

# BYLAWS of RANDOLPH-MACON WOMAN'S COLLEGE ALUMNAE AND RANDOLPH COLLEGE ALUMNI ASSOCIATION

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## ARTICLE I – PREAMBLE

Section 1. Name. The name of this organization is the Randolph-Macon Woman's College Alumnae and Randolph College Alumni Association, Incorporated (the "Association").

Section 2. Purpose. The mission of the Randolph-Macon Woman's College Alumnae and Randolph College Alumni Association is to cultivate an active association of members who are connected to each other, informed, and involved in supporting the life and work of Randolph College. In doing so, the Association shall seek to preserve the elements of Randolph College that derive from Randolph-Macon Woman's College, its tradition of academic excellence, and its motto Vita Abundantior, recognizing its historic commitment to the education of women and its influence on women. The Association will work to extend this tradition to all current and future students.

Section 3. Official Publication. The official publication is the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*.

Section 4. Funding. The funds for the annual operation of the Association come from the College by virtue of an agreement between Randolph College and the Randolph-Macon Woman's College Alumnae and Randolph College Alumni Association, approved by the Alumnae/i Association Board of Directors on September 10, 2010, approved by the College Board of Trustees on October 9, 2010, and enacted effective October 9, 2010.

## ARTICLE II – MEMBERSHIP

Section 1. Classes of Membership. There shall be two classes of members, active and honorary. Only active members may vote, hold office, serve on the Board of Directors, and serve on Association-sponsored Committees.

- 1.1 Active Members. An active member shall be anyone:
- (a) who has completed at least one semester at Randolph-Macon Woman's College or Randolph College and is a member of a class which has graduated, or who has received a graduate degree from Randolph College and
  - (b) whose name and address are on file with the Association.

## **ARTICLE II – MEMBERSHIP , continued**

1.2 Honorary Members. Honorary membership shall be conferred on any person whose nomination is approved by three-fourths of the Board of Directors and by three-fourths of active members present at the annual meeting.

Section 2 Meetings. The Annual Business Meeting of the Association shall be held at the time and place of Alumnae/i Leadership Council.

2.1 Quorum. Thirty (30) active members shall constitute a quorum at the Annual Business Meeting of the Association membership.

2.2 Notice of Meeting. Notice of the date of the Annual Business Meeting or any called meetings of the Association shall be provided to members of the Association not less than 15 days nor more than 60 days prior to said meetings.

## **ARTICLE III – RESPONSIBILITIES AND OBLIGATIONS OF THE BOARD OF DIRECTORS**

Section 1. The responsibilities and obligations of members of the Association Board of Directors shall be:

- Attend regularly called meetings of the Board of Directors
- Participate in such other initiatives as may be requested by the Board of Directors or the President of the Association
- Contribute to the Annual Fund every year
- Encourage alumnae/i to support the College financially
- Participate in student recruitment efforts as requested by the Admissions Office
- Support the purpose of the College and the Association

Section 2. It shall be the responsibility of the Chair of the Nominating Committee, in the course of securing a nominee's agreement to be placed on the slate of candidates for election, to ensure that the responsibilities and obligations of Board Members are communicated to the nominee, and that the nominee agrees to abide by them.

## **ARTICLE IV – BOARD OF DIRECTORS**

Section 1. Composition.

1.1 Voting Members. The Board of Directors shall consist of the elected Officers, Alumnae/i Representative to the Board of Trustees, Chair of Alumnae/i Giving, Chair of Alumnae/i Admissions Representatives, Chairs of Standing Committees, District Directors, and Members-at-Large. No member of the Board shall hold more than one office simultaneously.

1.2 Ex-Officio Members. The Director of Alumnae/i and the Editor of Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin shall be ex-officio members. The immediate Past President shall be an ex-officio member of the Board for the first year after completing the term. The immediate Past President shall be the person who most recently completed a term as President. The term ex-officio shall be understood to denote "without vote."

1.3 Vacancies. Vacancies in the Board of Directors, except as noted in Article V, Section 3, shall be filled by a majority vote of the remaining members of the Board. Any person elected by the Board to fill a vacancy that is less than one-half of a complete term may be nominated for a full term at the end of the unexpired term the board member completed.

Section 2. Authority. The management of the Association is vested in the Board of Directors which shall have power, unless otherwise provided, to fill vacancies in its membership. The Board of Directors shall appoint members of the Nominating Committee and shall every three years nominate a Chair whose name shall appear on the slate of officers to be elected.

## **ARTICLE IV – BOARD OF DIRECTORS, continued**

Section 3. Meetings. The Board shall meet at least once a year. Other meetings may be called by the President or by written request of any three members of the Board of Directors filed with the Director of Alumnae/i.

3.1 Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum.

3.2 Notice of Board of Directors Meetings. Notice of the date of the meeting(s) or any called meetings shall be provided to members of the Board at least three days notice prior to said meeting.

## **ARTICLE V – OFFICERS**

Section 1. Officers. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President, and a Secretary.

Section 2. Tenure. Elected officers shall serve three-year terms and may not succeed themselves. The President and Secretary shall be elected in the same year, and the Vice-Presidents in each successive year. Officers-elect shall assume office July first.

Section 3. Election. Officers shall be elected from a slate prepared by the Nominating Committee and circulated along with a ballot in the winter issue of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*. A majority of votes cast shall constitute election. If the office of President becomes vacant, the First Vice President shall assume the office of President. If the office of First Vice President, Second Vice President, or Secretary becomes vacant, the office shall be filled by a majority vote of the remaining members of the Board. Any person elected by the Board to fill a vacancy that is less than one-half of a complete term may be nominated for a full term at the end of the unexpired term the board member completed.

Section 4. Duties. The duties of the officers shall be as set forth below and in the Policies and Procedures Manual of the Association.

4.1 President. The President shall preside at all meetings of the Association and shall declare a quorum at all such meetings, and may be a full voting member of the Board of Trustees of the College. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall present to the Board of Trustees of the College any matter(s) approved for presentation to said trustees by the Executive Committee of the Alumnae/i Association.

4.2 First Vice-President. The First Vice-President shall supervise the work of the District Directors, and shall perform the duties of the President in the event of the President's absence or disability. The First Vice-President shall complete any unexpired term of the office of President should that office become vacant.

4.3 Second Vice-President. The Second Vice-President, in consultation with the Alumnae/i Office, shall be responsible for the programs of Alumnae/i Leadership Council and Reunion. The Second Vice-President shall appoint and chair a committee for this purpose. The Second Vice-President shall serve as the President in the absence of both the President and First Vice-President.

4.4 Secretary. The Secretary shall act as recording and corresponding secretary for the Board of Directors, for the Executive Committee, and for the Annual Meeting of the Association, and account for a quorum in all such meetings. The Secretary shall ensure that the bylaws and the Policies and Procedures in the Manual are consistent.

## **ARTICLE VI – ALUMNAE/I REPRESENTATIVE TO THE BOARD OF TRUSTEES**

Section 1. Qualifications. One alumna/us of at least five years standing shall serve as Alumnae/i Representative to the Board of Trustees. No employee of the College or any immediate family member of an employee shall serve as Alumnae/i Representative to the Board of Trustees.

Section 2. Tenure. The Representative shall be elected for a three-year term and may not serve a consecutive term.

## **ARTICLE VI – ALUMNAE/I REPRESENTATIVE TO THE BOARD OF TRUSTEES, continued**

The Representative to the Board of Trustees shall not be elected in the same year as the President of the Alumnae/i Association.

Section 3. Election. The Representative to the Board of Trustees shall be elected from a slate prepared by the Nominating Committee and circulated along with a ballot in the winter issue of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*. A majority of votes cast shall constitute election. If the position of the Representative to the Board of Trustees becomes vacant, the vacancy shall be filled by a majority vote of the members of the Board. Any person elected by the Board to fill a vacancy that is less than one-half of a complete term may be nominated for election to a full term at the end of the unexpired term the board member completed.

Section 4. Duties. The Representative to the Board of Trustees shall participate in the meetings of the Board of Trustees as requested by the Board of Trustees.

## **ARTICLE VII – CHAIR OF ALUMNAE/I GIVING**

Section 1. The Chair of Alumnae/i Giving shall be appointed in consultation with the Office of Institutional Advancement.

Section 2. Tenure. The Chair of Alumnae/i Giving shall serve for a three-year term.

Section 3. Appointment. The appointment shall be approved by the Executive Committee of the Board of Directors.

Section 4. Duties. The Chair of Alumnae/i Giving shall be a member of the Executive Committee and the Board of Directors. The Chair shall, in collaboration with the College's Office of Institutional Advancement, help plan and direct the alumnae/i development program. The Chair shall work with the Office of Institutional Advancement to coordinate the activities of the other alumnae/i volunteers working to support development efforts (i.e., Class Agent, Conway Society Chair). The Chair shall take a leadership role in encouraging alumnae/i support for the College.

## **ARTICLE VIII – CHAIR OF ALUMNAE/I ADMISSIONS REPRESENTATIVES**

Section 1. The Chair of Alumnae/i Admissions Representatives shall be appointed, in consultation with the Admissions Office.

Section 2. Tenure. The Chair shall serve for a three-year term.

Section 3. Appointment. The appointment shall be approved by the Executive Committee of the Board of Directors.

Section 4. Duties. The Chair of AARs shall be a member of the Executive Committee and the Board of Directors. The Chair shall plan and direct, in cooperation with the Admissions Office, the alumnae/i admissions program. The Chair shall coordinate the activities of the other alumnae/i representatives in Admissions. The Chair shall be responsible, in cooperation with both the Alumnae/i Office and the Admissions Office, for supporting the work of the Alumnae/i Admissions Representatives and alumnae/i admissions efforts.

## **ARTICLE IX – CHAIRS OF STANDING COMMITTEES**

Section 1. Standing Committees. The standing committees shall be Nominating, By-Laws, and Student Engagement.

Section 2. Tenure. Chairs of standing committees shall serve three-year terms.

Section 3. Election/Appointment.

## ARTICLE IX – CHAIRS OF STANDING COMMITTEES, continued

3.1 Nominating Committee. The Board of Directors shall nominate a Chair of the Nominating Committee to serve a three-year term. The Nominating Committee Chair should be a current or former member of the Committee. The candidate's name shall be circulated on a ballot in the winter issue of the Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin. A majority of votes cast shall constitute election.

3.2 Other Standing Committees. Chairs of other standing committees shall be appointed by the Executive Committee for three-year terms. The Alumnae/i Director is responsible for contacting nominees for appointed positions.

## ARTICLE X – COMMITTEES

Section 1. Executive Committee.

1.1 Composition.

a. The Executive Committee of the Alumnae/i Board of Directors shall consist of the Officers, Chairs of Standing Committees, Alumnae/i Representative to the Board of Trustees, Chair of Alumnae/i Giving, and Chair of Alumnae/i Admissions Representatives.

b. The Director of Alumnae/i and Editor of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin* shall be ex-officio members. The immediate Past President shall be an ex-officio member of the Executive Committee for the first year following the completion of the term as President.

1.2 Meetings. Meetings may be called by the President or by written request of any three members of the Executive Committee of the Alumnae/i Board filed with the Director of Alumnae/i.

a. A majority of the voting members shall constitute a quorum.

b. A meeting notice will be circulated to all members of the Executive Committee as soon as the date and time of the meeting are established.

1.3 Duties. The Executive Committee shall:

- Transact the business of the Association in the interim between Board meetings
- Create standing and special committees
- Set the time and place of Alumnae/i Leadership Council
- Review the Association's annual budget proposed by the Director of Alumnae/i and make recommendations for changes thereto
- Consider and vote upon any matter brought to the Association President by any member(s) of the Association who wishes to have said matter presented to the College Board of Trustees
- Make all decisions regarding the use of the Special Fund, in consultation with the Alumnae/i Director

Section 2. Standing Committees. Members of standing committees, unless otherwise stipulated, shall be appointed by the Executive Committee for three-year terms. The Alumnae/i Director is responsible for contacting nominees for appointed positions.

2.1 Nominating Committee.

a. Composition. The Nominating Committee shall consist of a Chair and at least four and no more than six members. The members shall be appointed by the Executive Committee of the Board of Directors, with at least one member being appointed each year for a three-year term.

b. Duties. The Nominating Committee shall prepare the slate for the election of Officers, Alumna/us Representative to the Board of Trustees, District Directors, Chair of the Nominating Committee, and Members-at-Large. They

## ARTICLE X – COMMITTEES, *continued*

shall present the name and qualifications of one nominee for each office to be filled. In preparation of the slate the Committee shall solicit recommendations from the Board of Directors, alumnae/i chapters, and individual alumna/us through notice in the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*. In the case of the Nominating Committee Chair, the name of the candidate shall be supplied by the Board of Directors. The Nominating Committee, on request, may offer recommendations to the Committee Chairs and the Executive Committee for committee members, Alumnae/i Admissions Representatives, and all other positions. The Nominating Committee Chair is responsible for contacting nominees for elected positions, for explaining the responsibilities and obligations of the members of the Board of Directors to the nominees, and for bringing recommendations to the Board of Directors for filling vacancies in unexpired terms.

### 2.2 Bylaws Committee.

a. Composition. The Bylaws Committee shall consist of a chair and two members, so appointed that the term of one shall expire each year. The members shall be appointed by the Board of Directors.

b. Duties. The Bylaws Committee shall examine the Bylaws each year, recommending any amendments deemed necessary, and shall consider amendments proposed by others as provided in Article XIII.

### 2.3 Student Engagement Committee

a. Composition. The Student Engagement Committee shall consist of a Chair and three members, one of whom will be a current student. The alumnae/i members shall be appointed by the Board of Directors. The student member shall be appointed by the President of the College, in consultation with the Dean of Students.

b. Duties. The Student Engagement Committee shall endeavor to strengthen the relationship of students and the Association by:

- Developing avenues of communication between alumnae and current students
- Supporting programming efforts to foster student success particularly with their Randolph Plans, and
- Encouraging efforts to connect current students to the history of the College

Section 3. Special Committees. Chairs and members of Special Committees shall be appointed by the Executive Committee for three-year terms, unless otherwise stipulated.

3.1 History Committee. The History Committee shall collect, preserve, and archive materials pertinent to the history of Randolph-Macon Woman's College and Randolph College, and the Alumnae/i Association. It may occasionally be called upon to develop and display historic exhibits.

3.2 Heritage Fund Committee. The President of the College and the President of the Association will appoint an equal number of representatives to the Committee to make recommendations for the development and periodic review of the Expenditure Guidelines for the Heritage Fund, including the establishment of criteria for any scholarship awards or other disbursements.

3.3 Publications Committee. The President of the College and the President of the Association will establish a Committee for the purpose of consulting and collaborating with respect to communications from the College that are specifically addressed to alumnae/i and that are concerned with alumnae/i, such as the publication of class notes, Association news and announcements, and profiles.

## ARTICLE XI – ASSOCIATION ORGANIZATION

Section 1. District Directors. District Directors represent separate geographical regions of the country. Each district includes all members of the Association within its geographical limits.

1.1 Tenure. District Directors shall be elected for terms of three years and may not succeed themselves.

## ARTICLE XI – ASSOCIATION ORGANIZATION, continued

1.2 Election. District Directors shall be elected from a slate prepared by the Nominating Committee and circulated along with a ballot in the winter issue of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*. If a District Director position becomes vacant, the vacancy shall be filled by a majority vote of the members of the Board. Any person elected by the Board to fill a vacancy that is less than one-half of a complete term may be nominated for election to a full term at the end of the unexpired term the board member completed.

1.3 Duties. District Directors shall be responsible in their respective districts for assisting established chapters and encouraging new chapters. They shall represent the Association and promote by every means the interests of the Association and the College.

Section 2. Chapters. Chapters shall promote the cooperative efforts of alumnae/i.

2.1 Organization. Ten alumnae/i may organize and, upon recommendation of the First Vice-President and the Director of the District in which they are located, be registered as a chapter of the Alumnae/i Association.

2.2 Responsibilities. Each chapter shall adopt Bylaws and register for tax-exempt status. A chapter should meet at least twice a year and keep the Association informed of its activities by filing required reports. Chapters with bank accounts must file an annual report including a copy of the end-of-year bank statement with the Alumnae/i Office.

Section 3. Alumnae/i Admissions Representatives. Alumnae/i Admissions Representatives shall be appointed by the Alumnae/i Office in consultation with the Admissions Office and the Director of Alumnae/i, and Chapter Presidents, where appropriate, to assist in the identification and recruitment of prospective students.

Section 4. Class Agents and Assistant Class Agents. At each reunion, classes shall elect Class Agents and Assistant Class Agents to implement the annual fund and class reunion gift programs. Vacancies shall be filled by the Development Office.

Section 5. Class Secretaries. At each reunion, classes shall elect Class Secretaries. They shall collect items of interest about classmates and send class notes and photos to the Editor of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*. Vacancies shall be filled by the Director of Alumnae/i.

Section 6. Members-at-Large. Each year the Nominating Committee of the Association may nominate candidate(s) to serve as a Member-at-Large of the Board of Directors. Members-at-Large will serve a three-year term and will provide leadership for special projects as designated by the Board of Directors. The Nominating Committee shall nominate at a minimum a sufficient number of at-large candidates so that at least 75% of the board members will have been elected by the members of the Association.

Section 7. Director of Alumnae and Alumni. The Director of Alumnae and Alumni shall plan and coordinate alumnae/i activities designed to carry out the purpose of the Association. The Director shall be an ex-officio member of the Board of Directors and of all committees. The Director may be appointed to College committees by the President of the College.

7.1 The Director shall conduct the work of the Office of Alumnae and Alumni and be Associate Editor of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin*.

7.2 The Director shall serve as Treasurer of the Association.

a. The Director shall have the authority to sign, execute, and deliver in name on behalf of the Association, contracts of all kinds, including negotiable instruments of every sort. The Director is authorized to receive, collect, and provide receipts for all monies and securities due the Association from any source, from any estate or trust fund or from any executor, administrator, guardian, trustee, or person or corporation holding fiduciary office and to sign, execute, and deliver on behalf of the Association all receipts, releases and other instruments of settlement therefore.

## **ARTICLE XI – ASSOCIATION ORGANIZATION, continued**

- b. The Director shall disburse all monies of the Association under the direction of the Executive Committee.
- c. The Director shall prepare the books of the Association for an annual review (compilation) by the College.
- d. The Director shall present a report on Association’s operating budget at meetings of the Executive Committee and of the Board of Directors, and at the annual business meeting of the Association. In addition, the Director shall circulate a copy of the annual financial report through the *Randolph-Macon Woman’s College Alumnae and Randolph College Alumni Bulletin*.

## **ARTICLE XII – ALUMNAE/I LEADERSHIP COUNCIL AND ANNUAL BUSINESS MEETING**

Section 1. Purpose. Alumnae/i Leadership Council shall strengthen relations between the College and the Association by bringing alumnae/i leaders together on campus for leadership training.

Section 2. Composition. Council shall be composed of the Board of Directors, Chairs and members of committees, Chapter Presidents, Class Secretaries, Class Agents, Alumnae/i Admissions Representatives designated by the Admissions office, alumnae/i who are current or past trustees of the College, and past presidents of the Association.

Section 3. Arrangements. The Second Vice-President, in consultation with the Director of Alumnae/i, shall appoint and chair a committee to handle arrangements.

Section 4. Meetings. The Alumnae/i Leadership Council shall include the Annual Business Meeting of the Association.

## **ARTICLE XIII - AMENDMENTS**

Section 1. Proposal. Amendments may be proposed by a chapter, a chair of a standing or special committee, or a member of the Board of Directors.

Section 2. Procedure. Proposed amendments shall be submitted to the Bylaws Committee for consideration. If an amendment has been recommended by the Committee, it shall be presented to the Executive Committee and to the Board of Directors. If approved by both bodies, it shall then be sent by the Director of Alumnae/i to all members of the Alumnae/i Association at least 30 days prior to the vote on the amendment. Publication in the *Randolph-Macon Woman’s College Alumnae and Randolph College Alumni Bulletin* or a special mailing is deemed notice to all members of the Association. The ballots shall show a deadline by which ballots must be returned to be counted. Each active member of the Association shall be permitted to cast one vote, in the method prescribed by the Executive Committee, in considering questions requiring action by voting members of the Association.

Section 3. Adoption. An amendment may be adopted by majority vote of alumnae/i whose ballots are returned by the deadline.

## **ARTICLE XIV - PROCEDURE**

These Bylaws or the Virginia Non-stock Corporation Act shall govern the procedures of all meetings of the Association, of the Board of Directors, and of all committees of these bodies.

Section 1. Meetings. Because the Association is a Virginia Non-stock Corporation, meetings of the membership, the Board, and all committees, and the voting at such meetings shall be governed by such procedures as may be adopted by the chairman of the meeting and that are consistent with the Association’s Articles of Incorporation and Bylaws, and with the Virginia Non-stock Corporation Act (the “Act”) as may then exist. Unless specifically overruled by the Act, the Articles shall govern first and then the Bylaws.

## **ARTICLE XIV - PROCEDURE, continued**

Section 2. Election of Officers and Board Members. Only active members may vote in elections. Notice of elections shall be considered adequate if provided in the winter edition of the *Randolph-Macon Woman's College Alumnae and Randolph College Alumni Bulletin* or by special mailing to active members at their last known address on file with the Association, along with a ballot for voting. No ballots will be counted past the deadline set forth on the ballot. The Board may promulgate rules for the return of electronic ballots that will be published together with the notice of election if such means are utilized.

## **ARTICLE XV – CONFLICT OF INTEREST**

Section 1. In all their activities on behalf of the Association, including but not limited to financial and other transactions between the Association and Randolph College, or between the Association and other person(s) or entities, the Board of Directors, individually and representing the Association, shall carry out their fiduciary duties to the Association, including, but not limited to, the duty of loyalty. Members of the Board of Directors must refrain from acting in a manner that creates a conflict of interest between said member's personal interests and the Association's interests, or creates a conflict of interest between said member's fiduciary duties to the Association and any duties that may be owed to Randolph College or any other person(s) or entities.

Section 2. If the Board of Directors, by majority vote, determines that a Board member has an actual or potential conflict of interest due to the relationship with Randolph College or another person(s) or entity, the Board shall have the power to take appropriate action to limit the activities of the conflicted person or to otherwise remove the potential or actual conflict of interest. Any such action shall be made only at a duly noticed meeting of the Board where a quorum of Board members is present and after reasonable debate of the issue. The member(s) who are the subject of the discussion shall have reasonable opportunity to be heard during any such discussion.

## **ARTICLE XVI– RESIGNATION AND REMOVAL**

Section 1. Resignation from the Board of Directors. Any member of the Board of Directors may resign at any time by giving written notice to the Executive Committee, President, or Secretary. Unless otherwise specified in such written notice, such resignation shall be effective upon receipt thereof by the Executive Committee or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 2. Removal of a member of the Board of Directors. Any member of the Board of Directors may be removed at any time whenever the Board in its absolute discretion shall consider that the best interests of the Association would be served. Any member of the Board may be removed by a two-thirds vote of the Board of Directors.

## **ARTICLE XVII – VOTING**

Each active member of the Association shall be permitted to cast one vote, in the method prescribed by the Executive Committee, in considering questions requiring action by the members of the Association. A majority of votes cast shall determine the outcome of the vote. Proxies may be used at any meetings of the members consistent with the Act.

## **ARTICLE XVIII – ELECTRONIC MEETINGS**

Meetings of the Executive Committee, the Board of Directors, or any committee may be held by conference telephone or similar communication method provided that all members shall have an opportunity to participate. Members considered present at the meeting shall be able to hear one another, and speak to one another at all times. Any vote shall be by roll call, and a record of said vote shall be maintained with the records of the Association.