

**BYLAWS
OF
THE MONTESSORI SOCIETY OF HUNTSVILLE**

These Bylaws, in conjunction with the Articles of Incorporation of the Montessori Society of Huntsville, are the authority in defining how the activities of the Montessori Society of Huntsville will be conducted.

ARTICLE I. Name

The name of this organization shall be the Montessori Society of Huntsville (hereinafter referred to in these Bylaws as the Society), for which Articles of Incorporation are recorded in Book 21, page 341 of records in the Office of Judge of Probate of Madison County, Alabama.

ARTICLE II. Mission

The Montessori School of Huntsville educates children to prepare them for a life of purpose, integrity and academic accomplishment. We develop independent learners, critical thinkers, and tomorrow's leaders.

ARTICLE III. Purpose

The purpose or purposes of the Society are as follows:

- (a) To establish and incorporate a non-profit Montessori Society for the benefit of all people in Huntsville and Madison County, Alabama who are interested in the Montessori method of instruction;
- (b) To own, operate, manage, and conduct a school or schools to teach the Montessori method to school age and preschool age children;
- (c) To maintain and apply the standards and principles established by Dr. Maria Montessori during her distinguished career in education and vocational guidance work; and
- (d) To receive and administer funds for the aforesaid purposes and for no other purpose (as fully described in the Articles of Incorporation).

ARTICLE IV. Non-Discriminatory Policy

The Society shall not discriminate, endorse, or affiliate with those who discriminate on the basis of age, religion, genetics, race, creed, ethnicity, color, disability, gender, marital status, sexual orientation or national origin.

ARTICLE V. Membership

Section 1. Eligibility

A Society member is a parent or guardian of a child currently enrolled or accepted in a school operated by the Society.

Section 2. Responsibility

Society members are responsible for supporting the mission of the Montessori School of Huntsville. Society members are responsible for timely payment of any financial obligations to the Society, active participation in the work of the Society, and for adhering to the policies of the Montessori School of Huntsville.

Section 3. Voting

Society members in good financial standing are expected to vote for the members of the Board of Directors. In addition, any changes to these Bylaws concerning the election of members to the Board of Directors must be voted on by the Society as described more fully in Article VIII.

Section 4. Liability

Liability of each Society member for the legal obligations incurred by the Society shall be limited to ten dollars (\$10.00).

ARTICLE VI. Finances

Section 1. Society Income

The Society shall be supported by tuition, fees, donations, grants, and other funds received through fundraising activities or projects.

Section 2. Expenditures

(a) The budgets of the Society shall be approved by the Board of Directors.

(b) The Board of Directors shall establish written policies for expenditures.

(c) Expenditures outside those contemplated by the budget must be accounted for in the Finance Policy. Notwithstanding the foregoing, any expenditure from the operating fund exceeding \$10,000 that is not specified in the budget must be approved by the Board of Directors.

Section 3. Fiscal Year

The fiscal year shall begin on June 1 in each calendar year and shall end on May 31 of the following calendar year.

Section 4. Budget

The Treasurer, under the direction of the Board of Directors, shall establish a policy for the submission and review of the budget. That policy shall be subject to revision by the Finance Committee with approval by the Board.

ARTICLE VII. Meetings of Society Members

Section 1. General Membership in Meetings

Two general membership meetings will be held during the school year: one to be held during the fall semester and one to be held during the spring semester. The spring semester meeting shall be held on or before April 15 of each year (the "Spring Society Meeting"). Election of Board Members will take place at the Spring Society Meeting. The dates of these meetings will be left to the discretion of the Board. The meetings may be held in person and/or virtually using videoconferencing meeting software.

Section 2. Special Meetings of Society Members

(a) Special meetings of Society members will be called when considered necessary by a majority of the Board of Directors or when petitioned in writing by at least one-third of the Society members.

(b) A special meeting called by a petition of the Society members shall be set no later than 30 days after the Board of Directors receives the petition.

Section 3. Notice of Membership Meetings

(a) Proper notice of at least fourteen (14) calendar days will be provided to all Society members prior to all general membership meetings. Any such notice shall clearly state the agenda, time, date, and location of the meeting. Notice of membership meetings shall be posted in a conspicuous place in each school facility and sent via electronic mail to every current society member who has provided the school with an electronic mail address.

(b) Special meetings can be called with notice of two (2) calendar days before the meeting. Special meetings may be held in person or virtually, but any special meeting set with fewer than seven (7) days' notice must have a virtual option for participation.

Section 4. Quorum of Members

Whatever number of Society members in good standing and who are present at any meeting for which proper notice has been provided shall constitute a quorum for the meeting. For the purposes of these bylaws, a member in good standing is defined as one who is current in all financial obligations to the school.

Section 5. Voting

(a) Society members may cast one (1) vote for each child enrolled or accepted, and in good financial standing at a school operated by the Society. If two society members have the same child enrolled, the two members share the single vote for the enrolled child. If more than one vote is submitted for an enrolled child, and they are in conflict, then none of the votes submitted for that child will be counted. On a yes-no vote, a majority of the votes cast is required to carry a ballot. Proxy voting shall not be permitted.

(b) The results of any vote shall be posted in the minutes of the Spring Society Meeting or in an addendum thereof.

ARTICLE VIII. Board of Directors

Section 1. General

(a) The governance of the Society, the direction and management of its work, and the control of its property shall be vested in the voting members of the Board of Directors, and the Head of School.

(b) The Board of Directors shall be responsible for the operation of all schools within the Society including, but not limited to, organization, structure, planning, policy, fund raising, program planning, consistent with the Mission of the Society. The Board of Directors shall have the authority to hire and dismiss the Head of School as may be needed in order to carry out the Mission of the Society.

(c) The duties of the Board of Directors shall include: (1) regularly attending meetings of the Board and the committees on which the Directors serve, (2) actively participating in the governance of the Society, (3) assisting the staff in fundraising and development activities, (4) complying with all policies adopted by the Board to govern the Society, consistent with the Mission of the Society, and (5) actively being goodwill ambassadors for the Society and the Montessori School of Huntsville.

(d) The Head of School shall be responsible for the day-to-day operation of the Montessori School of Huntsville. Directors shall not be directly involved in the day-to-day operations of the School.

(e) The Head of School shall be a non-voting ex officio member of the Board of Directors.

(f) Board members shall receive no monetary compensation for Board service.

Section 2. Number.

The Board of Directors shall consist of no fewer than five (5) and no greater than eleven (11) members. Two (2) of the maximum eleven (11) Board of Director positions will be set aside for individuals who do not have a child currently enrolled in the Montessori School of Huntsville. The number of directors constituting the Board of Directors shall be fixed by these Bylaws and may be changed only by amendment hereof.

Section 3. Officers.

The Board of Directors shall elect a Chairperson a Vice Chairperson, a Secretary, a Treasurer, and such other officers as it may deem necessary. The duties of the Officers are described in Article X of the Bylaws.

Section 4. Term of Office

(a) Board members shall serve two or three-year terms. Terms shall be staggered such that at least half of the members of the Board remain, and new members are elected to replace the Board members whose terms have expired. In the first Board Meeting attended by any newly elected or appointed Board member, the Board of Directors shall determine the term of such newly elected or appointed Board Members to allow for the staggering of terms as described herein and that term shall be recorded in the minutes of the Board.

(b) There is no limit to the number of years a Board member may serve. However, Board members may not serve in the same officer role for more than two consecutive terms.

(c) Newly elected Board members shall take their positions on the Board at the first Board meeting in May following their election. Former and new Board members will meet jointly to transfer information prior to the May meeting of the Board of Directors.

Section 5. Nomination

(a) A Nominating Committee of three (3) members and one (1) alternate will be elected by the Society members during the fall semester Society meeting. The Nominating Committee shall elect a committee Chairperson at its first meeting.

(b) Additional nominations for members of the Board of Directors may be made by any Society member at the Spring Society Meeting.

(c) The Chairperson of the Nominating Committee shall present the nominees at the Spring Society Meeting and conduct the election. The Chairperson of the Nominating Committee shall choose to conduct the election either as set forth in Art. VIII, Section 6 (b) or (c), below.

Section 6. Election

(a) Board members shall be elected by the Society membership at the Spring Society Meeting or within the subsequent fourteen (14) days. The eligibility criteria for voting is governed by Article VII, Section 5.

(b) For a vote at the Spring Society Meeting, the Chairperson of the Nominating Committee shall distribute ballots, whether in paper or electronic form, listing the nominations to Society members at least seven (7) calendar days prior to the meeting and shall designate a member of the Nominating Committee (the "designated individual") to receive ballots prior to or during the Spring Society meeting. Ballots received prior to or during the Spring Society Meeting shall be counted to determine the membership of the Board of Directors.

(c) For a vote by paper or electronic ballot following the Spring Society Meeting, the Chairperson of the Nominating Committee shall distribute ballots, whether in paper or electronic form, listing the nominations to Society members up to seven (7) calendar days following the Spring Society Meeting and shall designate a member of the Nominating Committee (the

“designated individual”) to receive ballots up to fourteen (14) days following the Spring Society Meeting which shall be counted to determine the membership of the Board of Directors.

Section 7. Attendance and Participation

(a) It is expected that any person who accepts election to Board service shall participate actively in the work of the Board. Board members are expected to serve on at least one (1) committee and to maintain regular attendance at committee and Board meetings. Those Board members who fail to attend three (3) consecutive regular Board meetings will be assumed to have resigned and may be removed from the Board pursuant to Section 8 of this Article.

(b) Attendance of all Board members is expected at: all Board meetings, the fall semester Society meeting, the Spring Society Meeting, the parents' orientation meeting in August, open houses, graduation ceremonies, and other appropriate school activities as requested by the Chairperson.

Section 8. Vacancies and Removals

(a) Any position on the Board of Directors, which is or becomes vacant for any reason prior to the end of the Board member's term of office and results in fewer than 5 total members of the Board, shall be filled by appointment by the Board until a vote can be taken by the Society at the Spring Society Meeting. The new Board member shall be selected for appointment by a majority vote of the remaining members of the Board. Serving the remainder of a term shall not count against a board member's right to serve two consecutive terms in the same Board officer role. Positions that become vacant that do not result in fewer than 5 board members shall not be filled by appointment by the Board, but shall be open to be filled by a vote of the Society at the next Spring Society Meeting.

(b) Any member of the Board of Directors may be removed as a member at any time and without assigning any cause therefor, by the affirmative vote of at least two-thirds (2/3) of the disinterested Directors and written notification of such removal to such Director so removed, who shall, upon receipt of such notice, be considered as removed from the Board of Directors. The term “disinterested Director” shall have the meaning ascribed to it in the Society's Conflict of Interest policy. The Society may also petition for the removal of a Director. A petition by over 1/3 of the members of the Society calling for the removal of a Director shall require a vote by the Board of Directors to determine such removal. For removals instituted by petition of the Society, the removal shall only be effective following an affirmative vote of at least two-thirds (2/3) of the “disinterested Directors”, as that term is defined in the Society's Conflict of Interest Policy, and written notice to the removed Director of the decision of the Society.

Section 9. Meetings of the Board of Directors

(a) The Board of Directors will meet at least bimonthly. Meetings will be held when called by the Chairperson or when requested by at least three (3) Board members. Except in the case of an emergency, proper notice of at least seven (7) calendar days will be provided to all Society members prior to each meeting of the Board of Directors. Any such notice shall clearly state the agenda, time, date, and location of the meeting. The Chairperson shall set the agenda for the

meeting and provide a copy of the agenda to the Board and the Society at least seven (7) calendar days before the meeting. Any Board member may add items to the agenda, provided such items are provided to the Chairperson at least five (5) calendar days before the meeting. Further, each notice concerning a meeting of the Board of Directors shall be posted in a conspicuous place in each school facility and/or sent via electronic mail to every current Society member who has provided an electronic mail address.

(b) Meetings are normally open to Society members and employees. Society members and employees desiring time on the agenda should notify the Board Chairperson at least five (5) calendar days in advance of the meeting as to the purpose and nature of the item to be discussed before the Board.

(c) The Board of Directors has the prerogative to conduct closed meetings at their discretion to discuss sensitive topics. An example of a sensitive topic is one that involves confidential or information of a personal nature to an employee or student.

(d) The Board will keep minutes of its meetings that will include at least: the agenda for the meeting, the attendance at each meeting, motions made and passed, policies approved, disclosed conflicts of interest, and significant discussion. Minutes are typically reviewed by the Board at the following Board meeting. Once approved by a majority of the Board, the minutes shall be signed and dated by the Secretary. Minutes of the executive meetings of the Board of Directors shall remain confidential.

(e) A signed copy of the approved minutes of each open meeting of the Board of Directors shall be posted either electronically or in a conspicuous place in each school facility. Approved minutes shall be posted no later than three (3) days following approval of the minutes by the Board and shall remain posted for a minimum of seven (7) days. Minutes of the open meetings of the Board of Directors shall be made available to Society members upon request.

Section 10. Quorum

Three (3) voting Board members are required for a quorum.

Section 11. Voting

(a) Each Board member shall have one (1) vote. Board members must be present, defined as physically present or participating by telephone or equivalent multimedia conference call in order to vote. A majority vote of those present shall be required to conduct the business of the meeting unless specified otherwise in these Bylaws.

(b) The Board of Directors shall not act upon any matter of substance that has not been scheduled for action in the agenda, except in the instance of a bona fide emergency requiring immediate action. The Chairperson defines an emergency.

(c) All motions and the result (i.e., number "yes," "no," and "abstention" votes) shall be recorded in the Minutes.

ARTICLE IX. Executive Committee

Section 1. Definition

There shall be an Executive Committee consisting of the four (4) officers of the Board of Directors and a non-voting ex officio member, the Head of School.

Section 2. Authority

(a) The Executive Committee transacts routine business between meetings of the Board and acts in emergencies. The Board Chairperson will chair the Executive Committee. Minutes of the meetings of the Executive Committee shall include all decisions and activities and shall be submitted to the Board of Directors at its next regularly scheduled meeting. Minutes of the meetings of the Executive Committee shall remain confidential. Only current members of the Board of Directors shall be privy to these minutes.

(b) The Executive Committee shall not establish Society policy; shall not hire or terminate the service of any employee, except as expressly provided below in Article IX, Section 3 of these Bylaws; shall not make any change in the budget previously approved by the Board of Directors; and shall not approve the expenditure of substantial sums of money not provided for in the approved budget.

Section 3. Acting in an Emergency

(a) The Executive Committee may act in any bona fide emergency during the program year when a decision must be made that cannot wait until the full Board can be assembled. The Chairperson defines an emergency.

(b) The Executive Committee shall have the authority to terminate the Head of School in the case of an emergency. A unanimous vote by the Executive Committee is required to terminate the Head of School. In the event the Executive Committee cannot meet in full or a unanimous vote cannot be reached, the Chairperson has the authority to suspend the Head of School IAW with the terms of her contract, with pay if not otherwise stated, and commence an investigation into the Head of School's performance, which shall be reported to the Board for action. The Chairperson defines an emergency.

ARTICLE X. Duties of Officers

Section 1. General

(a) The Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority specified in Article XIII of these Bylaws.

(b) All Officers are members of the Executive Committee as described in Article IX of these Bylaws.

Section 2. Chairperson

Duties specific to the office of Chairperson include the following:

- (a) Function as President of the Society;
- (b) Appoint chairpersons of all committees except the Nominating Committee;
- (c) Act as presiding officer of all meetings of the Board of Directors and the Executive Committee;
- (d) Prepare an agenda prior to each called meeting of all the Society, Board, and Executive Committee meetings;
- (e) Call Board meetings or special Board meetings when circumstances dictate or when three (3) Board members so request;
- (f) Establish special committees as required, define their charters and chairpersons (with Board approval);
- (g) Organize and preside over special and Society meetings;
- (h) Authorized to sign contracts and bank checks for the Society;
- (i) Be responsible to the Board for supervision of the Head of School in fulfilling his/her job duties; and
- (j) Write year-end report on the Board's major policy decisions, actions and activities, and distribute to Society members.

Section 3. Vice Chairperson

Duties specific to the office of Vice Chairperson include the following:

- (a) Perform the duties of the Chairperson in the absence or inability of the Chairperson to discharge the duties of the office and perform such other duties as the Board may from time to time determine;
- (b) Function as the Vice-President of the Society; and
- (c) Shall succeed to the office of the Chairperson to complete that term in the event of a mid-term resignation of the Chairperson.

Section 4. Secretary

Duties specific to the office of Secretary include the following:

- (a) Function as the Secretary of the Society;
- (b) Notify Board of Directors and Society membership of meetings;
- (c) Act as recording officer for all Society membership meetings, Board of Director meetings, and Executive Committee meetings;
- (d) Provide proper notice of all called meetings and other meetings when necessary; and
- (e) Be responsible for the distribution, posting, filing, and the safekeeping of all official documents of the Society, such as agendas, minutes, revised minutes, treasurer's reports, budget reports, Bylaws, policies and any additional records as directed by the Chairperson.

Section 5. Treasurer

Duties specific to the office of Treasurer include the following:

- (a) Function as the Treasurer of the Society;
- (b) Chair the Finance Committee;
- (c) Prepare the Society's annual budget in conjunction with the Head of School, and submits the budget to the Board for approval;
- (d) Review the quarterly financial statements generated by the Head of School and summarizes major findings for the Board;
- (e) Prepare and submit an annual financial report to the Society members; and,
- (f) Authorized to sign contracts and bank checks for Society.

ARTICLE XI. Committees

Section 1. Committee Responsibilities

(a) All committees shall meet as often as is necessary and on whatever schedule best suits their purposes.

(b) All committees shall collaborate with the Head of School in determining and executing any material committee activities.

(c) Duties pertaining to all Committee Chairpersons are as follows:

(i) Maintain an information file (e.g. MSH's shared drive) with the year's activities to pass on to the next Committee Chairpersons;

(ii) Maintain written minutes for each committee meeting;

(iii) Submit a written committee report to the Board Chairperson at least 5 days prior to each regularly scheduled Board meeting.

Section 2. Standing Committees

(a) In addition to the aforementioned Executive Committee and Nominating Committee, the Society shall have the following Standing Committees: Finance and Strategic Planning. The Board Chairperson, with the approval of the Board members, may assign duties to any Standing Committee in addition to those described by the Bylaws.

(b) Each Standing Committee Chairperson (normally a Board Director) shall be appointed by the Board Chairperson and confirmed by vote of the Board. The Treasurer shall chair the Finance Committee.

(c) Strategic Planning Committee: The Strategic Planning Committee shall advise the Board of Directors on all matters concerning the planning of the Society's academic, physical, and operational development. They shall lead the development and maintenance of the Society's Strategic Plan, which shall address objectives, strategies, resources, and time phasing.

(d) Finance Committee: The Finance Committee shall assist the Treasurer in the performance of the financial management responsibilities of the Society (as specified in Article X, Section 5). The Finance Committee shall consist of the Treasurer, who shall act as Chairperson, the Head of School, and other members as may be appointed by the Treasurer.

(e) Duties of the Finance Committee shall include:

(i) Maintain a budget policy that sets requirements and deadlines for the development of the annual operating budget;

(ii) Review and approve of the School(s) operating budget(s) as drafted by the Head of School and submit for final approval to the Board of Directors;

(iii) Production and delivery of an annual financial report to the Board of Directors, including at a minimum, the final profit & loss statement, balance sheet, and statement of cash flows for the Society's previous fiscal year, and this annual report shall include explanations of significant budget variances, recommendations for future years budgeting, and strategic plans; and

(iv) Maintain, develop, and update an investment policy to set the parameters for the investment of Society funds, and manage investments of any endowments or donations to the Society pursuant to the investment policy.

Section 3. Special Committees

(a) The Board Chairperson, with the approval of the Board of Directors, may create Special Committees (or "task forces") that from time to time may be deemed necessary. Responsibilities and missions for each Special Committee will be determined by the Board Chairperson and approved by the Board at the time the committee is appointed. Frequently used Special Committees include communications, parent-teacher, development (fundraising), buildings and grounds, personnel, bylaws, and advisory board, which are described in more detail below. Any Special Committee may be called as often as yearly but need not be in use by the Society if not required by the strategic plan.

(b) The Board Chairperson will appoint the Chairperson of each Special Committee. The number of members and appointments for each Special Committee shall be determined by that Special Committee's Chairperson.

(c) Buildings & Grounds Committee: The Buildings & Grounds Committee shall have the overall responsibility for the strategic planning of the grounds, buildings, and equipment owned or leased by the Society to provide a safe and attractive learning environment. They shall prepare and recommend a budget to the Finance Committee for major capital improvements.

(d) Development Committee: The Development Committee shall be responsible for a community-wide signature event, Annual Fund, and retail fundraising programs. In addition, this

committee is responsible for developing fundraising ideas, conducting feasibility studies of those ideas, making fundraising recommendations to the Board, appointing a chairperson for each fundraising event, and implementing the fundraisers.

(e) Communications Committee: The Communications Committee is responsible for informing the public about the Montessori School of Huntsville and for stimulating participation and interest in its programs and services.

(f) Parent-Teacher Committee: The Parent-Teacher Committee is responsible for planning and hosting school-wide events, supporting relations and communication between the parents and staff, and creating a sense of community within families at the school.

(g) Task Force on Personnel: The Task Force on Personnel is responsible for drafting, distributing, and evaluating the results of a school-wide faculty and staff survey at least every 5 years. The survey results are leveraged for compensation, benefits, and environment as feedback to the strategic planning committee.

(h) Advisory Board: An Advisory Board may be formed to provide a source of professional advice and information as needed. There are no required regular meetings of the Advisory Board. A meeting of the Advisory Board may be called by a majority vote of the Executive Committee. Any employee of the Society may serve on the Advisory Board as well as other persons from the community whose skills are deemed appropriate.

ARTICLE XII. Head of School

Section 1. General

The Board of Directors shall employ a Head of School. The Head of School will be hired or terminated by a majority vote of a quorum of the Board, except in cases of emergency, as set forth in Article IX, Section 3 of these Bylaws. The Chairperson shall, in the event of a temporary vacancy of the Head of School position, accept or appoint the position of Interim Head of School until a permanent replacement is hired.

Section 2. Responsibilities

(a) The Head of School shall be responsible for the day-to-day operations of all schools run by the Society. The Board of Directors shall provide a job description for the Head of School and shall review this job description annually. The Head of School shall report to the Board Chairperson. The Board Chairperson will supervise the Head of School in his/her job on behalf of the Board of Directors.

(b) The Head of School is the direct supervisor of all other employees of the Society. The Head of School shall, as necessary: hire, supervise, evaluate, and terminate any and all other employees as provided for in the Society's approved operating budget, within the scope of specific policies as approved by the Board of Directors, and as detailed in the Job Description as specified above.

Section 3. Annual Review

The Executive Committee shall complete at least an annual Performance Review each June for the Head of School based on the current job description with an optional midpoint in December. The Chairperson may request input from the balance of the Board of Directors. The Board Chairperson will represent the Executive Committee by conducting the Performance Review with the Head of School. The Chairperson will report the results of the Performance Review to the Board at its next regularly scheduled meeting.

ARTICLE XIII. Parliamentary Authority

Unless the Board of Directors develops a parliamentary procedure policy, the latest version of Robert's Rules of Order, Newly Revised, shall govern all deliberations and proceedings of the Society where not otherwise specifically addressed in these Bylaws.

ARTICLE XIV. Amendments

Section 1. General

These Bylaws may be altered, amended, or repealed by the Board of Directors except that changes concerning the election of the Board of Directors or salary paid to any Director can be made only by the Society as described in Article V, Section 3. Furthermore, the Directors shall add no amendment nor make any revisions to these Bylaws that has the effect of disenfranchising the members of the Society.

Section 2. Procedures

(a) A proposal for a Bylaws amendment may be made by any Board member at any regular meeting of the Board of Directors.

(b) Upon approval by Board, the proposed amendment shall be brought to the attention of the Society membership either by mail or by publishing it in the School newsletter at least fourteen (14) calendar days prior to the next Board meeting. This notification shall include a statement that the proposed Bylaws amendment shall be voted upon at the next regular meeting of the Board of Directors. Comments from Society members shall be invited.

(c) Once the above requirements have been met, a two-thirds (2/3) vote of the quorum at a regular meeting of the Board of Directors is required to approve any amendment to these Bylaws.

ARTICLE XV. Policies of the Board

The Board of Directors may establish policies necessary for the operation and function of the Society and any of its schools. Board policies may not conflict with these Bylaws. Board policies shall be binding until their rescission or amendment by the Board of Directors. Board policies shall be a matter of record and maintained on file with the Bylaws of the Society.

ARTICLE XVI. Telephone/Video Conferencing

(a) Any member or members of the Society or Board of Directors may participate by telephone or video conference call in a regular or special meeting of the Board or Society, including any closed session conducted therein, subject to the following:

(i) The member(s) must notify the recording Secretary or Chairperson before the meeting unless remote access is assumed, pursuant to Article VII, Section 3(b), or advance notice is impractical.

(ii) The absent member(s) may participate in the meeting by telephone or equivalent multimedia conference call only if the meeting is sufficiently capable of allowing the absent member(s) to hear, and be heard by, the remaining members present at such meetings, and to participate fully in such a meeting.

(iii) Any member(s) who participates in a meeting by telephone or multimedia conference will be permitted to consider, discuss, and vote upon any matter properly before the Board or Society in the same fashion and with the same effect as if such member(s) were physically present at the meeting.

(b) The minutes of any regular or special meeting of the Board of Directors in which any member of the Board participates by telephone or multimedia conference call, and the minutes of any closed session conducted therein, will reflect the fact that such member participated by telephone or multimedia conference call and was not physically present during such meeting.

ARTICLE XVII. Enactment

These Bylaws were enacted by vote of the Board of Directors at its meeting on the 21st day of October, 2003. These Bylaws were revised by a vote of the Board of Directors on the 5th day of December, 2007. The Bylaws were further revised by a vote of the Board of Directors on the 21st day of October, 2010. The Bylaws were further revised by a vote of the Board of Directors on the 22nd day of March, 2012. The Bylaws were further revised by a vote of the Society on the 20th day of April, 2013. The Bylaws were further revised by a vote of the Society on the 17th day of September, 2013. The Bylaws were further revised by a vote of the Board of Directors on the 29th day of September, 2014. The Bylaws were further revised by a vote of the Board of Directors on the 10th day of January, 2021. The Bylaws were further revised by a vote of the Society on the 5 April 2022.

s/ Kit Fry
Chairperson