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POLICY:

Membership Meeting

The purpose of the membership meeting is to present to the Society members a State of the Society address, provide an educational offering, allow industry members a forum to associate with society members, conduct committee meeting and transact such other business as may come before the meeting. The annual meeting shall be announced by any means necessary.

Special Meetings

A special meeting of members may be called at any time by the President, by a majority of the Board of Directors, or upon the written request of 15 percent (15%) of the active members. The agenda of the special meeting will be provided to the membership with the notification of the time and place of the special meeting. If a special meeting is called by any person or persons other than by the Board of Directors, a written request must be made specifying the time of the meeting and the general nature of the business proposed to be transacted. The request shall be delivered by any means necessary to the executive director and president. Society headquarters will notify the professional members by any means necessary of the date, time and location and intent of the meeting not less than thirty (30)

Manner of Giving Notice

Notice of any meeting shall be distributed to the appropriate members by any means necessary.

Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding, the withdrawal or enough members to leave less than a quorum

Adjourned Meeting

Any members' meeting, annual, regular, or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the members represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting except as provided in the Quorum section of the P&P. When any meeting or members, either annual, regular or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date..

Elections and Voting:

Ballots shall be solicited by any means necessary. All such solicitations shall state:

- (a) the number of responses needed to constitute a quorum
- (b) the percentage of approvals necessary to pass the measure submitted
- (c) the time by which the ballot must be received

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Ballots shall offer choice between approval, disapproval and abstention.

Proxy

Every member entitled to vote on any matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Society. The form of the proxy shall afford an opportunity to between approval, disapproval and abstention. Any proxy covering the following matters shall not be valid to such matters unless is set forth the general nature of the matter to be voted on:

- Removal of directors;**
- Filling vacancies of the Board of Directors;**
- Amending the Articles of Incorporation or the Bylaws to change proxy rights;**
- Amending the Articles of Incorporation;**
- Sale, lease, conveyance, transfer or other disposition of all or substantially all of the Society assets;**
- Merger Agreements;**
- Voluntary dissolution of the Society.**

Elections

All ballots cast in any election of directors, officers, or on my other item of business requiring a vote of the membership shall be counted by the Society's management. After counting the ballots, election results shall be announced to the general membership. The candidates receiving the highest number of votes shall be declared elected. In case of a tie vote, the tie shall be broken by secret ballots cast by all members of the Board of Directors as constituted prior to the election. Unless otherwise provided in these bylaws, the approval of any items of business requiring a vote of the membership shall require the affirmative vote of a majority of the active members casting votes. All ballots shall be retained for at least thirty (30) days following the election.

Member Action by Written Ballot

Any action which may be taken at any annual, regular or special meeting may be taken without a meeting if (i) the written ballot of every member if solicited, (ii) the number of ballots cast within the time period specified equals or exceeds the quorum otherwise required to be present at a meeting authorizing the action, and (iii) the percentage number of approvals equals or exceeds the percentage that would otherwise be required to approve the action at a meeting

Inspectors of Election: The Board of Directors may appoint any persons other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the Chairperson of the meeting may and on the request for any member or a member's proxy shall appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the Chairperson of the meeting may, and upon the request of any member of a member's proxy shall, appoint a person to fill that vacancy. These inspectors shall:

- (a) Determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive votes, ballots or consents;

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- (c) Count and tabulate all votes or consent;
- (d) Determine the result;
- (e) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

Parliamentary Procedure

The usual parliamentary rules of order contained in "Roberts Rule of Order Revised" shall govern all meetings of the Society.