The International Association of Laryngectomees
By-Laws 2023

Article I – Name

The name of this organization shall be the International Association of Laryngectomees and is also referred to as the IAL or the Association in these By-laws.

Article II – Purpose

The purpose of this organization shall be as follows:

A. To stimulate, support and improve the relations among persons who, due to the removal of the larynx because of cancer or other reasons, have lost their natural voices.
B. To encourage and maintain an exchange of ideas and methods for the learning and teaching of laryngeal methods of communication.
C. To improve the understanding of employers about cancer in general and cancer of the larynx, in particular, so that laryngectomized persons may retain or obtain employment after surgery.
D. To publish and disseminate helpful information for the better rehabilitation of those who have undergone laryngectomy.

Article III –

The IAL, an independent nonprofit association, is pledged to cooperate with organizations such as the American Cancer Society, its Divisions and Units, and all other medical organizations and foundations dedicated to the elimination of cancer as a major health problem. Agreements or relations with outside organizations or individuals, committing IAL to a course of action are prohibited without prior approval of the Board of Directors.

Article IV – Members

The Association shall be open to persons regardless of nation of origin, race, creed, gender, sexual gender, or age.

All payment of dues may be tax deductible since we are a non-profit.

Section 1 Membership Classifications.

The Association shall establish the following membership classifications and members shall have all the rights and privileges of the Association except as otherwise specified in these Bylaws.
Article IV

The Association shall be open to persons regardless of nation of origin, race, creed, sex, or age.

SECTION 1: MEMBERSHIP CATEGORIES:

- **Individual Member: ($35/yr.)** This category is crucial to and for the IAL’s growth. Any individual who has been laryngectomized are eligible to run for and hold a position or office on the Board of Directors. They get 1 (one) vote.

- **Associate Member: ($30/yr.)** Spouses, family members or significant others to a laryngectomized person are eligible to run for and hold a position, Secretary or Treasurer, or a seat on the Board of Directors. This is a non voting position.

- **Professional Member: ($150/yr.)** is one who holds at least a Master’s Degree or PhD as an SLP. Those professionals who hold certification or licensure in a profession that is associated with the laryngectomize community such as social work, nursing, vocational rehab for example shall be eligible to become a professional member. SLP’s in this category will be eligible to earn CEU’s, (at a reduced cost). All members of this category are eligible to run for and hold an office position of Secretary or Treasurer as per the ByLaws or may be elected to a seat on the Board of Director. This is a non voting position.

- **Graduate Student Member: ($35/yr.)** must be actively pursuing a graduate degree as an SLP from an accredited university or college. We offer a one and year to year membership for this category. May remain in this membership category for a maximum of 4 yrs. Unable to hold an officer’s position in the Board of Directors office, however, can be elected to the board as a member and can serve on committee(s) as a member. This is a non voting position.

- **Adjunct Membership: ($25/yr.)** is granted to persons who are not eligible or desire to become as Individual, Associate, Professional or Graduate Student Member and are laryngectomize or a spouse or significant other who know they aren’t interested in running for any office or voting on any Association issue are eligible for Adjunct Membership. They may serve on committee(s) as a member. This is a non voting position.

Section 2. Annual Dues and Annual Meeting Delegates.

Annual dues and number of Delegates assigned to the Annual Meeting for Member Clubs and Regional Organizations shall be as follows:
MEMBERS DUES PER YEAR DELEGATES

<table>
<thead>
<tr>
<th>Members Range</th>
<th>Dues</th>
<th>Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>01-10 members</td>
<td>$35.00</td>
<td>2</td>
</tr>
<tr>
<td>11-20 members</td>
<td>$65.00</td>
<td>4</td>
</tr>
<tr>
<td>21-30 members</td>
<td>$100.00</td>
<td>5</td>
</tr>
<tr>
<td>41-50 members</td>
<td>$160.00</td>
<td>7</td>
</tr>
<tr>
<td>51-60 members</td>
<td>$185.00</td>
<td>10</td>
</tr>
<tr>
<td>61 plus members</td>
<td>$255.00</td>
<td>10</td>
</tr>
<tr>
<td>Regional Organizations</td>
<td>$255.00</td>
<td>10</td>
</tr>
</tbody>
</table>

1. The number of Delegates is limited to ten (10) for Clubs or Regional Organizations, regardless of size or location;

2. Foreign exchange dues problems shall be negotiated by the Finance Committee on an individual basis, subject to approval by the Board of Directors;

3. Annual dues are due January 1 and delinquent April 15. Voting rights shall be suspended until dues are received. Member clubs or organizations shall be dropped from membership if dues are unpaid after one year.

4. In February the Treasurer will notify delinquent clubs or organizations of their status.

Section 3. Charter Standards.
On January 1 of each year, Charter Standards shall be sent to each member organization to be acknowledged and accepted in writing for the organization to become a qualified member.

A. Member organizations shall observe and comply with the provisions of the Bylaws of the IAL and with such resolutions as may be made from time to time by the Association's Board of Directors.

B. Each member organization shall operate under its own bylaws, insofar as there is no conflict with the Bylaws of the IAL.

C. Each member organization shall strive to maintain an effective, active program.

D. Each member organization shall cooperate with the medical profession.

E. Each member organization shall cooperate with quasi-medical agencies and organizations whether they are public, private or government, if they are able to assist in the total rehabilitation of larynctomees.

F. Each member organization shall cooperate with recognized cancer-fighting organizations, such as the American Cancer Society, in the overall fight against cancer.

G. Each member organization, whenever possible, shall provide transportation for patients to training centers for the teaching of alaryngeal speech.

H. Each member organization shall strive for the following committee structures:

1. Professional Advisory Committee
2. Patient Visiting Committee
3. Public Information Committee
4. Rehabilitation/Education Committee

Article V

Annual Meeting

Section 1 - Date, Location and Notice

A. The Annual Meeting of the Association can be held between April 1 and September 30 at a location and on a date selected by the Board of Directors.

B. Notice of the date, time and location shall be sent by the Secretary to each member club and the entire membership no less than forty-five days prior to the start of the Annual Meeting.

C. Proposed By-law amendments, slate of candidates for the election of Officers and Directors,
and changes in the Charter Standards, if any, shall accompany the official notice of the Annual meeting.

Section 2. Voting
A. Only those Delegate/Membership Categories and those USA Membership Clubs, Internet Clubs/Organizations, Regional/State Associations, and International Clubs who are current on the payment of their dues are eligible to vote and shall be allowed to vote at the Annual Meeting. One member one vote unless it is the President, or that “club’s” written proxy of a sanction organization who will have one additional vote for their respective club.

B. There shall be no individual voting by proxy.

C. Employees or Contractors whether paid monetarily or through any gift(s) in kind from any vendor organization must disclose both financial and nonfinancial conflicts of interest. They may, however, become Associate/Adjunct Members.

Section 3. Quorum

A quorum for the Annual Meeting shall be a simple majority of the registered membership who have registered for the Annual Meeting and are qualified to vote.

Section 4. Postponement of an Annual Meeting

In the event of an emergency, the Board of Directors, by a two-thirds (2/3) vote, may postpone or cancel an Annual Meeting. Members shall be notified of the postponement or cancellation in a manner determined by the Board of Directors to be fair and reasonable under the circumstances.

Article VI - Officers

Section 1 - Elected Officers

The Officers of the Association shall be President, Vice-President, Secretary and Treasurer. The President and Vice President shall be laryngectomized members of the Board of Directors. A. The President and Treasure will be “bonded.”

B. The only officer appointed to the Board will be the Voice Institute Director.

C. The Secretary and Treasurer do not have to be laryngectomized to hold these positions.
Section 2. Duties of Officers
Elected Officers shall perform the duties provided in this Section and such other duties as are prescribed for the office in these By-laws or in the adopted Parliamentary Authority.

A. The president shall:
   1. Be the Chief Executive Officer of the Association.
   2. Call and preside at all meetings of the Board of Directors and Annual Meeting.
   3. Call emergency or special meetings of the Association Members, the Board of Directors, or Committees, as necessary.
   4. Appoint all Members and Chairmen of Committees except the Nominating Committee, the Annual Meeting Committee, and the Finance Committee.
   5. Serve as ex-officio member of all committees except the Nominating Committee.
   6. Serve as Vice-Chairman of the Annual Meeting Committee.
   7. Accept resignations of any Officers, Directors, Chairmen and Members of Committees, and notify the Board of Directors and the Chairman of the Nominating Committee of all vacancies.
   8. Propose changes to the budget at the Interim Board of Directors meeting, or via electronic mail at other times during the fiscal year. The Board of Directors may approve, modify, or disapprove proposed changes.

B. The Vice-President Shall:
   1. Perform the duties of the President in the absence or unwillingness of that Officer.
   2. Transactions of the financial affairs of the Association, should the Treasurer become unable to function, until the office is filled. While serving in this capacity, the bonding requirements and duties shall be the same as those of the Treasurer.
   3. Serve as Chairman of the Annual Meeting Committee.
   4. Serve as an ex-officio member of all committees except the Nominating Committee.
   5. Conduct other official duties as directed by the President or Board of Directors.

C. The Secretary Shall:
   1. Give, or cause to be given, all required notices of all Meetings of Members and Board of Directors.
   2. Record, either manually or electronically, the proceedings of the meetings of the club members and the Board of Directors in hard copy form or virtually maintained for that purpose. Minutes of all meetings shall be mailed or emailed to all Board members within 45 days of the conclusion of any meetings of all.
   3. Maintain and publish the official membership roll of the Association.
   4. Conduct other official duties as directed by the President or Board of Directors.

D. The Treasurer Shall:
1. Maintain custody of all monies, valuable papers, and documents of the Association and place the same for safekeeping in depositories designed by the Board of Directors.

2. Disburse the funds of the Association as directed by the Board of Directors providing proper vouchers are received for such expenditures.

3. Keep, or cause to be kept, accounting and financial records setting forth the receipts, expenditures, assets, liabilities, losses, and gains of the Association. The Treasurer shall have the authority to obtain outside resources to maintain financial records, with the approval of the Board of Directors.

4. Present a statement of the financial condition of the Association as directed by the President or the Board of Directors. This yearly financial statement will be presented at the annual membership meeting.

5. Provide a fidelity bond for the term of office in the amount of at least $2,000.00 more than the highest anticipated level of funds in all accounts. The cost of the fidelity bond shall be borne by the Association.

6. Submit accounting and financial records for an annual review. The financial review shall be completed within 120 days after the conclusion of the fiscal year. The financial review shall either be mailed or electronically mailed to the members of the Board of Directors, Administrative Manager and posted on the website of the IAL. The cost of the financial review shall be borne by the Association.

7. Serve as Chairman of the Finance Committee.

8. Receive and acknowledge in writing all contributions, donations, etc. to the Association.

9. Develop, with input from the Administrative Manager and the Voice Institute Director a budget for the fiscal year. The budget shall be in a line-item form and presented to the Board of Directors for approval.

10. Conduct other official duties as directed by the President or Board of Directors.

11. We, the Organization will use their Tax Returns to ensure that our 501(c)(3) status is maintained and in order.

E: Voice Institute Director:

1. This Board of Director position will be held by the current and all future Voice Institute Directors, hereinafter referred to as the VI Director.

2. This position is also a paid position and as such has specific duties and responsibilities outlined in their employment contract.

3. Due to the nature of the position, they act not only as a consultant but as a vital member of the board knowing what is required to ensure that the VI fulfills its stated role.

4. The VI Director works closely with the Annual Meeting (AM) Committee in planning not only the AM but the VI.
**Section 3 - Election of Officers**

A. Qualification
1. Candidates are not required but are highly encouraged to have attended at least one (1) Annual Meeting prior to being eligible for election.
2. Candidates shall be in attendance at the Annual Meeting for their name to appear on the ballot, unless excused at the discretion of the nomination committee. Should English not be the candidate's primary language, they provide an interpreter at their own expense.

B. Election
1. The Nominating Committee shall have sent a slate of nominees qualified to member organizations no less than forty-five (45) days prior to the Annual Meeting. Additional nominations may be made from the floor.
2. Officers shall be elected at the Annual Meeting (by a majority vote), except if there are three or more candidates for any office, the elections shall be by simple majority vote and will assume their office after installation.

C. Term of Office
1. The term of office shall be two (2) years or until their successors have been elected; no candidate will be elected until they are first qualified as specified in these By-laws.
2. In the event the office of Secretary or Treasurer is not filled by election, the one currently in office may serve an additional term or terms.
3. Officers are eligible for election for two (2) two (2) year additional terms. After two (2) additional terms, officers are not eligible to serve again in the same office until after two (2) consecutive years have elapsed.

D. Vacancies
1. A vacancy in the office of President shall be filled by the Vice-President.
2. The new President shall appoint a Vice-President within thirty (30) days with the approval of the Board of Directors.
3. The President, in consultation with the Board of Directors, may fill other vacancies until the next Annual Meeting.
4. Officers serving one-half or more terms shall be considered served a full term.

**Article VII - Board of Directors**

Section 1. Composition and Authority

A. The Board of Directors shall be composed of the Officers, the current Voice Institute Director- a non-elected position and six (6) Directors who have been nominated and elected at the Annual Meeting, four (4) of whom shall be laryngectomees. Directors shall be members of a qualified delegate/membership category. A Director elected to fill an
unexpired term shall be entitled to complete that term and to run for his/her own complete term of office. The President may appoint a Board member(s), with approval of the Board, to fill vacancies should there not be enough qualified candidates.

B. The Board of Directors shall have full power and authority in all activities and property of the Association.

Section 2. Directors

A. Eligibility

1. All potential Directors who are laryngectomees or not shall belong to a delegate/membership category or a qualified IAL member organization to be eligible for election. If, during the tenure of the office, the qualified organization is no longer affiliated with the Association, a director may complete their term.

B. Nominations

1. The Nominating Committee shall nominate one or more candidates to fill the slate that shall be sent to qualified IAL Delegates/ Members Clubs, Organizations, and posted on the website no less than forty-five (45) days prior to the Annual Meeting. Additional nominations may be made from the floor.
2. An individual seeking nomination from the floor shall be present and shall advise the Chairman of the Nominating Committee of their intent and willingness to serve no less than twenty-four (24) hours in advance of the Annual Meeting. To be considered for nomination from the floor as a Director, an individual shall also submit a bio and photo to the Nominating Committee.
3. If the nomination is withdrawn, an individual may not be nominated at the Annual Meeting.

C. Election

1. Directors shall be elected by a simple majority vote at the Annual Meeting and shall be present at the meeting unless excused by the Board of Directors.

D. Term of Office

1. The term for Directors shall initially be a two (2) year term. A Director may serve an additional two (2) year term. After a total of 4 yrs have been served, a 2-year waiting period must have elapsed before the individual may be nominated to serve again on the Board of Directors. If there are no qualified candidates then the director may continue to serve until the next Annual Meeting.

Section 3. Immediate Past President

The immediate Past President shall be eligible to serve as a voting member on the Board of Directors for the first two (2) years.
Section 4. Meetings
Annual Meetings of the Board of Directors shall be held prior to and following the Annual Meeting of the Membership. The meeting shall be at the same place as the Annual Meeting unless otherwise ordered by the Board of Directors.

A. There shall be an Interim Meeting of the Board of Directors at the site of the next Annual Meeting or via electronic means, the date to be established by the Board of Directors.

B. Special meeting of the Board of Directors shall be called by the President upon the request of a majority of the members of the Board of Directors.

Section 5. Standing Rules
The Board of Directors may adopt Standing rules that are not inconsistent with these By-laws.

Section 6. Executive Session

Executive Session meetings of the Board of Directors may be called by a majority to conduct business where only members are present. Others may be specifically invited to attend the Executive Session. Minutes shall be taken by a member of the Board of Directors or another specified individual. Minutes shall be approved only in Executive Session, sealed, and maintained in a locked file at the Headquarters of the IAL.

Section 7, Quorum

A simple majority of the members of the Board of Directors shall constitute a quorum.

Article VIII - Employees

The Board of Directors shall have authority to hire employees or to enter into a contract with others as necessary to fulfill the purposes of the Association.

A. This would include, but not limited to the following employees currently under contract.:

1. Executive Director
2. Voice Institute Director
3. Webmaster

B. Other currently or future contracts might include but are not limited to: 1. Hotels and all
other business/organizations needed for Annual Mtg/Voice Institute 2. Accountants, tax professionals, cell phone companies, USPS or similar organizations.

C. Non-Paid Employees/Advisory or Consultant
1. Medical Director
   a. Serve as the Medical Officer for The IAL and work closely with our Medical Affairs Committee and Voice Institute Director.
   b. Suggested duties;
      1. Contribute 1 (one) article for The IAL Newsletter a year.
      2. Act as an Advisor to the Voice Institute.
      3. Present one or more lectures at the Voice Institute.

**Article IX - Committees**

Standing or Special Committees may be created by the Board of Directors. The Composition, term and duties shall be outlined at the time the committee is created,

**Section 1. Standing Committees**

The Standing Committees of the Association shall be Nominating, By-laws and Procedures, Finance, Speech Standards, Rehabilitation/Education & Medical Affairs, Public Affairs, International Affairs and Annual Meeting. The purpose of the Standing Committees will be to carry out the regular and continuing business of the Association. Standing Committees shall be responsible to the Board of Directors.

**Section 2. Members**

The Chairman of each Standing Committee, except the Nominating Committee, may appoint additional members with the approval of the President. The Chairman and Vice-Chairman shall be members of the Board of Directors; however, non-Board members with expertise in appropriate areas may be appointed to Standing Committees.

**Section 3. Composition and Duties**

A. Nominating Committee Shall:
   1. Be composed of five (5) members including the immediate Past President, and four (4) other members of the Board of Directors selected and approved by the Board of
Directors.
2. Prepare a slate of nominees, with a biography and photograph in time for the slate to be sent to Member Clubs and posted on the website no less than forty-five (45) days prior to the annual meeting.

B. Bylaws and Procedures Committee shall:
1. Prepare Standing Rules governing the Association’s procedure.
2. Review proposed amendments to the By-laws submitted to the Association’s Board of Directors, Member Clubs and Delegates/Voting Members.
3. Distribute credentials to Delegates/Voting Members at a designated place and time prior to the Annual Meeting to observe and regulate the Annual Meeting of the Delegates/Voting Membership.
4. Facilitate the seating of the Delegates/Voting Members in a specific area at the Annual Meeting.
5. Present proposed By-law amendments at the Annual Meeting to be debated and voted upon prior to the election.

C. Finance Committee shall: Include Strategic Planning and Ways and Means
1. Be composed of three (3) members; the Treasurer shall serve as Chairman.
2. Recommend financial policies for the Association to the Board of Directors for approval.
3. Assist in the preparation of the budget.
4. Review the annual financial statements of the Association and make recommendations to the Board of Directors.

D. Speech Standards Committee shall:
1. Be responsible for formulating for approval of the Board of Directors, official policies of the Association regarding relations with organizations of a medical or quasi medical nature that may assist in the speech development of laryngectomees, for furthering the opportunities laryngectomees to obtain instructions in alaryngeal speech, to advance the ability and knowledge of instructors, and make recommendations to carry out these objectives to the Board of Directors.
2. Designate one member for each of the following areas:
   a. IAL Voice Institute
   b. Directory of Instructors of Alaryngeal Speech.
   c. Speech Therapy at the Annual Meeting.
E. Rehabilitation/Education and Medical Affairs Committee shall:
   1. Include one or more members of the medical profession who need not be a member of the Association, a member club or member organization.
   2. Be member(s) of the medical profession and shall be responsible for advising the committee and the Board of Directors on matters relating to the medical profession and the practice of medicine pertaining to the total rehabilitation of laryngectomees.
   3. Inform and advise the Association on current trends in laryngectomy medical procedures, first aid, safety, public education, and public information.
   4. Review and revise printed films and videotaped material containing the name of the Association, or bearing the IAL logo, in order to provide conformity with current trends in laryngeal surgery and first aid methods.
   5. Work closely with the Public Affairs Committee and the Speech Standards Committee and utilize outside expertise when necessary.
   6. Develop guidelines for best practices for a pre and post op education program for patients recently diagnosed with throat cancer.
   7. Develop guidelines and best practices for an in-hospital visitation program for soon-to-be or recently laryngectomized patients and their families for educational purposes.

F. Public Affairs Committee shall:
   1. Explore programs and projects designed to improve communication skills and lead to the total rehabilitation of laryngectomees.
   2. Be responsible for the content of the IAL Newsletter.
   3. Be responsible for Social Media outreach and marketing.
   4. The Public Affairs Committee is to be Co-Chaired by the IAL Newsletter Editor and the organization’s Secretary. They are responsible for directing the Webmaster with any website updates, newsletters, current events and removal of expired materials.

G. International Affairs Committee shall:
   1. Explore programs beneficial to the laryngectomee community as they pertain to our international members.
   2. Establish and keep an updated International Club Roster.

H. Annual Meeting Committee shall:
   1. Be composed of the Association’s Vice President, Chairman; the Association President, Vice Chairman; Current host club Chairman; Host Club Chairman for the following year; Supervisor of Speech Therapy and the Director of the IAL Voice Institute.
   2. Plan and implement the program for the Annual Meeting.
   3. Advise and assist the Host Club.

Article X - Discipline
Section 1. Censure, Suspension or Expulsion

After written notification a member may be censured, suspended, or expelled from membership by the Board of Directors based on the following reasons:
   A. Disregard for the purpose of the Association.
   C. Violations of the by-laws of the Association.
   D. Conduct prejudicial to the welfare or purpose of the Association.

Section 2. Complaint

A signed, electronic mail notification about a member shall be sent to the Board of Directors. After review, the Board of Directors may pursue a resolution of the complaint on their own or make the decision to appoint an investigative committee to further investigate the charges against a member, carefully following the procedures in Robert’s Rules of Order. The committee shall report to the Board of Directors only. Investigations by the Board of Directors or investigative committee shall be held in confidence in the Executive Session.

Section 3. Decision

If the Board of Directors decides to act on a complaint or do so upon receipt to the investigative committee report, a decision shall be made by a two-thirds (2/3) vote of the total membership of the Board of Directors. The member shall be notified by regular mail and electronic email with a hard copy having a delivery verification required via return receipt requested.

Section 4. Reconsideration

The member censored, suspended, or expelled from the Association may, within thirty (30) days, request reconsideration by the Board of Directors. After receipt of the Board of Directors’ decision on reconsideration, the member may, within thirty (30) days, request a hearing before the Board of Directors at its next meeting.

Article XI - Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.
Article XII - Association Honors

A person who has rendered outstanding service to the IAL, on nomination of the Board of Directors or the Nominating Committee, may be elected as an Honorary Life Member of the Association at an Annual Meeting.

Article XIII - Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these By-laws and any special rules of the order the Association may adopt.

Article XIV - Amendments of By-laws

Section 1. Amendments:

A. Proposed amendment may be submitted by mail or by email to the Board of Directors by any Clubs or Association Member.

B. Proposed amendments shall be submitted to the By-laws and Procedures Committee for review before forwarding them to the Secretary.

C. The Secretary shall send proposed amendments to Member Clubs no less than forty-five (45) days prior to the Annual Meeting via electronic means or surface mail if requested.

D. Adopted/ratified amendments must be effective immediately upon adoption/ratification unless a proviso is adopted/ratified for a specific date.

E. Proposed amendments may also be presented to the Board for consideration at the Annual Meeting with 48 hrs advanced notice. They shall be presented in written form to all in attendance and sent electronically to the Secretary. They should be voted upon following discussion which will be limited to 15 minutes.

Article XV - Dissolution

In the event of the dissolution of the IAL, all funds and assets shall be distributed by grants to qualified non-profit organizations to the extent they have participated in and supported IAL programs and objectives for the rehabilitation of laryngectomees. These decisions must be made by the current officers of the Board of Directors.
Standing Rules
Appendix A
Electronic Meetings

The items below were not incorporated into the By-Laws. They are intended as guidance when utilizing electronic meetings. They will be part of our standing rules.

Section 1. Communications

Unless indicated otherwise in these By-laws, all communication, including meeting notices may be sent electronically.

Section 2. Electronic Meetings

The Board of Directors, Special Committees, Standing Committees and Members in good standing, are authorized to meet by electronic means so long as all members may simultaneously hear each other and participate during the meeting. Minutes shall be recorded, and any action taken in an electronic meeting and/or after Board approval; the minutes are placed in the permanent file of minutes in the headquarters office.

Except as otherwise provided in these bylaws, meetings of the Board shall be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, or by the Organization, to govern them, which may include any reasonable limitations on, and requirements for, Board members’ participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Organization. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Special Committees, Standing Committees and Members in good standing, are authorized to meet by electronic means so long as they abide by the By-laws and Rules adopted by the organization.
Section 3. Meetings Held in Person

Some meeting or meetings of the Board shall be held in person either (a) when the President or President has obtained written consent for this from every Board member, or (b) when ordered by the Board by a two-thirds vote with previous notice of a motion to do so having been given.

Rules for Electronic Meetings

1. **Login information.** The Corresponding/Recording Secretary or meeting host shall send by e-mail to every member of the Board, at least 10 business days before each meeting, the time of the meeting, the URL, and codes necessary to connect to the Internet meeting service, and as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Corresponding Secretary shall also include a copy of, or a link to, these rules.

2. **Login time.** The Recording Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.

3. **Signing in and out.** Members shall verbally identify themselves as required to sign into the Internet meeting service and shall maintain Internet and audio access throughout the meeting whenever present but shall sign out upon any departure before adjournment.

4. **Quorum calls.** The presence of the quorum shall be established. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand made following any vote for which the announced totals add to less than a quorum.

5. **Technical requirements and malfunctions.** Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member’s individual connection prevented participation in the meeting.

6. **Forced disconnections.** The chair may cause or direct the disconnection or muting of a members’ connection if it is causing undue interference with the meeting. The chair’s
decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting, and recorded in the minutes.

7. Assignment of the floor. To seek recognition by the chair, a member shall . . . raise their hand utilizing the electronic hand raising method available by the meeting service provider. Upon assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.

8. Interrupting a member. A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the hand raising feature of the meeting service, for so indicating and shall thereafter wait a reasonable time for the chair’s instructions before attempting to interrupt the speaker by voice.

9. Motions submitted in writing. A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the members’ name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., “SMITH 3:” “FRANCES JONES 2:”). Use of online area designated by the Recording Secretary for this purpose shall be restricted to posting the text of intended motions.

10. Display of motions. The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending question (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Recording Secretary, or any assistant appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.

11. Voting. Votes shall be taken by the anonymous voting feature of the Internet meeting service unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair’s announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
While on a Zoom meeting where a vote is required, we will use “chatbox.”

Participants will “mute” their microphones, vote and the “chatbox” will be “saved” for retrieval after the vote.

12. **Video display.** [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting and shall also cause display of the video of the member currently recognized to speak or report.