

**BY -LAWS
OF
GEORGIA ASSOCIATION OF EDUCATIONAL LEADERS, INC.**

**ARTICLE ONE
GENERAL ORGANIZATION**

1.1 The name of the corporation is Georgia Association of Educational Leaders, Inc. ("GAEL"). The Georgia Association of Educational Leaders, Inc. is a federation of separate and autonomous affiliated associations: Georgia School Superintendents Association, GSSA; Georgia Association of Secondary School Principals, GASSP; Georgia Association of Middle School Principals, GAMSP; Georgia Association of Elementary School Principals, GAESP; and Georgia Association of Curriculum and Instructional Supervision, GACIS.

1.2 The address of the registered office of the corporation in the State of Georgia and the name of the registered agent at this address shall be as from time to time designated or determined by the Board of Directors.

1.3 The purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including engaging in any other act or activity permitted by said Code Section and by the Georgia Non-Profit Corporation Code.

1.4 The objectives of this Corporation shall be to maintain and elevate the professional and ethical standards of the education profession in general and of the administrative and supervisory services in particular, and to promote those activities, which shall achieve the following objectives:

1. Assist the members to understand and evaluate the educational responsibilities and opportunities in Georgia.
2. Aid in the achievement of unified professional strength for the advancement of education in the state.
3. Promote the development of school administration and supervision as a profession.
4. Cooperate for the advancement of education.
5. Promote the advancement of education in our state and nation.

1.5 The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1.3 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

1.6 In the event of dissolution of this corporation (Georgia Association of Educational Leaders, Inc.) the residual assets, if any, of the corporation will be turned over to one or more educational organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the registered office of the corporation

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is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE TWO
MEMBERSHIP**

2.1 REGULAR Membership: This category shall be confined to individuals who are active educational leaders in the k-12 school systems in Georgia and belong to at least one of the affiliated associations in the GAEL federation, upon payment of annual dues to GAEL. Active members shall be entitled to hold office.

2.2 RETIRED Membership: This category is open to those who have served as educational leaders as defined in Section 2.1 and who have retired from such service, upon payment of annual dues to GAEL. Retired members shall not hold office.

2.3 HONORARY Membership: Honorary membership may, upon recommendation and approval of the Board of Directors, be conferred upon persons who have performed meritorious service for the Corporation itself and/or for public education in Georgia. No membership fees will be expected of the recipient. Honorary members shall not be entitled to hold office. Former GAEL Presidents shall be Honorary Members. Former GAEL Presidents who are named to elected office shall be considered a Regular Member and will receive all the rights and privileges thereof, as well as the fiscal responsibility of Regular Membership.

2.4 ASSOCIATE Membership: Associate membership shall be available to any persons employed by public and private institutions of higher learning, attorneys, certified public accountants, other members of learned professions who provide services to GAEL or affiliate associations, and individuals formerly holding Regular Membership who no longer qualify for such membership, upon payment of annual dues to GAEL. The Board of Directors shall determine policies governing the Associate Member. Associate Members may serve on committees other than the Executive Committee, and may not hold elected office, nor vote.

2.5 CORPORATE Membership: Corporate Membership shall be available to any person representing a firm or corporation engaged in selling products or services to members of GAEL, upon payment of dues to GAEL. The Board of Directors shall determine policies governing the Corporate Member. Corporate Members may serve on committees other than the Executive Committee, and may not hold elected office, nor vote.

2.6 ASPIRING LEADER Membership: This category is open to college level students or teachers seeking to become an educational leader. Aspiring Leaders membership includes the benefits of Regular Membership except the right to vote, and to hold office.

2.7 Membership Eligibility: The Board of Directors shall be vested with the final authority as to all questions pertaining to eligibility for membership in the Association.

2.8 Membership Year: The membership year of GAEL shall be determined by the GAEL Board of Directors.

2.9 Membership Removal, Reinstatement and Resignation: The GAEL Board of Directors shall exercise authority and develop appropriate policies for membership removal, reinstatement and resignation.

**ARTICLE THREE
ORGANIZATION STRUCTURE**

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3.1 Addition of Affiliate Associations: Additional educational associations may affiliate with GAEL through the submission of an admissions application to the GAEL Board of Directors and approval by $\frac{3}{4}$ of the existing affiliate associations' Board of Directors. Each affiliate association shall cast one vote.

3.2 Addition of Associate Associations: Additional associate associations may affiliate with GAEL; however, consideration will be given only to those organizations: 1) whose memberships are primarily composed of members who are not eligible to be members of current GAEL affiliates; and, 2) whose members are employed in education and provide services to GAEL or its affiliate associations.” Should an organization feel they meet those two criteria they would complete an associate association membership application and begin (I) a vetting process conducted by the Executive Committee. As part of the vetting process, a cost benefit analysis would be conducted to determine the estimated cost of acceptance; (II) The additional workload on GAEL office staff; (III) The possible loss or increase of income for the association. An established timeline for this process would be as follows: the associate association must submit their application 45 days prior to a regularly scheduled Board of Directors meeting where the application would be considered. Should any affiliate member have any questions about the associate association’s submitted application they should submit the questions to the President and/or Executive Board member, if possible, 30 days prior to the next regularly scheduled Board of Directors meeting. After steps (III) are completed the Executive Director, or designee, would place the item on the next Board of Director’s agenda for the Executive Committee’s recommendation for action by the full Board of Directors. (Revised October 20, 2016)

3.3 Organization: To achieve the objectives of GAEL, the Board of Directors may, at its discretion, establish organizational units such as boards, councils, committees, task forces, or divisions to serve special interests of the public educational administration. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualifications for membership, unless these are otherwise stated in these Bylaws.

**ARTICLE FOUR
DUES**

4.1 Member Dues: Dues, admission fees, and refunds, if any, for all classes of membership shall be defined and regulated by the GAEL Board of Directors.

**ARTICLE FIVE
MEETINGS OF MEMBERS AND VOTING**

5.1 Annual Meeting: The Annual Meeting of GAEL for installation of Officers and Directors and other such matters shall be held at such place and on such dates as may be determined by the Board of Directors.

5.2 Special Meetings: Special meetings, at which official GAEL business will be transacted, may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by 5% of the Regular Members and Associate Members, within 30 days after the filing of such a request with the President and Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

5.3 Notice of Meetings: Notice of any business meeting at which official GAEL Association business is to be transacted shall be distributed to the GAEL membership via mail, email, web posting, facsimile, or other method of communication not less than 10 days before the date of the meeting.

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5.4 Voting: At all business meetings at which GAEL business is to be transacted, each Regular Member shall have one (1) vote, and may take part and vote in person only within the respective affiliated associations. Each affiliate association will then cast one vote and report such action in writing to the GAEL President and GAEL Executive Director.

5.5 Cancellation of Meetings: The Board of Directors may cancel any Annual Meeting for cause.

**ARTICLE SIX
OFFICERS**

6.1 Elected Officers: The elected officers of GAEL shall be a President, President-elect, Past President, and a Secretary-Treasurer. All officers are elected by the membership of GAEL and serve until their successors have been duly elected and assume office. The President-elect shall automatically succeed to the Presidency.

6.2 Nomination and Election of Officers: The office of President-Elect and Secretary-Treasurer shall be determined on a rotation basis of the affiliate associations within GAEL: GSSA, GASSP, GAMSP, GAESP, and GACIS. The order of rotation shall be established by GAEL Board policy.

6.3 Qualifications of Office: Any Regular Member in good standing in GAEL and respective affiliate association shall be eligible for nomination and election to any elective office of GAEL, provided the member shall have served as least one (1) year as a member of the Board of Directors of the affiliate association at any time prior to an elective term of office.

6.4 Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

6.5 Reelection: No elected officer who has served one full term shall be eligible for reelection to the same office, until at least one year has elapsed.

6.6 Vacancies-Removal: Vacancies in officer positions shall be filled in accordance with provisions of the constitution or bylaws of the respective Affiliate Association in which the vacancy occurs. A 2/3 majority vote by the Board of Directors may remove any officer for cause.

**ARTICLE SEVEN
DUTIES OF OFFICERS**

7.1 President: The President shall assume leadership in achieving the objectives and policies of the Corporation. It shall be the duty of the President to preside or to arrange for presiding officers at all meetings and with the advice and assistance of the Board of Directors to assist in preparing programs for the annual meetings of GAEL; to appoint all committees not otherwise identified; to serve as the President of the Board of Directors and Executive Committee; to call such meetings of the Board of Directors and Executive Committee as may be necessary; to serve as an ex-officio member of all committees; to name a parliamentarian when needed; and to perform all other duties appertaining to the office or as may be prescribed by the Board of Directors.

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7.2 President-Elect: The President-Elect shall succeed to the Presidency. The President-elect shall perform such duties as are delegated (or assigned) by the President or the Board of Directors, and shall perform the duties of the office of President in case that office is temporarily or permanently vacated.

7.3 Past President: The Past President shall hold office for one year after his/her term as President has expired. The primary duty of this office shall be to aid the other officers in an advisory capacity to the end that continuity between the past and the present may be assured. This officer shall have voting rights on the Board of Directors and on the Executive Committee and shall serve as an ex-officio member of all committees.

7.3 Secretary-Treasurer: The Secretary-Treasurer shall oversee/direct the following duties: GAEL's funds and records; the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of GAEL's funds; the performance of an annual audit by a certified public accountant; and further, shall report on the financial condition of GAEL at all meetings of the Board of Directors and at other times as called upon by the President. The Secretary-Treasurer shall oversee the proper recording of proceedings of GAEL meetings and the Board of Directors, and shall ensure that accurate membership records are maintained. Such duties of the Secretary-Treasurer, as may be specified by Board of Directors, may be delegated to the Executive Director.

**ARTICLE EIGHT
BOARD of DIRECTORS**

8.1 Authority and Responsibility: The governing body of GAEL shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of GAEL, its committees, and its publications; shall determine its policies or changes therein; shall actively prosecute these objectives, establish the financial policies of GAEL, be accountable for GAEL assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

8.2 Composition of The Board of Directors: The Board of Directors shall consist of the GAEL President, GAEL President-Elect, GAEL Past President, the GAEL Treasurer, the President of each of the "affiliate" organizations, one additional member appointed annually by each of the of the "affiliate" organizations per its individual board's discretion, one member from the State Department of Education appointed by the State Superintendent of Schools, and one member appointed by the Georgia RESA Executive Directors. The GAEL Executive Director shall serve on the board as an ex-officio member, meaning he/she shall not have the right to vote. The Presidents of the GAEL "associate" organizations (non-affiliate organizations) and the Executive Directors of all GAEL affiliate and associate organizations shall not have voting authority, but shall serve in an advisory capacity to the GAEL board of directors in all open meetings. (revised 1-24-2021)

8.3 Installation of Officers: The officers and directors shall assume office for the following year at the annual meeting of GAEL.

8.4 Qualifications: Officers and Directors of GAEL shall be Regular members of GAEL and the respective affiliate Associations they represent.

8.5 Vacancies and Removal: Vacancies on the Board of Directors shall be filled in accordance with provisions of the constitution or bylaws of the respective member Association in which the vacancy occurs. A 2/3 majority vote by the Board of Directors may remove any Board member for cause.

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8.6 Meetings of the Board: The directors shall meet at least annually. Special meetings of the directors may be called at any time by the President, or by any five (5) of the Directors then holding office after five (5) days' notice via mail, email, web posting, facsimile or other communication methods. Notice of any such meeting may be waived by instrument in writing. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Board of Directors may be held within or without the State of Georgia at such place as may be determined by the person or persons calling the meeting. By majority vote of the directors present, any special meeting may be deemed the annual meeting.

8.7 Business conducted in lieu of formal meeting: Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without notice and without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors.

8.8 Quorum of the Board: A majority of the directors shall constitute a quorum. The action of a majority of the directors present at a meeting at which a quorum is present will be the action of the Board of Directors.

8.9 Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

8.10 Voting by Mail/Email/Fax: Action taken by a mail ballot, by email, or by fax of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

8.11 Absence: Any elected officer or director who shall have been absent from three (3) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

8.12 Notice of Adjourned Board Meeting: A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At the adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

8.13 Compensation: No compensation will be given to the Board of Directors. The Board of Directors will determine appropriate expense reimbursement policies.

8.14 Indemnification:

(a) Under the circumstances prescribed in paragraphs (c) and (d) of this section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to

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the best interests *of* the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Under the circumstances prescribed in paragraphs (c) and (d) *of* this section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be a party to any threatened, pending or completed action or suit by or in the right *of* the corporation to procure a judgment in its favor by reason *of* the fact he is or was a director, officer, employee or agent *of* the corporation or is or was serving at the request *of* the corporation as a director, officer, employee or agent *of* another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Except as provided in paragraph (c) of this section and except as may be ordered by a court, any indemnification under paragraphs (a) and (b) of this section shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the corporation, in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon the receipt by the corporation of an undertaking or promise or contract by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

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(h) Notwithstanding the above, no expenses or other amounts shall be paid by way of indemnification or for insurance on behalf of any person unless it is first determined by the Board of Directors that such payment will not (1) cause the funds of the corporation to inure to the private benefit of the person or persons indemnified or insured, or (2) otherwise result in the loss of the organization's exempt status under § 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE NINE
EXECUTIVE COMMITTEE**

9.1 Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board by mail, email, or fax or at the next board meeting.

9.2 Composition and Election: The Executive Committee shall consist of GAEL President, GAEL President-elect, GAEL Past President, GAEL Secretary-Treasurer, the president from each of the affiliate associations, and the Executive Director, who shall serve without vote.

9.3 Quorum – Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President of the Board shall call such meetings of the Executive Committee as the business of GAEL may require, or a meeting shall be called by the Executive Director on request of three members of the Executive Committee. Action taken by a mail ballot, by email, by web posting, or by fax of the members of the Executive Committee shall be a valid action of the Executive Committee and shall be reported at the next regular meeting of the GAEL Executive Committee.

9.4 Reporting Actions: Actions of the Executive Committee shall be reported to the Board via mail, email, fax or as a report at the next Board of Directors meeting.

**ARTICLE TEN
EXECUTIVE and Staff**

10.1 Appointment: The Board of Directors shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. A multi-year contract, not to exceed three years, may be offered upon a majority vote of the Board of Directors. The salary and duties of the Executive Director shall be determined by the Board of Directors annually.

10.2 Authority and Responsibility: The Executive Director shall manage and direct all activities of GAEL subject to the policies of the Board of Directors and through the office of the President of the Board. The Executive Director shall employ and may terminate the employment of staff members necessary to carry on the work of GAEL and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of GAEL. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

10.3 Vacancy/ Executive Search Process: In the event of vacancy of the Executive Director, a Search Committee shall be formed composed of members in the following positions of GAEL: current President of GAEL, current President-Elect of GAEL, and the three immediate Past Presidents of GAEL.

If for any reason, any member of the Search Committee is no longer representing the Association, which the person served while in office as President of GAEL, the representative Association may reaffirm that person or

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name another person who can currently and appropriately represent the Association on the Search Committee. If any person named above is deceased or is unable to serve on the Search Committee, that representative Association shall name another person who can appropriately represent the Association on the Search Committee.

The Search Committee shall advertise, receive applications, screen and interview, and subsequently present the name of its nominee for Executive Director to the GAEL Board of Directors for consideration.

**ARTICLE ELEVEN
FINANCE**

11.1 Fiscal Period: The fiscal period of GAEL shall be prescribed by the Executive Committee with the approval of the Board of Directors.

11.2 Bonding: Trust or surety bonds shall be furnished for the President, Secretary-Treasurer and such other officers of employees of GAEL as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by GAEL.

11.3 Budget: With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of GAEL.

11.4 Accounting: A Certified Public Accountant, recommended by the Executive Director with the approval of the Board of Directors, shall provide an annual audit of GAEL and submit a report to the Board of Directors. Within 90 days following the completion of the annual audit, the Secretary-Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

11.5 Signing of Checks and Notes: Checks, notes, drafts and demands for money shall be signed by the officers, agents and/or employees as may from time to time be authorized and designated by the Board of Directors.

**ARTICLE TWELVE
SEAL**

12.1 The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, a blank seal with the corporation's name printed therein, or the signature of the company followed by the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Executive Director and affixed by him on such papers as may be directed by law, by these by-laws or by the Board of Directors.

**ARTICLE THIRTEEN
AMENDMENTS**

13.1 Proposing Amendments: Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by 2 ½ % of the voting membership.

13.2 Approving Amendments:

13.2.1 Amendments to the GAEL Bylaws Article I – General Organization and Article III – Organization Structure may be amended at any GAEL meeting where GAEL business is being transacted, by a majority vote of the affiliate associations provided notice of proposed changes

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have been sent to the Regular members 10 days before such a meeting via mail, email, web posting, or facsimile. Each affiliate association shall be eligible to cast a single vote.

- 13.2.2** Amendments to the remaining articles of the Bylaws may be made with a majority vote by the Board of Directors provided the proposed changes have been sent to the Regular members 10 days before such a meeting via mail, email, web posting, or facsimile. Each affiliate association shall be eligible to cast a single vote.

**ARTICLE FOURTEEN
MISCELLANEOUS**

14.1 Meeting Governance: All business of this Corporation shall be governed by *Roberts' Rules of Order Revised*.

14.2 Notices: Waivers of Notice. Except as otherwise specifically provided in these by-laws, whenever under the provisions of these by-laws notice is required to be given to any director, officer, or member, it shall not be construed to mean personal notice, but such notice may be given either by personal notice or by email, facsimile, web posting, or by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed. When any notice whatever is required to be given by law, by the articles of incorporation or by these by-laws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing, which shall include a waiver given by personal notice, email, facsimile, web posting, or by mail shall be deemed equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

14.3 Execution of Written Instruments: Contracts, deeds, documents and instruments shall be executed by the President under seal of the corporation affixed and attested by the Secretary upon approval by the Board of Directors unless the Board of Directors shall designate the Executive Director to their execution or unless the Board of Directors shall ratify any other procedure which may have been used in a particular situation.