

Charter and Bylaws

Charter of the Canadian Tandem Users Group

I. Objects

The objects of the Association are as stated at **Article 2 of the By-laws**.

II. Jurisdiction and Head Office

The operations of the Association may be carried on throughout Canada and the head office is to be situated within Canada.

III. General

The Association shall operate without the purpose of financial gain for its Members and any profit or other accretions to the Association shall be used in promoting its objects.

The Board of the Association shall serve as such without remuneration and no Director shall directly or indirectly benefit financially or otherwise from his or her position as such except as specifically permitted by the By-laws; Provided that a Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties on behalf of the Association.

IV. By-Laws

The By-laws of the Association are those attached hereto as **Schedule "A"**, as the same may be amended, supplemented, restated or replaced from time to time.

DATED the first day of January, 2000.

Unified Association Bylaws

Adopted at the Joint Summit Meeting, St. Andrews by the sea, N.B., by the Board of Directors of the Canadian Tandem User Group, and DECUS Canada on August 21st 1999. Ratified by CTUG and DECUS Canada Membership November 1st 1999, re-ratified by ctug on April 4th, 2002. These Bylaws are in effect as of May 13th, 2002.

ARTICLE 1: Name

1. The name of the Organization shall be CTUG Inc. herein after referred to as the Association.
2. A permanent name shall be established by a process determined by the Board. Upon establishment of such a permanent name, these Bylaws shall be amended to reflect such a permanent name. Notwithstanding the ratification requirements set out at **Article 12** herein, the amendment to the Bylaws to reflect the permanent name shall be ratified by the majority of the Board only. Such amendment shall also make this sub-clause redundant, and so shall be removed.

ARTICLE 2: Purpose

1. The primary objective of the Association is to provide value to our Members.
 1. To advance the effective use of the products and services of Hewlett-Packard Company (HP) and related partners by promoting the free interchange of information and education concerning their use.
 2. To establish methods and provide channels to facilitate the exchange of relevant information among Members.
 3. To advance the art of information sharing through mutual education and exchange of ideas.
 4. To provide input to HP and related partners on proposed and existing products and services.

ARTICLE 3: Interpretation

1. Definitions - In this By-law and in all other By-laws and special resolutions of the Association, unless the context otherwise requires:
 1. "Board" means the board of Directors of the Association;
 2. "By-laws" means this By-law and all other By-laws of the Association from time to time in force and effect;
 3. "Association" means CTUG Inc.
2. Interpretation - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations. The division of these By-laws into articles and sections and the insertion of headings are for convenience of reference only and should not affect the construction or interpretation hereof.

ARTICLE 4: Limitations of Liability

1. The Association shall have no power or authority over its Members, except as specified under "MEMBERSHIP".
2. Each Board Member shall hold the Association, its officers and its Members harmless for the Board Member's own actions performed beyond the scope of authority granted in these By-laws or within the scope of such authority but where the loss damage or misfortune is occasioned by his own willful neglect or default.
3. The Association shall not be responsible for the actions of any of its Members or delegates to its sessions.

4. Indemnity - Every Board Member of the Association, the Committee Members, agents and staff and his or her heirs, executors, administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
 1. all costs, charges and expenses whatsoever that such Member sustains or incurs in or about any proceeding brought against him for any act or deed carried out or permitted by him to be carried out, in or about the execution of the duties of his office; and
 2. all other costs, charges, expenses and liabilities that he sustains and incurs, in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his own willful neglect or default.
5. Insurance - The Board may purchase such insurance for the protection of its Board as it deems necessary or advisable to be paid out of the funds of the Association.

ARTICLE 5: Membership

1. Charter Membership
 1. Notwithstanding the following, upon ratification of the Association of these Bylaws, any Member in good standing of the Association at the time these Bylaws take effect shall be deemed to be a Member in good standing of the Association, and shall abide by the Bylaws of the Association. Further to this, any such Member granted membership under these terms into the Association shall be accorded the status "Charter Member".
2. New Members
 1. Any individual with a demonstrable interest in the aims as defined in **Article 2**, and a sincere willingness to participate in the activities of the Association, and whose business address is within any of the Provinces or Territories of Canada may apply to be a Member.
3. Fees
 1. The Board is empowered to set fees for attendance at any Meetings and other events and establish dues rates for Membership.
4. Application for and approval of Association Membership
 1. A person or organization with a bona fide interest in the purposes of the Association may apply for and may be admitted as a Member of the Association by approval of the appropriate Governing Body as defined by the Board of the Association.
5. Responsibilities
 1. Members shall act to further the purpose (as defined in **Article 2**) of the Association.
 2. A Member is expected to maintain active Membership in the Organization as evidenced by:
 1. Attendance and participation in meetings, including responding to Association

communication and exchange of information with other Members.

2. Contributions to official publication(s).
3. Payment of annual dues and any other payments as established by the Board.
3. A Member should notify in writing the Director of Membership should he/she desire to resign from the Organization. In the case of such resignation, the Member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to the acceptance of his resignation by the Board.
4. A Member must notify the Director of Membership of any change of information.
6. Each Member of the Association who continues to fulfill the qualifications of Membership as set out in **Article 5.5** and abides by these By-laws, applicable subordinate By-laws and administrative policies of the Association, shall be deemed to be a Member in Good Standing.
7. Suspension and/or termination
 1. A Member of the Association who fails to abide by these By-laws, the applicable subordinate By-laws, or the administrative policies of the Association, including payment of any dues, fees or other obligations due to the Association, may have their rights terminated or suspended by a majority vote of the Board. Suspension or termination shall thereafter be carried out in accordance with procedures established by the applicable Governing Body.
 2. In addition to **Article 5.7.1** above, the Membership of a Member shall automatically terminate in the following circumstances:
 1. upon death of the Member;
 2. upon the Member being adjudged a bankrupt under the Bankruptcy and Insolvency Act (Canada);
 3. upon a Member being certified or declared to be mentally incompetent or incapable of managing his or her own affairs;
 4. upon the withdrawal or resignation of the Member in accordance with **Article 5.5.3** above;
 3. Any application for the reinstatement of Membership that has been terminated or suspended must include:
 1. assurance that the cause for termination or suspension of Membership has been remedied;
 2. payment to the Association of obligations incurred before the termination or suspension;
 3. evidence that the former Member qualifies under the Membership requirements current at the time of reinstatement.
 4. The governing body may then decide by simple majority vote on whether to reinstate the Membership. Such decision shall be made within days of receipt of the full application for reinstatement by the former Member.

ARTICLE 6: Governing Bodies

1. Board of Directors
 1. Authority
 1. The power to govern and run the Association shall be vested in the Board, except as otherwise expressly provided by these Bylaws or by the Certificate of Letters Patent, where applicable.
 2. Composition
 1. The Association Board shall, within the first three months of each fiscal year, elect from its current Membership, but excluding the HP Delegate and HP User Groups Program Administrator, the Officers of the Association Board as set out in 6.1.2.2.
 2. The Board shall consist of a President, Past President, Director of Finance, Director of Membership, Director of Symposia, Director of Technology, Director of Special User Groups, Director of Communications, the HP Delegate, and up to 10 additional Directors.
 3. The Board may, at its discretion, elect up to two Vice-Presidents with assigned responsibilities from the current Board Membership for a term up to but not exceeding two (2) years, from the date of appointment.
2. Qualifications and Term of Office
 1. The President must have served one prior full term as an Officer of the Association.
 2. In the event that the President is unable to complete his/her term of office, the senior Vice President shall automatically become interim President and serve for the balance of the current President's term. There being no Vice Presidents available, the Board shall immediately conduct an election to appoint an interim President from the current Board Membership, who shall serve as President for the remainder of the current President's term.
 3. Additionally, the immediate Past President shall serve as a voting Board Member for one year following the election of the current President.
 4. In addition to elected Board Members, the Association Board may appoint, from time to time, Members as additional Board Members for a term to be determined at the time of appointment, but not to exceed two (2) years.
 5. Directors shall be elected to serve for a maximum of two (2) year staggered terms, and where the Board deems appropriate, with approximately half the number of Directors being elected each year.
 6. Directors cannot be less than 18 years of age, must be individuals and must have the capacity under the law to contract

ARTICLE 7: Officers of the Board

1. General

1. The Officers of the Association shall be the Directors as defined in **Article 6.1.2.3**.

2. Duties

1. Duties of the President.

1. to preside at all meetings of the Board and the Association;
2. to see that the regulations of the Association are enforced;
3. to carry out assignments and instructions given to him/her by the vote of the Association;
4. to represent the Association in any affiliation with other HP User Groups, or collection of Groups as required and deemed appropriate by the Governing Body of any such organization(s);
5. to be responsible for all official correspondence addressed to, or originating from, the Association;
6. to keep the minutes of all Board and General Meetings, the corrected Bylaws, other Official papers of the Association, and to make these papers available to Members;
7. to perform such other duties as customarily pertain to the Office of President, including taking pro-active interest and action in the proper governance of the Association;
8. to act in the best interest of the Association at all times.
9. to be responsible for custody of the seal of the Association.

2. Duties of the Director of Finance

1. to have the primary responsibility for the administration of all financial affairs of the Association, including receipt of revenues and disbursement of funds;
2. to maintain detailed and accurate records of all financial transactions, and to make regular reports to the Board and Membership on the financial position of the Association.

3. Duties of the Director of Membership

1. to maintain a current list of Members of the Association, including records pertaining to Membership status;
2. to be responsible for conducting and administering all mail balloting under the direction of the Board;
3. to assist the President and the Board in matters pertaining to resignations, removal of Members and the admission of new Members.

4. to serve as a member of the Membership Committee.
4. Duties of the Past President
 1. to perform such duties and special assignments as may be assigned by the Board.
5. Duties of the Director of Symposia
 1. to have primary responsibility for the planning and arrangements of all General Meetings and other events
 2. to cultivate and arrange for user presentations at General Meetings and other events from among the Membership;
 3. to arrange for vendor displays and exhibits where applicable at General Meetings and other events
6. Duties of the Director of Technology
 1. to have primary responsibility for the planning and arrangements of all Technical Sessions and Special Meetings;
 2. to arrange with HP Canada staff and/or related Partners, their participation in General Meetings, and other events, particularly with respect to technical presentations;
 3. to interface with the Technical Committees of any affiliated organizations and HP Canada Support Staff and/or related Partners in the resolution of Technical Issues.
7. Duties of the Director of Special User Groups
 1. To review applications for licensing of Special User Groups prior to review by the Board
 2. To liaise with the organizing body of Special User Groups
 3. To represent Special User Groups on the Board
8. Duties of the Director of Communications
 1. To have primary responsibility for national communications strategy, program planning and execution.
 2. To act as the primary spokesperson for the Association in dealing with the media
 3. To interface with and assist other Directors develop communication plans and strategies for specific programs and initiatives.
3. Duties - General
 1. The Board shall determine policy and interpret existing decisions of the Association. It shall take a pro-active interest in the governance of the Association, and shall not wait until called upon for advice. In pursuit of this duty, the Board Members shall maintain close liaison with one another to monitor closely all policy matters, and to act as a continuing stimulus to the Association.
 2. Conduct of Business. A quorum of the Board is two-third of its Membership. A simple majority carries a proposal. All Directors of the Board shall have one (1) vote. The Board may conduct

its business by whatever means it deems appropriate, to meet the objectives of the Association.

3. The Board may, at its discretion, instruct the Director of Finance to conduct an audit of the Association finances. Any such audit shall be undertaken by an independent auditor, and the findings of such audit to be reported to the Members.
4. Meetings.
 1. The Board shall hold regular meetings at such place and at such times as may be designated by resolution of the Board, without any notice other than the resolution. Notice will be given to the general Membership whenever practicable.
 2. Special Meetings of the Board may be called by or at the request of the President and at least three (3) other Directors. Notice of the special meetings of the Board shall state the time, date and place of meeting and shall be given not less than ten (10) days or more than forty-five (45) days prior to the date of such special meeting.
 3. Notice of meetings may be given by any means, including electronic medium and confirmed by regular mail. Such notice requirement may be waived by the Board either before or during the Special meeting. The statutory declaration of the President or Vice-President or of any other person authorized to give notice of a meeting that notice has been given or waived pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.
 4. Errors in Notice, Board - No error or omission in giving notice of a meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat. The Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
 5. The Board may hold both its regular and special meetings either in person, via Conference Calls or via any other Electronic Medium, pursuant to **Article 11**, as may be decided by the Board either before or during the meetings.
5. Declaration of Interest - It shall be the duty of every Board Member of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest and refrain from voting thereon.
6. Remuneration of Directors - The directors of the Association shall receive no remuneration for acting as such. Directors of the Association are entitled to reimbursement for reasonable expenses in furtherance of the Association business.

ARTICLE 8: General Elections of the Board

1. Eligibility
 1. Any Member in good standing may be nominated for any elective office in the Association, provided:
 1. he or she is not certified or declared to be mentally incompetent or incapable or managing his or her own affairs; and

2. he or she is not adjudged a bankrupt under the Bankruptcy and Insolvency Act (Canada).

2. Terms of Office

1. Except as stated in Composition **Article 6.1.2**, all terms of office will be nominally for two (2) years. The elected offices become effective on the first day of the fiscal year in which they are elected. Terms of Office may be varied at the discretion of the Board, but may not exceed two consecutive terms in the same position.

3. Nominations

1. There shall be an Association Nominating Committee. The committee Chairman shall be one of the Officers of the Association, appointed by the Association Board at the beginning of each fiscal year thereafter.
2. The members of the Nominating Committee shall be appointed from the Members of the Association by the Chairman, and must include one current Member of the Association Board, one Member chosen to represent Special User Groups, and, at least, two Members not currently serving on the Association Board.
3. Before July 1st each year, the Nominating Committee shall accept nominations put forth by the Members in accordance with **Article 8.2**, provided there are vacancies, or an appointment is contemplated by the Board.

2. Nomination and Election by the Members

1. The close of an election shall be the first business day of December.

1. Nominations for election to the Association Board from the general Membership shall be made in writing to the Nominating Committee not less than 90 days before the close of the election.
2. Nominations must include the signatures of not less than 10 Members and the signature of the nominee, indicating willingness to act if elected.
3. If any nominations are received from the Members, an election shall be held at which all Members are eligible to vote. Ballots shall be mailed not later than 45 calendar days before the close of the election. Returned ballots received on or before the close of the election shall be counted after the close of the day. The candidates with the most votes shall be deemed elected and shall assume office as stated at **Article 8.1.2.1**.

3. Vacancy on the Association Board

1. The office of a Director shall be automatically vacated upon the occurrence of any of the following events:
 1. if the Director is adjudged a bankrupt under the Bankruptcy and Insolvency Act (Canada);

2. if he or she is certified or declared to be a mentally incompetent person or incapable of managing his or her own affairs;
 3. if he or she is removed from office by resolution of the Members as provided at **Article 8.4.3** hereof;
 4. if by notice in writing to the Association, as per **Article 8.4.2** hereof, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 5. on death; or
 6. if the Director ceases to be a Member of the Association.
 2. Subject to **Article 6.2.2**, in the event a vacancy occurs on the Board, it may be filled by the appointment of a Member by the Board, by agreement of two-thirds (2/3) of the Board. The selected appointee shall serve the balance of any unfulfilled term for which he/she is appointed.
4. Attendance, Resignation and dismissal
 1. Any Member of the Board unable to attend a meeting shall, in a letter (or e-mail message) to the President, state the reason for the absence. The President will present the reason to the Board for acceptance at that meeting. If a Board Member is absent from two meetings for reasons which the Board has not accepted as sufficient, his/her resignation shall be deemed to have been tendered and accepted.
 2. Any Board Member may resign at any time by giving written notice to the Association President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.
 3. Any Board Member may be dismissed for cause from office by a majority vote of the Board Members present at any Board meeting which has been duly convened by prior notice, provided that written notice of the intent of removal has been sent to the Member in consideration seven (7) days prior to the meeting.

ARTICLE 9: Committees and Groups

1. Committees
 1. The Board has the authority to create and disband both standing and ad hoc committees, as it deems appropriate, to assist in the carrying out of its duties. The Board shall monitor the need for the existence of each committee.
 2. Such standing and ad hoc committees shall operate under the conditions set out in the Association's Operations Standing Orders.
 3. Committee members of the Association shall receive no remuneration for acting as such. Committee members are entitled to reimbursement for reasonable expenses in furtherance of the Association business.

4. Any Committee Member may be dismissed for cause from office by a majority vote of the Committee Members present at any Committee meeting which has been duly convened by prior notice, provided that written notice of the intent of removal has been sent to the Member in consideration seven (7) days prior to the meeting.
2. Special User Groups
 1. Grandfathering
 1. Notwithstanding the following Bylaws, at the time of effect of these Bylaws, any Special User Group duly licensed under the respective Bylaws of the Association, shall automatically be granted license under these Bylaws as a licensed Special User Group of the Association. Upon ratification of the memberships of the Association of these Bylaws, Special User Groups grandfathered into the Association shall abide by the Bylaws of the Association.
 2. General
 1. A Special User Group is a group of Members, sharing a common interest, duly recognized by the Association Board.
 3. Formation and Licensing
 1. Any group of Members sharing a common interest may petition the Association Board for recognition as an official Association Special User Group.
 2. The signatures of five Members of the group are required on the formation notice, together with all such supporting documentation as the Board may decide from time to time.
 3. The Board will review the signed formation notice and the supporting documentation (if any) and grant or refuse approval on a case by case basis.
 4. In the event that the group seeking recognition as an official Association Special User Group is not granted approval by the Board, such group may re-apply to and / or re-petition the Board. Such re-application shall not take place until at least three (3) months after the date of the decision of the Board. Such group may reapply to the Board for reconsideration no more than five (5) times in total.
 5. Upon approval, the Board will issue a license the Group to enable it to use the Association name and logo in all its communications.
 4. Responsibilities
 1. All licensed Association Special User Groups are required to do the following:
 1. Ensure that the Board receives copies of all written materials produced by the group for distribution.

2. Submit a report annually to the Association Board on the group's activities for the previous year and their plans for the upcoming year, such report to be signed by an appropriate number of Members of the group as determined by the Director of Special User Groups.
 3. Abide by the Bylaws and policies of the Association.
 4. If any Special User Group does not fulfill the responsibilities in **Article 9.2.4**, the Board may revoke the group's license.
2. A Special User Group whose license is revoked by the Board may submit an application for the reinstatement of the Group's License. Such application must include:
 1. assurance that the cause for revocation has been remedied;
 1. payment to the Association of obligations incurred before the revocation;
 2. such other supporting documentation that the Board deems necessary at the time of the application for reinstatement.
 2. The Board may then decide by simple majority vote on whether to reinstate the License. Such decision shall be made within days of receipt of the full application for reinstatement by such Special User Group.
3. In the event that the Special User Group seeking reinstatement of its license is not reinstated by the Board, such group may re-apply to the Board. Such re-application shall not take place until at least three (3) months after the date of the decision of the Board, Such group may reapply to the Board for reconsideration no more than five (5) times in total.

ARTICLE 10: Conduct of Business

1. Standing Orders

1. The Board, at its discretion, may establish rules governing the operation of Committee, Special User Groups and other governing bodies that may be established from time to time.
2. Rules of Order
 1. The rules contained in "Robert's Rules of Order" Revised shall govern the procedures at all General and Committee Meetings of the Association, except where these rules are inconsistent with the Bylaws or special rules of order of the Association, in which case the latter shall govern.
3. Fiscal Year
 1. Unless otherwise ordered by the Board, all financial planning, budgeting and accounting shall be based on a fiscal year commencing on January 1st in each year.
4. Books and Records
 1. The Association shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Members, Board of Directors and committees, and shall keep at the registered or principle office a record giving the names and addresses of all the Members entitled to vote.
5. Execution of Instruments
 1. Documents and instruments may be signed on behalf of the Association by the Director of Finance together with such other Director as the Board may designate. In addition, the Board may at any time and from time to time direct the manner in which and the person or persons by whom a particular document or instrument is to be signed on behalf of the Association.
6. Banking
 1. The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board and via such agreements, instructions and delegations of powers as the Board may from time to time be prescribed or authorized.
7. Facsimile Signatures
 1. The signatures of any persons authorized to sign on behalf of the Association, may if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.
8. Auditor
 1. The members of the Association will appoint an Auditor at each Annual General Meeting. The Auditor may be not a director, officer or employee of the Association or of an affiliated corporation, or associated with that director, officer or employee, unless all of the members have consented. The remuneration of the Auditor shall be fixed by the Board of Directors.
 2. Auditor Reporting

1. The Auditor will audit the accounts of the corporation and make a report to the members at the Annual General Meeting. The Auditor will ensure that the financial statements are fairly presented in accordance with the generally accepted accounting principles.

9. Meetings

1. The Annual General Meeting of the members will be held each year at a place within the jurisdiction of the Association. The meeting may be held by teleconference or by other electronic means, pursuant to **Article 11**, that permit the members to communicate adequately with each other.
2. The Board shall have power to call, at any time, any meeting of the Members of the Association.
3. The Board shall call a special general meeting of Members on written requisition of one-third of the Members of the Association listed on the Register of Members.
4. Special User Groups are encouraged to meet frequently. They should inform the Director of Special User Groups or any Member of the Board of the proposed meeting date so that the general Membership may be informed well in advance of the meetings.
5. Technical Committees are encouraged to meet frequently. They should inform the Director of Technical Sessions or any Member of the Board of the proposed meeting date so that the general Membership may be informed well in advance of the meetings.
6. All known Members will be notified in writing as to the time and place of all General Meetings not less than fourteen (14) days before the meeting is to take place. Such notice may be sent by any electronic medium provided that a hard-copy thereof is also mailed to the Member. Notice of a special general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit the Member to form a reasoned judgment thereon. The Statutory Declaration of the President or a person authorized to give notice of a meeting that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
7. Meetings Without Notice - A meeting of Members may be held at any time and place without notice if all Members entitled to vote are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Members, may transact.
8. The only persons entitled to attend a meeting of Members shall be those entitled to vote, are entitled or required under any provision of the By-laws to be present at the Meeting. Any other person may be admitted only on invitation of the Board or with consent of the meeting.
9. Error or Omission in Notice - No error or omission in giving notice of any meeting or any adjourned meeting of Members of the Association shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat and any

Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member or Director of any meeting of the Members of the Association, the address of any such Member or Director shall be his last address recorded on the books of the Association.

10. Adjournments - Any Meetings of the Association Members or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned Meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

10. Recruiting

1. Recruiting of any kind at Association meetings is explicitly forbidden.
2. Any Member of the Association who engages in or is found to be assisting in recruitment activities will be expelled.
3. The names of persons expelled under the above conditions will be forwarded to the Board.

11. Voting

1. The President of the Association, or other Officer presiding at a General Meeting of the Association, shall determine in each case whether a decision must be referred to a mail ballot.
2. Votes shall be on a basis of one (1) vote per Member.
3. When a question has been proposed for vote of the Membership by mail, the Director of Membership shall initiate a mail ballot within fifteen (15) days. Twenty-one (21) days (according to their postmarks), after sending out the ballots, the Director of Membership will count the votes and notify the Board of the motion.
4. A simple majority of those responding to a vote shall be required to pass all motions ***unless the Act or these bylaws otherwise provide.***

ARTICLE 11: Conducting Meetings by Other Means

1. Telephone Participation

1. The directors of the Association may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Association.

2. Meetings by Other Electronic Means

1. The directors of the Association may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
 1. the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the

- procedure for establishing quorum, and recording votes;
- 2. each director has equal access to the specific means of communication to be used; and
- 3. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

ARTICLE 12: Amending these Bylaws

- 1. General
 - 1. Amendments Proposed by the Association Board
 - 1. Amendments may be proposed by resolution of the Association Board, such resolution being by a majority of the Board.
 - 2. Each such amendment shall be circulated to all Members for ratification.
 - 2. Amendments Proposed by the Association Members
 - 1. Amendments to these Bylaws may be proposed by petition of 10% of Members.
 - 2. The Association Board shall submit the proposed amendments to the Members for ratification.
 - 2. Bylaws Amendment Ratification
 - 1. These Bylaws may be amended by mail ballot or at any Annual Meeting of the Association by two thirds votes provided that:
 - (1) a quorum of five percent (5%) of the Membership has voted, (2) notice of the proposed amendment(s) has been mailed to the Membership at least thirty (30) days prior to the day of the vote. Such notice may be sent by any electronic medium provided that a hard-copy thereof is also mailed to the Member.
 - 3. Implementation of Amended Bylaws
 - 1. Each ratified amendment to these Bylaws shall have immediate effect.
-