

NATIONAL AMERICAN ESKIMO DOG ASSOCIATION BY-LAWS

(Modified October 2008)

ARTICLE I

- A. This organization shall be known as the "National American Eskimo Dog Association, Incorporated," which may be referred to as NAEDA.

ARTICLE II

OBJECTIVES AND PURPOSES

SECTION 1

- A. To encourage and promote the breeding of a better and finer purebred American Eskimo Dog, as recognized by the registering body, the United Kennel Club, Inc.
- B. To encourage members and breeders to accept the Standard of the breed as established and approved by the United Kennel Club, Inc. as the only Standard by which American Eskimo Dogs shall be bred and judged.
- C. To promote the knowledge and training of the American Eskimo Dog, to hold United Kennel Club, Inc. conformation shows and performance events. To educate the public, to increase its popularity, to encourage and cooperate with individuals and other groups with similar purposes. To promote good sportsmanship in the training and exhibition of dogs.

SECTION 2

- A. For the accomplishment of its purposes, the NAEDA shall have the power to purchase, rent or lease property for its activities and for the maintenance of a meeting place, etc. The NAEDA shall have the power to acquire and hold by purchase or gift such personal and real property as may be necessary to carry out said objectives, and to receive dues, subscriptions and donations as provided by the statutes of the state of incorporation and the National American Eskimo Dog Association By-Laws.
- B. The calendar year of the NAEDA shall be from January 1st through December 31st.

SECTION 3

- A. The Association shall not be conducted or operated for profit and no part of any profits or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

ARTICLE III

DEFINITIONS

SECTION 1

- A. The officers shall consist of a President, Vice-President, Secretary and/or Treasurer, Corresponding Secretary, Parliamentarian, and Publicity Officer.
- B. The Executive Committee shall consist of the Association Officers and a representative of the United Kennel Club, Inc. The representative of the United Kennel Club, Inc. will be a non-voting member.

- C. The Board of Directors shall consist of the officers of the NAEDA, the President of each NAEDA Affiliated Association (or his/her designee) and the past president of the NAEDA. The past president of the NAEDA is an advisory director only, with no voting rights. Any reference to "Board" in this document shall mean the "Board of Directors".
- D. A member "in good standing" is current on all dues and financial obligations to the NAEDA, is not under suspension or sanction by the United Kennel Club, Inc. has not been convicted by criminal or civil judicial process of charges of dog abuse, neglect or any other charge involving unlawful activities connected with the ownership, sale, transfer or transportation of dogs.
- E. It is recognized that at the time of adoption of this revision of the Constitution and By-Laws the most common means of ensuring information is provided to all concerned is via U.S. mail. However, it is also recognized that technological advances such as e-mail and the like may render this method obsolete in the future. In those instances where this Constitution and By-Laws states "mail" the intention is that the United States Postal Service be used. In all other instances, other means of disseminating the information may be used provided members of the applicable NAEDA body have access to this method. Any concerns over the applicability of an alternative method to "mail" will be settled by a majority vote of the Board of Directors. No official votes of the general membership may be taken except at meetings or by US mail.

ARTICLE IV DUTIES OF OFFICERS, DIRECTORS & EXECUTIVE COMMITTEE

SECTION 1

- A. The President has the authority to appoint committees as required. The President shall have the duties and powers normally associated with the office of President as well as those specified in these By-Laws. The President is to keep the Vice-President informed on all important matters and to provide the Vice-President copies of all correspondence important to the duties of the President.
- B. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice-President shall assist the President when and where possible. In the absence of the Parliamentarian, the Vice-President shall act in his/her capacity and with the same authority as the Parliamentarian.
- C. It shall be the duty of the Secretary to keep an accurate account or record of the NAEDA's activities and carry out all duties common to the office of Secretary. Such duties include all official notice, and the receiving of an original or copy of all correspondence to and from National Officers pertaining to NAEDA business.
- D. The Treasurer shall furnish such bond as required by the Board of Directors, the premium of such bond to be borne by the NAEDA. He/she shall carry out all duties common to the office and shall handle all NAEDA funds, receiving the membership dues, and shall make all disbursements as are necessary and proper to meet the just and due obligations of the NAEDA. He/she shall render a statement at the Annual General Membership Meeting to the members and the Board, and at such other times as the NAEDA President or Board may request. The Treasurer retains membership applications. The Treasurer must provide a complete membership list to all members of the Board of Directors at least twice a year.
- E. The Parliamentarian will be responsible for insuring that the rules and By-Laws are strictly adhered to at all meetings of all bodies of the NAEDA. He/she shall be acquainted with all policies, By-Laws and state laws. The Parliamentarians interpretation of those rules and By-Laws shall be binding on all present at all meetings. The Parliamentarian shall review the Constitution & By-Law of all new Affiliated Associations prior to the release to the Board of Directors for approval. The Parliamentarian must review and respond to the proposed new Affiliate Association within fifteen (15) days for each draft submitted.

- F. The Publicity Officer is responsible for publicizing NAEDA functions using all available media. He is responsible for keeping the NAEDA Affiliated Associations apprised of National events and for the issuance of the newsletter. The Publicity Director is to keep a historical photo album of the NAEDA show winners each year. This album should be made available at each NAEDA show. The cost of the photos is to be borne by the NAEDA. Prints from negatives may be purchased at cost by exhibitors, owners, or interested parties.
- G. The Corresponding Secretary's responsibility will be to send and receive any ballots in connection with the election of Officers and Constitution and By-Law amendments. These duties include sending all members of the Board of Directors a copy of amended By-Laws and Policies annually.

SECTION 2

- A. The Board of Directors shall have overall charge of the affairs of the NAEDA. Vacancies occurring among the Officers shall be filled until the next election by a majority vote of the Board of Directors; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the Board shall fill the resulting vacancy in the office of Vice-President.
- B. The Executive Committee is responsible for the day to day operation of the NAEDA. They are responsible for ensuring that those motions approved by the General Membership or Board of Directors are carried out.

ARTICLE V TERM OF OFFICE & ELECTIONS

SECTION 1

- A. The Officers of the NAEDA shall be elected at the Fall Meeting to serve a term of two (2) years. They shall take office immediately after their election. Each retiring officer shall turn over to his/her successor within thirty (30) days after the election all properties and records relating to the office.

SECTION 2

- A. Only owners of United Kennel Club Inc. registered American Eskimo Dogs can become Officers of the Association .Any member who owns a United Kennel Club Inc. registered American Eskimo Dog and is in good standing can run For office in the NAEDA The nomination must be made by another NAEDA member in good standing. The Corresponding Secretary of the Association must receive the nomination at least sixty (60) days prior to the Fall Meeting. No nominations will be taken from the floor. No National Officer may endorse a candidate for office on the NAEDA ballot.
- B. The Corresponding Secretary will mail a written ballot to each individual and senior member who was in good standing as of July 1st of that year. This will ensure that all members in good standing will receive a ballot within the proper time. Candidates for election must be placed on the ballot in alphabetical order. Along with ballot the Corresponding Secretary shall provide each member an envelope marked "BALLOT" and an address label containing the member's name and address. Clear and complete instructions for the written ballot process including deadlines, postmark procedure, and ballot envelope identification must be sent with each written ballot.
- C. Envelopes marked "Ballot" must be returned by mail and must be received by the Corresponding Secretary no later than 120 hours prior to the announced time of the General Membership meeting at which the results of the ballot are to be announced.. All members need to be responsible for mailing the ballot back in time to meet the deadline. Envelopes must have the member's return name and address on them.

- D. Envelopes marked "BALLOT" shall not be opened prior to counting time. Ballots shall be opened and counted at the Fall meeting by a committee selected by the President. The results of the balloting shall be certified as directed by the General Membership in the Policies of the organization. The Parliamentarian shall rule upon any questions concerning the legality of a ballot. The results of the election, as determined by the committee shall be presented to the membership during the Fall Meeting.
- E. If there is no quorum at the Fall Meeting, the results of the balloting as determined by the committee shall be presented to the Board of Directors at the next available Board of Directors' Meeting.

SECTION 3

- A. NAEDA Officers shall not serve as President or United Kennel Club Inc. Representative of any Affiliated Association during their term of NAEDA office.
- B. NAEDA Officers may be removed from office by a two-thirds (2/3) vote of the Board of Directors. The member whose removal has been proposed shall be informed of the reasons for this action by registered mail with a return receipt requested not less than fifteen (15) calendar days prior to the vote for removal. Said officer shall be provided the opportunity to respond to the Board of Directors on the charges either in writing or in person prior to the vote. If the member whose removal has been proposed is the Parliamentarian or the Secretary, he/she will temporarily step down from his/her position until the vote is taken. The Vice-President will temporarily assume those duties pertinent to said office.

ARTICLE VI MEMBERSHIP & DUES

SECTION 1

- A. There shall be four (4) types of membership:
 1. NAEDA Affiliated Associations. Open to all United States of America and Canadian United Kennel Club Inc. American Eskimo Dog Associations upon approval of their By-Laws by the United Kennel Club Inc. and the NAEDA Board Of Directors. The responsibilities of NAEDA Affiliated Associations are contained in Article XI.
 2. Individual Membership. Open to all persons ages 16(sixteen) years through 64(sixty-four) years. Individual members have full membership privileges.
 3. Junior Membership. Open to juveniles ages 6(six) through 15(fifteen) who are sponsored by an adult member in good standing. The sponsor for a junior member may live in the same household as the junior. Membership is granted upon receipt of a completed application accompanied by annual dues. Junior members do not have the right to vote.
 4. Senior Membership. Open to all senior citizens (65 and over). Senior members have full membership privileges.

SECTION 2

- A. Any person interested in the pure bred American Eskimo Dog as recognized by the United Kennel Club, Inc. may apply for individual or senior membership in the NAEDA by submission of a completed membership application with payment of the required amount of dues.
- B. Individuals accepted for membership must meet the definition of "in good standing" (Article III Section 1D).
- C. Individual member, junior member, and senior member annual dues for both classification of membership, NAEDA at Large Membership and Club Affiliate Membership is set by a majority vote of

the members present at the Fall General Membership Meeting. Should there not be a quorum at this meeting the dues shall be set at the same amount as the previous year. Within thirty (30) days after the Fall meeting, the NAEDA Treasurer will notify each member of the dues for the ensuing year. Dues are payable on or before January 1st of each year.

- D. Any member who has not paid his/her dues within sixty (60) days after the first of January shall not be considered in good standing. A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first of January. In no case shall an individual be entitled to vote by ballot or at any NAEDA meeting with dues still unpaid after the sixty-day period mentioned above. The treasurer must notify all unpaid members of their status after the sixty (60) grace period has lapsed.
- E. Individual, junior and senior memberships may be terminated:
 - 1. by resignation. Any member in good standing may resign from the NAEDA by providing a written notice to the Secretary. No part of the national dues shall be refunded to a resigning member. Debts to the NAEDA are considered a financial obligation and remain payable even if a member has resigned.
 - 2. by lapsing. Membership is considered lapsed when dues remain unpaid ninety (90) days after the first of January.
 - 3. by conviction by criminal or civil judicial process of charges of dog abuse, neglect or any other charge involving unlawful activities connected with the ownership, sale, transfer or transportation of dogs.
 - 4. by suspension of privileges by the United Kennel Club, Inc. Any member who is suspended from the privileges of the United Kennel Club, Inc. automatically shall be suspended from the privileges of the NAEDA for a like period of time.
 - 5. by expulsion. A member can be expelled only for conduct highly injurious to the NAEDA. The process of expulsion shall be as follows Charges that may warrant expulsion from the organization shall be considered at a Board of Directors meeting. Said member is to be provided written notice of the charges by registered mail with return receipt no less than thirty (30) days prior to the meeting. Said member shall have full opportunity to be heard at this meeting prior to the vote being taken. If unable to be present, said member may submit a written statement in answer to the charges that shall be read aloud at the meeting prior to a vote being taken. If the Board of Directors agree by a two-thirds (2/3) vote (including proxies) that the charges are serious enough to warrant expulsion and have merit, such information including a written response to the charges by the accused member shall be sent to the general membership for a written vote. A two-thirds (2/3) majority of the votes returned shall be required to expulse a member.

ARTICLE VII MEETINGS

SECTION 1

- A. The Annual General Membership meeting and Board of Directors' meetings must be held in conjunction with the Fall National Show. They will be held within one day of these shows and at the same locale.
- B. There shall be no closed meetings of any body of the NAEDA. Any NAEDA member has the right to attend any meeting of the NAEDA and to participate in the discussion. Only voting members of the NAEDA body that is meeting may vote on any issue before that body.
- C. Minutes of any NAEDA meeting must be sent to the Board of Directors within thirty (30) days of said Meeting.

- D. The President shall have the right to vote only in cases of a tie during all General Membership, Board of Directors, and Executive Committee meetings. The President shall have the right to vote in all other general membership written ballots including elections.

SECTION 2 QUORUM

- A. The quorum for any general membership meeting shall be 20 members in good standing or 5% of the Membership, whichever is higher. At least two (2) members of the Board of Directors must attend and one must be from a different state than where the meeting is being held.
- B. The quorum for any Board of Directors meeting will be fifty 50% of the members entitled to vote in person, by proxy or by written ballot.
- C. The quorum for any meeting of the Executive Committee will be 50% of the members entitled to vote in person, by proxy or by written ballot.

SECTION 3 AGENDA

- A. The NAEDA Secretary must receive new business items to be placed on the agenda for the Annual General Membership meeting at least sixty (60) days prior to that meeting.
- B. The NAEDA Secretary must send the final agenda for the Annual General Membership meeting to each member of the Board of Directors at least thirty (30) days prior to the applicable meeting. Each member of the Board of Directors is expected to discuss the topics with the members of their affiliate association.
- C. Notification of the time, place and agenda for all Board of Directors meetings must be provided to each member of such group at least fifteen (15) days prior to the meeting. The fifteen (15) day requirement may be waived in an emergency provided that two-thirds of those Board members present agree that an emergency exists. Any actions taken by this group in the emergency situation must be ratified within thirty (30) days by a two-thirds vote of the Board of Directors voting.

SECTION 4 SPECIAL GENERAL MEMBERSHIP MEETINGS

- A. A special meeting of the membership at large can be called upon written request of 5% of the members in good standing, providing the request contains the business to be discussed. Such notification is to be directed to and received by the NAEDA President no less than thirty (30) days prior to the date of this meeting. The individuals requesting the meeting must send a copy of this notification to the Secretary. The Secretary shall receive said notification no less than thirty (30) days prior to the date of this meeting.
- B. The time and place of such a meeting must be similar to that of a regular State or National dog show. No business other than that stated in the request may be discussed at the meeting. Quorum requirements in Article VII, Section 2A apply to special meeting of the members at large. The time and place shall be decided by the persons requesting the special meeting after consultation with the President.

**SECTION 5
SPECIAL BOARD OF DIRECTORS MEETINGS**

- A. A special meeting of the Board of Directors can be called upon the written request of any Board member providing the request contains the business to be discussed. Such notification is to be directed to and received by the NAEDA President no less than thirty (30) days prior to the date of this meeting. The individual requesting the meeting must send a copy of this notification to the Secretary. The Secretary shall receive said notification no less than thirty (30) days prior to the date of this meeting.
- B. The time and place of such a meeting must be similar to that of a regular State or National dog show. No other business than that stated in the request may be discussed at this meeting. Quorum requirements in Article VII, Section 2B and notification requirements in Article VII, Section 3 apply to special Board of Directors meetings. The time and place shall be decided by the person requesting the special meeting after consultation with the President.

**SECTION 6
EXECUTIVE COMMITTEE MEETINGS**

- A. A meeting of the Executive Committee can be called upon the written request of any Executive Committee member providing the request contains the business to be discussed. Such notification is to be directed to and received by the NAEDA President no less than fifteen (15) days prior to the date of this meeting. The individuals requesting the meeting must send a copy of this notification to the Secretary. The Secretary shall receive said notification no less than fifteen (15) days prior to the date of this meeting.
- B. The time and place of such a meeting must be similar to that of a regular State or National dog show.
- C. Notification of the time, place and agenda for all Executive Committee meeting must be provided to each member of such group at least seven (7) days prior to the meeting. The seven (7) day requirement may be waived in an emergency provided that two-thirds of those Executive Committee members present agree that an emergency exists. Any actions taken by this group in the emergency situation must be ratified within thirty (30) days by a two-thirds vote of the Executive Committee.

**ARTICLE VIII
WRITTEN BALLOTS**

- A. The secretary shall, on all matters deemed important by the Board of Directors, furnish each member in good standing a written ballot setting forth the business in order that the members shall have the opportunity to voice approval or disapproval. Said ballots to be sent to the members in good standing not less than forty-five (45) days prior to the meeting date. The method of return of said ballots shall be directed by the Board of Directors by majority vote. If the decision is to use US mail, the procedure used and deadlines in Article V, Section 2B and 2C shall apply. These written ballots may be submitted to the membership at any time of the year.

**ARTICLE IX
AMENDMENTS**

- A. The Constitution may be amended at the Fall General Membership Meeting provided members in good standing are notified of the proposed Amendments by mail and provided a ballot not less than thirty (30) days prior to the date of that Fall meeting. The procedure used and deadlines in Article V, Section 2B and 2C shall apply. The Constitution shall be considered amended when said amendment receives a two-thirds (2/3) vote of those members in good standing voting.

- B. Proposed Amendments to the Constitution and By-Laws must be received by the Parliamentarian for review, no less than 60 days prior to the Fall Meeting, to ensure that they do not conflict with other sections of the Constitution and By-Laws, before they are sent to membership. The Parliamentarian must provide a turn-around time for this review of no more than fifteen (15) days.

ARTICLE X SHOWING

- A. All official United Kennel Club, Inc. show rules and judges' procedures shall be followed explicitly.
- B. Only Senior United Kennel Club Inc. licensed American Eskimo Dog judges can judge an NAEDA National American Eskimo Dog show. This judge must have judged a minimum of two (2) United Kennel Club Inc. licensed American Eskimo Dog shows. The same judge cannot judge a two-day show.
- C. The Board of Directors must select Judges for the NAEDA American Eskimo Dog Show. An alternate judge will also be selected.
- D. Maximum compensation paid to the judges for the NAEDA National American Eskimo Dog show shall be determined by the Executive Committee. Judges may, at their request, be paid a lesser amount than the maximum determined by the Executive Committee.
- E. The judge selected shall confirm his/her acceptance of the judging assignment in writing to the NAEDA Secretary.
- F. Officers and members of the Board of Directors should not be introduced to the judge at the NAEDA show/trial nor shall attention be called to an exhibitors name, position or club affiliation.

ARTICLE XI AFFILIATED ASSOCIATIONS

SECTION 1

- A. Affiliated Associations shall be recognized by the NAEDA upon approval of their By-Laws by the NAEDA Board of Directors.
- B. Affiliated Associations must send a copy of their By-Laws to the NAEDA Secretary and to the United Kennel Club Inc. In addition, all amendments to the By-Laws must be sent to the NAEDA Secretary and United Kennel Club Inc. immediately after passage.
- C. Affiliated Associations must send the names, addresses and telephone numbers of their Officers to the NAEDA and United Kennel Club Inc. within thirty (30) days after elections.
- D. An Affiliated Association must have at least a President, Vice-President, Secretary and/or Treasurer and one or two Board members for a total of five (5) members, each holding a separate office. Affiliated Association officers and board members shall be members of NAEDA in good standing.
- E. If an Affiliated Association's membership drops below five (5) members, they will have twelve months to bring their membership back to at least five members. Failure to bring the membership back to five (5) members within the 12-month period will result in their NAEDA affiliation being lapsed. Dual members can be counted in the five members.

SECTION 2

- A. Affiliated Associations of the NAEDA shall have their Secretary or Treasurer send to the NAEDA Treasurer the dues for members that:
 - 1. have not joined the NAEDA as an individual.
 - 2. have not had their dues paid to the NAEDA as members of another Affiliated Association for that year.
- B. The names and addresses of each Affiliated Association member, with the notation of whether the member is an adult, junior or senior member shall be sent to the National Treasurer with the required amount of NAEDA dues. A copy of the list of names and addresses shall also be sent to the NAEDA Secretary.
- C. All new NAEDA members must meet the requirements outlined in Article VI and must complete the NAEDA (membership application). The application must be sent to the Treasurer along with their dues.

SECTION 3

- A. Affiliated Associations whose members current years dues are not paid lose the right to participate and to vote at all NAEDA meetings. The United Kennel Club Inc. will be notified on March 1st of each year of Affiliate Associations delinquent in dues payment to NAEDA. Such Affiliate Associations will be encouraged to pay their dues and restore themselves to full active membership in NAEDA.

ARTICLE XII MISCELLANEOUS PROVISIONS

SECTION 1 PUBLICATIONS

- A. The NAEDA will provide an informative publication to its membership. This newsletter shall be compiled, printed and sent to the general membership by the Publicity Director a minimum of four (4) times a calendar year. This publication should contain reports from each officer of the Executive Committee on their accomplishments and progress of the American Eskimo Dog. Other items of interest to the NAEDA, the United Kennel Club Inc. and the breed itself may be included in this publication.
- B. The "Bloodlines," the official publication of the United Kennel Club, Inc., shall be the official news media of the NAEDA for such items as:
 - 1. Procedures for becoming a United Kennel Club Inc. licensed American Eskimo Dog conformation judge.
 - 2. Official United Kennel Club Inc. rules governing United Kennel Club Inc. licensed American Eskimo Dog conformation judges.
 - 3. All rules pertaining to the licensing, procedures, and operating of official United Kennel Club Inc. American Eskimo Dog Shows, Trials and other events.
 - 4. Official United Kennel Club Inc. American Eskimo Dog Breed Standard.
 - 5. Any other official requirements or notices as required or deemed necessary by the United Kennel Club Inc. or the NAEDA.
- C. In addition to the publication stipulated in A. above, the NAEDA is free to utilize any and all available media to promulgate information on the American Eskimo Dog, the NAEDA or any other items deemed appropriate by the Board of Directors.

SECTION 2 INTERNAL OPERATIONS

- A. Procedures, policies and requirements established by the Board of Directors shall be categorized and reduced to writing. These should be reviewed at the Fall Board of Directors meeting and updated if needed. They should be distributed to the general membership on an annual basis.
- B. The official breed standard shall be prepared by United Kennel Club Inc. working in conjunction with a person or committee appointed for that purpose by NAEDA. The United Kennel Club Inc. holds the copyright to the breed standard and may amend it at any time after consultation with NAEDA. NAEDA may propose an amendment to the standard at any time provided that:
 - 1. The amendment is brought before the membership for a written vote in accordance with this Constitution and,
 - 2. Such amendment receives an affirmative vote from 2/3 of the membership voting on the issue.
- C. No amendment to the breed standard shall take effect until approved by the United Kennel Club Inc.

SECTION 3 NATIONAL CORRESPONDENCE

- A. All correspondence sent to NAEDA Officers or from an NAEDA Officer concerning NAEDA business shall be sent to the National Secretary for distribution to the appropriate party(ies) or a copy of this correspondence will be sent by the initiator to the NAEDA Secretary. This provision does not intend to violate procedures for those items specifically specified in other Articles of these By-Laws, such as the meeting agenda items, ballots, etc. In the case of other specific procedures set out in this document, those procedures take precedence.

SECTION 4 PROXY

- A. Proxy votes are authorized only at Board of Directors and Executive Committee meetings. Proxy votes mean an individual carrying a valid proxy authorization may cast a separate ballot for each Affiliate Association or Officers position as applicable during roll call votes. The President of each Affiliate Association or NAEDA Officer may in writing give either a blanket vote authorization or an individual issue vote authorization to any other voting member of the Board of Directors except the President. Written letter of request, verbal notice, facsimile, or e-mail notification of proxy authorization must be received by the NAEDA Secretary at least eight (8) hours prior to the published time of the start of Board of Directors meeting. Verbal notice or e-mail notification must be followed up by a signed written copy or facsimile and maintained as part of the permanent record of the meeting. Board of Directors members in attendance at National shows and unable to attend Board of Director meetings may give written proxy authorization to the NAEDA secretary prior to a roll call vote. A proxy authorization may not be transferred to another individual unless permission is granted in the original request. Executive Committee members may give similar proxy vote authorization for Executive Committee meetings with the same requirements of notification to the NAEDA Secretary.

SECTION 5 DESIGNEE

- A. The President of each NAEDA Affiliate Association may authorize any member of NAEDA in good standing, except the NAEDA President, to represent them at any Board of Directors meeting. Such designee shall have full rights of participation in the meeting. Such authorization must be given by written letter of request, verbal notice, facsimile, or e-mail notification of and must be received by the NAEDA Secretary at least eight (8) hours prior to the published time of the start of Board of Directors

meeting. Verbal notice or e-mail notification must be followed up by a signed written copy or facsimile and maintained as part of the permanent record of the meeting.

ARTICLE XIII ELECTRONIC COMMUNICATION AND DISCUSSION PROCEDURE

- A. Association and Board members may use electronic-mail, chat rooms, message boards and other means of electronic communication to facilitate Association business.
1. Association Discussions
 - a) Notice. Written notice of Association on-line discussions shall be mailed or e-mailed to all Association members in good standing by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to the scheduled discussion. Notice shall include: (1) A designated e-mail list, chat room or message board with instructions how to access the list, room or message board. (2) The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place. No other Association business shall be discussed.
 - b) Quorum. No quorum shall be required for Association discussions.
 - c) Voting. No vote may be taken on any motion.
 - d) Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the lists, or by taking notes of the discussion.
 2. Regular Board of Director Discussions
 - a) Notice. These regular discussions may be held without notice, but the President shall publish an agenda at the beginning of each discussion.
 - b) Roll Call. The Secretary will take a roll call at the beginning of each designated meeting period.
 - c) Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds with one-half hour in a chat room or within twenty-four (24) hours on an e-mail list or message board.
 - d) Voting. Board members may vote on any properly made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail or facsimile by the Secretary within ten (10) days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.
 - e) Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the lists, or by taking notes of the discussion.
 3. Special Board of Director Discussions
 - a) Special Board discussions may be called by the Association President, Vice President, or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special discussion shall be held at such date and time and in such electronic format (e-mail list, chat room, or message board) as may be designated by the person authorized to call for such a discussion.
 - b) Notice. The Secretary shall mail or e-mail written notice of such meeting at least fourteen (14) days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted there at.
 - c) Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds with one-half hour in a chat room or within twenty-four (24) hours on an e-mail list or message board.
 - d) Voting. Board members may vote on any properly made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is

received via mail or facsimile by the Secretary within ten (10) days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.

- e) Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the lists, or by taking notes of the discussion.

ARTICLE XIV ORDER OF BUSINESS

SECTION 1

- A. The order of business at all meetings shall be as follows:
 - 1. Roll call of Officers
 - 2. Establishment of a Quorum
 - 3. Minutes of the last meeting
 - 4. Report of Officers
 - 5. Report of Committees
 - 6. Unfinished Business
 - 7. Election of Officers (if election year)
 - 8. New Business
 - 9. Adjournment

SECTION 2

- A. The Rules contained in Robert's Rules of Order, latest revision shall govern the NAEDA in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-Laws.