



Bylaws of

Santa Barbara Peace Corps Association

A California Nonprofit Public Benefit Corporation
501(c)3

Adopted November 6, 2016
Amended February 27, 2021

TABLE OF CONTENTS

ARTICLE 1	NAME	<u>3</u>
ARTICLE 2	OFFICES	<u>3</u>
Section 2.1	Principal Office	<u>3</u>
Section 2.2	Other Offices	<u>3</u>
ARTICLE 3	PURPOSES	<u>3</u>
Section 3.1	General Purpose	<u>3</u>
Section 3.2	Specific Purpose	<u>3</u>
SECTION 4	LIMITATIONS	<u>3</u>
Section 4.1	Political Activities	<u>3</u>
Section 4.2	Prohibited Activities	<u>3</u>
ARTICLE 5	DEDICATION OF ASSETS	<u>4</u>
Section 5.1	Property Dedicated to Nonprofit Purposes	<u>4</u>
Section 5.2	Distribution of Assets Upon Dissolution	<u>4</u>
ARTICLE 6	MEMBERSHIP	<u>4</u>
Section 6.1	Eligibility & Definition	<u>4</u>
Section 6.2	Non-Discrimination	<u>4</u>
Section 6.3	Rights	<u>4</u>
Section 6.4	Dues	<u>4</u>
Section 6.5	Restrictions	<u>5</u>
Section 6.6	Termination of Membership	<u>5</u>
Section 6.7	Meetings, Noticing, and Quorum	<u>5</u>
ARTICLE 7	DIRECTORS (BOARD MEMBERS)	<u>5</u>
Section 7.1	Number and Qualifications	<u>5-6</u>
Section 7.2	Powers Exercised by Board	<u>6</u>
Section 7.3	Terms & Term Limits	<u>6</u>
Section 7.4	Nominations	<u>6</u>
Section 7.5	Election and Appointment for Vacancies	<u>6-7</u>
Section 7.6	Removal	<u>7</u>
Section 7.7	Resignations	<u>7</u>
Section 7.8	Regular Meetings	<u>7</u>
Section 7.9	Special Meetings	<u>7</u>
Section 7.10	Notice of Meetings	<u>7</u>
Section 7.11	Quorum and Action of the Board	<u>7-8</u>
Section 7.12	Adjournment	<u>8</u>
Section 7.13	Conduct of Meetings	<u>8</u>
Section 7.14	Fees and Compensation of Directors	<u>8</u>
Section 7.15	Non-Liability of Directors	<u>8</u>
ARTICLE 8	COMMITTEES	<u>8</u>
ARTICLE 9	OFFICERS	<u>8</u>
Section 9.1	Officers and Appointments	<u>8</u>
Section 9.2	Term Limits	<u>8</u>
Section 9.3	Vacancies	<u>9</u>
Section 9.4	Removal	<u>9</u>
Section 9.5	Resignation	<u>9</u>
Section 9.6	Responsibilities of Officers	<u>9</u>
ARTICLE 10	ANNUAL BUDGET	<u>9</u>
ARTICLE 11	CONFLICT OF INTEREST / DUTY OF LOYALTY	<u>10</u>
ARTICLE 12	INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS	<u>10</u>
ARTICLE 13	CONSTRUCTION AND DEFINITIONS	<u>10</u>
ARTICLE 14	AMENDMENTS	<u>10</u>
ARTICLE 15	MATTERS NOT COVERED IN THESE BYLAWS	<u>10</u>
CERTIFICATE OF SECRETARY		<u>10</u>
HISTORY OF AMENDMENTS		<u>10</u>

ARTICLE 1 NAME

The name of this corporation is the **Santa Barbara Peace Corps Association**, hereafter referred to as the “Corporation,” “Organization,” “Association,” or “SBPCA.”

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board. However, the Corporation may also conduct its business without a principal office.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

This corporation is organized as a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law (California Nonprofit Corporation Law) for charitable purposes.

Section 3.2 Specific Purpose

The specific purpose of this corporation is: to educate the public regarding the Peace Corps and the work of current and former Peace Corps Volunteers in various countries around the world; to educate the public about those countries and their peoples; to promote a better understanding of different cultures around the world; to serve as a resource to prospective, current, former, and future Peace Corps Volunteers; to promote the ideals of the Peace Corps; to engage in community service in Santa Barbara County; and to engage in other relevant activities.

SECTION 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is 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 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes substantially similar to or aligned with one or more of those outlined in Article 3.2 and which has established its tax exempt status under Section 501(c)(3) of the IRS Code as now stated or as it may be hereafter amended.

ARTICLE 6 MEMBERSHIP

Section 6.1 Eligibility & Definition

Any former, current, or prospective Peace Corps volunteer or Peace Corps staff member, any person affiliated with the U.S. Peace Corps, or any person who supports the mission of the U.S. Peace Corps is eligible for membership.

Members are defined as those who have paid stipulated membership dues. Dues must be paid annually to retain membership, except for those eligible for free membership per Section 6.4.

Section 6.2 Non-Discrimination

It is the general policy of the Association to operate without discrimination to any classes of people protected under federal or state law.

Section 6.3 Rights

All members have the right to vote on the election of the President and board members, vote on other official matters of the Association as presented by the Board, to hold office if duly elected, to serve on ad hoc or standing committees, to participate in a variety of activities hosted or organized by the Association, to receive all notifications pertaining to the official business of the Association, and to seek review of any decision taken by the Board. As possible, significant decisions regarding the operations or direction of the Association will be made at general meetings of members, or via mail-in or electronic vote, as determined by the Board.

The Association will protect the privacy of its members by guarding the confidentiality and security of membership records. The Association may enter into data sharing arrangements with the National Peace Corps Association and other organizations sharing the aims of the Association in order to facilitate exchange of information to advance the objectives of the Association.

Section 6.4 Dues

Any change in membership dues shall be proposed by the Board at least thirty (30) days prior to the duly noticed annual meeting or special vote and shall be approved by a majority of votes cast by a quorum of members at the meeting, or via a mail-in, or electronic vote, as determined by the Board. Payment of membership dues is nonrefundable. Currently serving Peace Corps Volunteers from the Santa Barbara area who join SBPCA shall pay no dues while in service. Returned Peace Corps Volunteers from or living in the Santa Barbara area who join SBPCA shall be exempt from dues for a period of one (1) year after their official Close of Service (COS) dates.

Section 6.5 Restrictions

No member may use the SBPCA name, logo, mailing list, website, or property of SBPCA, nor may a member publicly represent the organization, without prior approval of the Board.

Section 6.6 Termination of Membership

Members in violation of Section 6 and/or who are threatening or abusive to fellow members, and/or who are seriously disruptive to Association business or activities, will be eligible for termination of membership by the following procedures:

1. The Board will notify any member of alleged violation(s);
2. The notified member will then have (30) days to respond to the Board in writing (which may include email); and
3. The Board will then vote on membership termination within another thirty (30) days, with a two-thirds majority vote of the board required to terminate membership.

Section 6.7 Meetings, Noticing, and Quorum

There shall be an annual meeting of the members on a day set by the Board. The main purpose of the annual meeting will be to report to the membership on the prior year's activities, the organization's finances, the priorities envisioned for the coming year, to conduct any necessary business, and to elect the President and board members (unless the latter is done via mail-in or electronic ballot, as determined by the Board). Other (special) member meetings may be called as necessary.

Special member meetings may be set in either of the following ways:

1. Special member meetings may be called for by members and must include presentation to the Board of a petition signed by not less than ten percent (10%) of members in good standing, delivered a minimum of twenty-one (21) days prior to the special meeting date to at least one board member either in person in hard copy form, or via email with a scanned copy of the signed petition. The board shall inform the membership of such a meeting with a minimum of fourteen (14) days' notice.
2. Special member meetings may be set by the Board of Directors with a minimum of fourteen (14) days' notice to the membership.

Notice of the annual and special member meetings shall be given at least fourteen (14) days in advance of the meeting day via one or more of the following means: electronic communication (email and/or e-newsletter), Facebook group page, oral communication (in person or on the phone, including voice message), and/or website posting, or another technology system designed to communicate messages. A meeting notice shall include the meeting's date, time, place, and purpose.

Twenty-five percent (25%) of the members shall constitute a quorum for conducting business at all member meetings. A majority of the quorum shall be required to take any action.

ARTICLE 7 DIRECTORS (BOARD MEMBERS)

Section 7.1 Number and Qualifications

The authorized number of directors of the Corporation, also referred to as board members, shall be not less than five (5) or more than eleven (11). Collectively they shall be known as the Board of Directors, or the Board. Each Board member has one vote on matters considered by the Board. The Board includes the President, Vice President, Secretary, and Treasurer, who are the officers, and the remaining board members, who serve at-large.

Board members must be members of the Association, of legal age, and residents of the Central California Coast. A majority of board members must be former volunteers or staff of the U.S. Peace Corps.

Section 7.2 Powers Exercised by Board

Management of the business and affairs of the Corporation, direction of its work, and control of its property, shall be handled by the Board of Directors. The Board may form ad-hoc and standing committees on an as-need basis. The Board may adopt policies and procedures for conducting business consistent with these bylaws, California Nonprofit Corporation Law, and any other applicable laws. Such policies and procedures shall become effective once adopted by a majority vote of the Board. These policies shall be put into writing and made available to Association members upon request.

Section 7.3 Terms & Term Limits

Board members shall be elected at each annual meeting, or via mail-in or electronic ballot, as determined by the Board, for one (1) -year terms, starting with the first day of the Corporation's fiscal year (March 1). A person cannot hold the position of President or Treasurer simultaneously or consecutively. The President and Treasurer may serve for a maximum of three (3) consecutive terms, after which there shall be a break of at least one (1) year before serving in either of these positions. There is no maximum of consecutive terms that may be served by other officers and at-large board members.

Each Board member, including one appointed to fill a vacancy, shall hold office until the expiration of the term for which s/he was elected or appointed, or until his or her earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 7.4 Nominations

At a regular Board meeting at least thirty (30) days prior to the annual membership meeting, the President shall appoint an ad hoc Nominating Committee to solicit candidates for office. The list of candidates, and their qualifications shall be presented at the annual membership meeting. Nominations from the floor at the time of the election shall be permitted, as long as the nominee accepts the nomination.

Section 7.5 Election and Appointment for Vacancies

The Board of Directors, including the President, is elected at the annual meeting, or via mail-in or electronic ballot, as determined by the Board, by a quorum of members. Voting shall be done by a method determined by the board.

Election of the President: Each member may vote for only one (1) person for the office of President. If only one candidate is running, s/he must receive a majority of votes cast by quorum of members. If a majority of votes is not obtained by the candidate, additional nominations will be taken from the floor and a second vote will be held immediately. If more than one candidate is on the ballot for President, the candidate with the plurality of votes cast by a quorum of members shall be elected as President. If there is a tie between candidates, a runoff vote will be held immediately.

If a person running for President is not elected to be President, s/he is still eligible to be voted onto the board.

Election of other board members: A minimum of four (4) and maximum of ten (10) additional board members are to be elected each year. Each member may vote for up to ten (10) additional board members on the ballot, or the number of candidates on the ballot, whichever is less. The candidates with a plurality of votes cast by a quorum of members are elected, not to exceed ten (10) candidates.

If the immediate past-president is not elected to the Board, s/he will serve as a non-voting, ex-officio Board member for one year, if possible. This position will not count as one of the elected board members.

In the event of a vacancy on the Board between annual meetings, the President shall appoint a member to that position, subject to the approval of the majority of the Board members. The appointment shall be for the duration of the unfilled term of service or until a special election fills the position, at the Board's discretion.

Section 7.6 Removal

The Board may, after due process and by a two-thirds vote, remove a Director from the Board who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law, or who violates Section 6 of these bylaws, or fails or ceases to meet any required qualification in effect during that Director's term of office.

Section 7.7 Resignations

Except as provided in this Section, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

Section 7.8 Regular Meetings

The Board shall meet regularly, not less than once every quarter, at a time and place fixed by the Board, for the purposes of managing the Corporation and its activities. Absence of a Board member from three (3) consecutive, regular meetings without a valid excuse shall be taken as a resignation.

Section 7.9 Special Meetings

Three (3) directors, or the President may call a special meeting of the Board, but a majority is needed to constitute a quorum and to conduct business. The Board may take action without a meeting if a majority of directors ratify the action in writing (including via email).

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 7.10 Notice of Meetings

Except when the time and place of a regular meeting is set by the Board by prior resolution, notice of the time and place of all regular board meetings shall be noticed at least seven (7) days in advance. Special Board meetings shall be noticed at least twenty-four (24) hours in advance, or through consensus of the board on shorter notice. Notice shall be given by one or more of the following methods: oral notice (in person or over the phone, including a voice message), email, text, or via another technology system designed to communicate messages. A meeting notice shall include the meeting's date, time, place, and purpose. All board members are to confirm with the Secretary that they have received notice of special meetings.

Section 7.11 Quorum and Action of the Board

A majority of the Board, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.13. Unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws, actions taken and decisions made by the Board shall be by a majority vote of a quorum of the Board, either at a meeting duly held at which a quorum is present, or without a meeting if a majority of the Board ratifies the action in writing (including via email). A meeting at which a quorum is initially present

may continue to transact business, notwithstanding the withdrawal of Board members from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.12 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.13 Conduct of Meetings

Meetings of the Board shall be presided over by the President, or, if the President is absent, by the Vice President, or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Approved minutes shall be made available to Association members upon request.

Section 7.14 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 7.15 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 8 COMMITTEES

The Board may create one or more ad hoc, advisory, or standing committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before taking effect.

ARTICLE 9 OFFICERS

Section 9.1 Officers and Appointments

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other than the President, who is elected by the members, these persons are selected from among the Directors. The Board President, with the concurrence of a majority of the Board, shall appoint individual Board members to hold these offices. These appointments shall be made and announced to the membership as soon as possible after the annual meeting at which the Board was elected.

Section 9.2 Term Limits

Provided an individual continues to be elected to the board annually:

- (a) The President and Treasurer may serve for no more than three (3) consecutive terms in such position, after which there shall be a break of at least one (1) year before serving in either of these positions. They may continue to serve on the board without break, however, in another officer position or in an at-large capacity.
- (b) There is no maximum of consecutive terms that may be served by other officers.

Section 9.3 Vacancies

In the event of an officer vacancy between annual meetings, the President shall appoint another Board member or Association member to that position, subject to the approval of the majority of the Board members. The appointment shall be for the duration of the unfilled term of service.

Section 9.4 Removal

The Board may, after due process and by a two-thirds vote, remove an officer from the Board and/or his or her officer position if s/he has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law, or violates Section 6 of these bylaws, or fails or ceases to meet any required qualification of the officer position and/or the board in effect during his or her term of office.

Section 9.5 Resignation

Except as provided in this Section, any officer may resign from his or her position by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No officer may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. The person resigning an officer position may remain on the Board either as an at-large member or to fill another officer position, for the duration of his or her term, provided that a majority of the Board agrees to this and his or her replacement would not result in the total number of board members exceeding eleven (11).

Section 9.6 Responsibilities of Officers

President: The President shall develop meeting agendas, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Vice President: The Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

Treasurer: The Treasurer shall attend to the following: books of account (which shall be made available to any Board member at all reasonable times), financial reports, deposit and disbursement of the Corporation's money and valuables. The Treasurer is responsible for preparing the tax filings for the previous tax (calendar) year due to the timing of the Corporation's fiscal year (March-February).

Secretary: The Secretary shall attend to the following: bylaws, minute book, notices, corporate records, non-financial filings, corporate seal (if one exists), and other duties incident to the office of Secretary as may be prescribed by the Board or these bylaws. All of the above records shall be open to inspection by any Board member at all reasonable times.

ARTICLE 10 ANNUAL BUDGET

Within 30 days of the beginning of the fiscal year, the Board shall consider and vote upon a budget of anticipated income and expenses for that fiscal year (March-February). Upon passage by the Board, with or without modification, this budget shall be the appropriation measure. No committee or project may exceed its appropriation without the express consent of a majority of the Board. The adopted budget shall be made available to Association members.

ARTICLE 11 CONFLICT OF INTEREST / DUTY OF LOYALTY

It is the fiduciary duty of board members to act in the best interest of the organization. Board members shall not take any action for personal gain. Board members or agents with a conflict of interest are required to disclose the conflict and refrain from voting on any matter in which there is a conflict.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS

Upon resolution adopted by the Board of Directors, SBPCA may provide indemnification of directors, agents or committee members for any claim asserted against such person, by action in court or otherwise, in which she, he may become involved by reason of current or former service in such capacity. Such indemnification may include insurance authorized by the board and obtained by the Association.

ARTICLE 13 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 14 AMENDMENTS

These Bylaws may be amended by a majority vote of a quorum of members, as defined in Section 6.7, by mail ballot, electronic ballot, or at an annual or special member meeting, as the board may determine. Notice must be given to members a minimum of 30 days' in advance of the vote, and may be given to members via one or more of the following means: electronic communication (email/e-newsletter), Facebook group page, oral communication (in person or on the phone, including voice message), and/or website posting, or another technology system designed to communicate messages. If the vote will be held at a meeting, the notice shall include the meeting's date, time, place, and purpose. The notice shall be accompanied by the proposed amendments (as an attachment or web link, as the board may determine) with explanations therefore, and clearly showing the before and after of the proposed changes.

ARTICLE 15 MATTERS NOT COVERED IN THESE BYLAWS

Matters not covered in these bylaws may be included in Board-established policies and procedures. For those not covered herein or in adopted policy, Robert's Rules of Order, and/or California Nonprofit Corporation Law, and/or other relevant law shall govern.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the **Santa Barbara Peace Corps Association**, a California nonprofit public benefit corporation; that these Bylaws, consisting of 11 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November 6, 2016, and that these Bylaws have not been amended or modified since that date. Executed on November 6, 2016 at Santa Barbara, California.

(signature of Becky Robinson, Secretary)

AMENDED VERSION Approved by Membership, February 27, 2021

HISTORY OF AMENDMENTS

Amendments Adopted by the Membership on February 27, 2021

(strike-through = deleted text; italics = new text)

- ARTICLE 6 – MEMBERSHIP, Section 6.3 – Rights
~~The Association will protect the privacy of its members by not providing its mailing list to outside parties.~~
The Association will protect the privacy of its members by guarding the confidentiality and security of membership records. The Association may enter into data sharing arrangements with the National Peace Corps Association and other organizations sharing the aims of the Association in order to facilitate exchange of information to advance the objectives of the Association.
- ARTICLE 7 – DIRECTORS (BOARD MEMBERS), Section 7.3 – Terms & Term Limits
~~A Board member shall serve a maximum of three (3) consecutive terms, after which there shall be a break of at least one (1) year before s/he can serve again on the Board. The President may serve a maximum of two consecutive terms as President, after which there shall be a break of at least one (1) year before s/he can serve again in that office.~~ *A person cannot hold the position of President or Treasurer simultaneously or consecutively. The President and Treasurer may serve for a maximum of three (3) consecutive terms, after which there shall be a break of at least one (1) year before serving in either of these positions. There is no maximum of consecutive terms that may be served by other officers and at-large board members.*
- ARTICLE 7 – DIRECTORS (BOARD MEMBERS), Section 7.5 – Election and Appointment for Vacancies
~~Ballots shall be counted by two (2) members designated by the outgoing board who were neither presented on the ballot nor nominated from the floor.~~
- ARTICLE 9 – OFFICERS, Section 9.2 – Term Limits (Officers)
~~Provided s/he continues to be re-elected to the board annually, an officer may serve in the same officer position for no more than three (3) consecutive terms, except for the President, who may only serve two (2) consecutive terms as President.~~ *Provided an individual continues to be elected to the board annually:*
(a) The President and Treasurer may serve for no more than three (3) consecutive terms in such position, after which there shall be a break of at least one (1) year before serving in either of these positions. They may continue to serve on the board without break, however, in another officer position or in an at-large capacity.
(b) There is no maximum of consecutive terms that may be served by other officers.

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