dues.** The Board may determine appropriate dues for affiliate membership with the Association.

Subd. 3. **Associate Dues.** The Board may determine appropriate dues for associate membership with the Association.

Section 3. Budget. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year. The Board shall adopt an annual budget for the Association prior to the beginning of the fiscal year at a date not later than December 15.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. General Powers. The Board shall have all powers necessary to carry out effectively the management, business and affairs of the Association and such other powers as are necessary and incidental to the performance of the Association's purposes as defined in Article II, Section 2.

Section 2. Board of Directors. There shall be organized a Board consisting of sixteen (16) District Directors elected in accordance with Article IV, Section 3; one Director selected by each county with a population in excess of 400,000 persons; the Executive Committee of the Association, the National Association of County Officials (NACo) delegate(s) and the immediate Past President of the Association. Chairpersons of all AMC Policy Committees shall serve as members of the Board. The Board may designate two additional most recent AMC Past Presidents that are not on the Board in another capacity to the Board. Officers of the Association may not simultaneously serve as District Directors.

Section 3. Election and Term of Office of District Directors. The election and term of office of District Directors shall be as follows:

Subd. 1. **Election.** The delegates from the counties of each Association district shall elect one or more delegates to represent the counties of the district on the Board. A quorum shall consist of 50% of a districts' delegation. Directors shall be elected at the first meeting after April 1st of the counties of the district. Each district shall be represented by one director except that any district and all larger districts having a population which is three times as large as the next smaller district shall be entitled to be represented by five directors. Directors elected from odd numbered districts shall be elected during odd numbered years and directors elected from even numbered districts shall be elected during even numbered years provided, however, that any district entitled to be represented by five directors shall provide for staggered terms of three directors elected in even numbered years and two directors elected in odd numbered years.

Subd. 2. **Term of Office.** The term of office for each District Director shall be for two years and shall begin on the first day following district elections. A District Director may serve three (3) full consecutive terms after which one term must elapse before the individual can serve again as a District Director from that district.

Subd. 3. **Alternate Director.** Each district shall elect an alternate Director. If the District Director cannot fulfill the role as a representative for the district, due to accident, illness or prolonged absence, the alternate Director shall serve. Such alternate director shall be elected at the same time as the District Director.

Section 4. Vacancies. If a vacancy occurs in the office of District Director by reason of death, removal or resignation, the alternate Director shall fill the unexpired term of office.

Section 5. Voting. Each director, or alternate as designated in Section 3, subdivision 3, on the Board shall be entitled to one (1) vote. There shall be no proxy voting. All motions shall carry by a simple majority unless otherwise specified in the bylaws.

Section 6. Regular Meetings. The Board may provide by resolution the time and place for holding regular meetings of the Board. The Board shall hold at least two (2) regular meetings each year. A notice of every meeting of the Board shall be sent to members of the Board at least five (5) days in advance of the meeting and a general statement of the business to come before it.

Section 7. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these bylaws.

Section 9. Special Meetings of the Board. Special meetings of the Board may be called by or at the request of the President or any five (5) directors. The person or persons authorized to call special meetings of the Board may fix the place within the state of Minnesota as a place for holding any special meeting of the Board called by them. Each Director shall receive at least four (4) days notice of such special meeting.

Section 10. Compensation of the Board. Members of the Board shall not receive any stated salary for their services but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board; but nothing herein contained shall be construed to preclude any member of the Board from serving the Association in any other capacity and receiving compensation therefore. Compensation policies of the Board shall be contained in the most current AMC Meeting Reimbursement Policy.

ARTICLE 5: OFFICERS

Section 1. Executive Committee. At the annual meeting of the Association there shall be elected from the county member delegation an Executive Committee. The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Secretary/Treasurer and Past President which shall have the authority to act in those circumstances and on those matters as directed by the Board.

Section 2. Term of Office. Each officer of the Executive Committee shall serve for a period of one (1) year or until his successor is duly elected and qualified.

Section 3. Duties of Officers. The officers of the Executive Committee shall have the following powers and duties:

Subd. 1. **President.** The President shall preside at all regular and special Association and Board meetings. The President shall perform the usual duties as the chief elected officer of the Association and may speak for or on behalf of the Association and the Board. The President, with concurrence of the Executive Committee shall make all appointments to standing committees of the Association and Board. The President may sign, with the Secretary/Treasurer or any other proper officer of the Association authorized by the Board, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Subd. 2. **1st Vice President.** In the absence of the President or in event of an inability or refusal to act, the 1st Vice President shall perform the duties of the President and, when so acting, shall have all powers of and be subject to all restrictions upon the President. The 1st Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Subd. 3. **2nd Vice President.** In the absence of the President and 1st Vice President, or in the event of their disability or refusal to act, the 2nd Vice President shall perform the duties of the President and, when so acting, shall have all powers of and be subject to all restrictions upon the President and 1st Vice President. The 2nd Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Subd. 4. **Secretary/Treasurer.** The Secretary/Treasurer shall be responsible for all Association funds and securities and shall direct to be kept, in records belonging to the Association, full and accurate accounts of all receipts and disbursements; and shall direct the deposit of all monies, securities and other valuable effects in the same manner in the name of the Association in such depositories as may be designated for that purpose by the Board. The Secretary/Treasurer shall direct the disbursement of the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and the Board at regular meetings and whenever requested by them, an account of all transactions and a report on the financial condition of the Association. If required by the Board, the Secretary/Treasurer shall deliver to the President, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned on faithful performance of the duties of the office, and restoration to the Association in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and property of whatever kind in the possession or control of the Secretary/Treasurer belonging to the Association. The Secretary/Treasurer shall attend all meetings of the Board, and of the Executive Committee, and shall cause to be preserved in books of the Association true minutes of the proceedings of all meetings.

In the event of a vacancy in the position of Secretary/Treasurer, the President of the Association shall nominate a successor to fill the unexpired term, which shall be ratified by a majority vote of the Board of Directors.

The Secretary/Treasurer may serve four (4) consecutive terms after which one term must elapse before the individual can serve again as Secretary/Treasurer.

Subd. 5. **Past President.** The Past President is the most recent President of the Association who is a delegate from a county that is a member in good standing. The Past President shall serve as a voting member of the Board of Directors and the Executive Committee.

Section 4. Nominating Process.

Subd. 1. Any delegate shall be eligible to serve as an officer of the Association.

Subd. 2. Each office within the Association shall be open for nomination and election at the annual meeting.

Subd. 3. Prior to each annual meeting the President shall appoint a candidate nomination screening committee composed of three (3) delegates. The members of the committee shall be the Immediate Past President of the Association who shall serve as chair of the committee and two additional Past Presidents. In the event that there are not two additional past presidents who are available to serve, the President shall appoint delegates that have exhibited a knowledge of the Association and its goals; provided leadership within the Association; and have represented AMC within the diverse segments and areas of the Association.

Subd. 4. The nomination screening committee shall hear presentations from candidates for office prior to elections during the AMC Annual Conference. The committee shall screen the prospective candidates for knowledge of the Association's goals and objectives, involvement within the Association, and demonstrated leadership. The committee shall then consider the qualifications and report all qualified candidates for each office. The chairperson shall present the committee's report to the annual meeting prior to the nomination and election of officers.

Subd. 5. The candidate nomination screening committee's report of candidates shall serve as a nomination for each office.

Subd. 6. The President shall ask for nominations from the floor for each office and an election shall be held using the Election Rules as proposed by the AMC Rules Committee and adopted by the General Assembly.

Section 5. Compensation. The President shall receive compensation for work performed as shall be determined by the Board.

ARTICLE 6: MANAGEMENT

Section 1. Permanent Offices. The Board shall establish and maintain a permanent office for the Association.

Section 2. Executive Director. The Board shall select and appoint an Executive Director to serve at the pleasure of the Board as the chief administrative officer of the Association. The Executive Director shall be chosen solely on the basis of training, experience and other qualifications in the field of local government management and administration. The Executive Director need not be a resident of the state of Minnesota when appointed. The Executive Director shall attend all meetings of the Board but shall not vote, and shall have the following powers and duties to be exercised in accordance with policies declared by the Board.

Subd 1. To see that all resolutions, rules, regulations and orders of the Board are carried out.

Subd. 2. To appoint and remove, on the basis of merit and fitness in accordance with Association policies and regulations, all subordinate regular and special employees of the Association.

Subd. 3. To present to the Board plans, studies and reports prepared for Board purposes and action and recommend to the Board for adoption those measures deemed necessary to enforce or carry out the powers and duties of the Board, or for the efficient administration of the affairs of the Association.

Subd. 4. To keep the Board fully advised as to its financial condition and to prepare and submit to the Board an annual budget for the Association, and to provide in conjunction with the Secretary/Treasurer of the Association an annual audit and such other financial information as it may request.

Subd. 5. To represent the Association's public policy position to the legislature, local government and the public.

Subd. 6. To review the performance of all AMC employees and discuss those performances on at least an annual basis.

Subd. 7. To perform such other duties as may be prescribed by the Board.

Section 3. Performance Review. The Executive Committee shall review the performance of the Executive Director not less than annually.

ARTICLE 7: CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Contracts. The Board may authorize any officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Orders. All checks, drafts, or orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the Association, shall be signed by such officers or agents of the Association and in such manner as shall be prescribed and determined by resolution of the Board. In the absence of such a determination by the Board such instrument shall be signed by the Secretary/Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may designate.

Section 4. Funds. Any funds which may come to the Association or be subject to its control, for its use in furthering and promoting the aims and purposes of the Association or its policies shall be received, disbursed, controlled and accounted for by the Secretary/Treasurer in such manner and under such conditions as shall be prescribed and determined by the Board.

Section 5. Audit. The Association shall conduct a financial audit of all pertinent records to assure compliance with all state and federal regulations.

ARTICLE 8: ASSOCIATION DELEGATES & DISTRICTS

Section 1. Association Delegates Each member county shall be entitled to a number of delegates equal to three more than the number of persons on the board of county commissioners of the member county. Delegates shall be appointed annually by the county board from among the officials and employees of the county. Each delegate so appointed shall be eligible to vote at any meeting of the Association or to be elected an officer or director of the Association. The right to vote at any meeting of the Association or to hold an office or directorship in the Association shall terminate when such person ceases to be a delegate from a member county or the county that delegate represents ceases to be a member of the Association. A vacancy in the office of delegate shall be filled by the county board for the unexpired term.

Section 2. Association Districts For the purpose of administering the affairs of the Association, the Board shall divide the counties of the state into not more than ten (10) districts consisting of two (2) or more counties. The Board shall by resolution initially designate each district by number and the member counties within each district. A county may transfer from its designated district to another contiguous district by adopting a resolution stating that it is the intention of the county to transfer to a contiguous district. The resolution shall state the district in which the county is located and the district to which the county wishes to be transferred. A certified copy of the resolution shall be mailed within ten (10) days after its adoption to each of the following: 1) the director representing the district in which the county is located; 2) the director of the district to which it wishes to transfer; and 3) the President of the Association. The transfer of the county to the new district shall be entered on the records of the Association by the President of the Association. The effective date of such transfer shall be the first day of the month following receipt of the resolution.

Section 3. District Organization. Each Association district may create a district board, elect district officers and hold regular district meetings.

ARTICLE 9: ANNUAL ASSOCIATION MEETING

Section 1. Annual Meeting. The Association shall hold an annual business meeting which may be combined with the annual convention, the time and place of which shall be determined by the Board. Notice shall be given to all county delegates not less than thirty (30) days prior to the opening session.

Section 2. Quorum. A quorum shall be necessary for the transaction of business of the annual Association meeting. Unless otherwise required by statute or these bylaws, a quorum shall not be less than five (5) percent of the delegates of all member counties. The Secretary/Treasurer shall determine from the records the delegates who are entitled to vote at the annual Association meeting.

Section 3. Manner of Acting. Every decision at a meeting of the Association shall be by majority vote of accredited delegates present, unless special rules have been adopted at the convention providing for some other voting procedure. The Secretary/Treasurer shall cause written minutes and records of the annual Association meeting to be kept.

Section 4. Special Rules. The delegate assembly shall adopt such rules as are necessary to conduct the business of the Association.

ARTICLE 10: NATIONAL ASSOCIATION OF COUNTIES (NACO) DELEGATE(S)

Section 1. NACo REGULAR Delegate(s). The Association of Minnesota Counties shall select one individual to serve as a NACo Regular Delegate.

Subd. 1. The NACo Regular Delegate must be a delegate to AMC.

Subd. 2. The NACo Regular Delegate shall serve a two-year term to commence with each odd numbered year concurrent with the NACo Board of Directors appointment.

Subd. 3. The AMC Board of Directors shall elect the NACo Regular Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo Regular Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo Regular Delegate shall serve not more than three consecutive complete two year terms after which one complete term must elapse before the individual may serve again as the NACo Regular Delegate, the NACo Large State Delegate or the NACo 100% State Delegate.

Section 2. NACo Large State Delegate(s). The Association of Minnesota Counties shall select one individual to serve as NACo Large State Delegate.

Subd. 1. The NACo Large State Delegate must be a delegate to AMC.

Subd. 2. The NACo Large State Delegate shall serve a two-year term to commence with each even numbered year concurrent with the NACo Board of Directors appointment.

Subd. 3. The AMC Board of Directors shall elect the NACo Large State Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo Large State Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo Large State Delegate shall serve not more than three consecutive complete two year terms after which one complete term must elapse before the individual may serve again as either the NACo regular delegate, the NACo Large State Delegate or the NACo 100% State Delegate.

Section 2. NACo 100% Delegate. In the event that all eighty-seven (87) counties are members of NACO, the Association of Minnesota Counties shall select one individual to serve as NACo 100% Delegate.

Subd. 1. The NACo 100% State Delegate must be a delegate to AMC.

Subd. 2. The NACo 100% State Delegate shall serve a two year term if AMC achieves one hundred percent status or a one year term if AMC does not qualify for the one hundred percent designation in an odd numbered year, to commence concurrent with the NACo Board of Directors appointment.

Subd. 3. AMC Board of Directors shall elect the NACo 100% Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo 100% State Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo 100% State Delegate shall serve not more than three consecutive complete terms after which one term must elapse before the individual may serve again as the regular NACo delegate, Large State delegate or the 100% NACo delegate.

Section 3. As Members of the AMC Board of Directors. The NACo Regular Delegate, the NACo Large State Delegate, the NACo 100% State Delegate and other Minnesota County Commissioners who are members of the NACo Board shall serve as members of the AMC Board of Directors.

Section 4. Reimbursement Policy. The NACo Regular Delegate, the NACo Large State Delegate, the NACo 100% State Delegate and other Minnesota County Commissioners who are members of the NACo Board of

Directors shall be reimbursed for expenses as determined by the most current AMC Meeting Reimbursement Policy.

ARTICLE 11: GENERAL PROVISIONS

Section 1. Parliamentary Authority. The rules of parliamentary procedure and practice contained in the most recent revision of Roberts Rules of Order shall supplement the rules of procedure adopted by the Association and shall govern the Association, the Board and Association committees in all cases in which the said Roberts Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes of the State of Minnesota, these bylaws and any special rules or regulations adopted by the Association or by the Board.

ARTICLE 12: AMENDMENT OF BYLAWS

Upon 30 days' notice the Board, by a vote of 60 percent of the membership of the Board may from time to time adopt, amend, or repeal all or any of the Bylaws of this Association. If, in the judgment of the President, time permits, notice of such proposed amendments shall be provided in a regular publication of the Association transmitted to all members.

ARTICLE 13: DISSOLUTION CLAUSE

Upon dissolution of the Association of Minnesota Counties, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Minnesota.

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- ADOPTED at AMC's Annual Meeting on 11/12/78.
 - AMENDED at AMC's Annual Meeting on 11/11/80
 - AMENDED at AMC's Annual Meeting on 01/30/84
 - AMENDED at AMC's Annual Meeting on 01/19/87
 - AMENDED at AMC's Annual Meeting on 11/26/90
 - AMENDED at AMC's Annual Meeting on 11/25/91
 - AMENDED by AMC's Board of Directors on 07/26/96
 - AMENDED by AMC's Board of Directors on 05/05/00
 - AMENDED by AMC's Board of Directors on 04/11/03
 - AMENDED by AMC's Board of Directors on 04/16/04
 - AMENDED by AMC's Board of Directors on 12/04/05
 - AMENDED by AMC's Board of Directors on 03/18/11