

ARTICLE X
Board of Directors

Section 1. COMPOSITION

The Board of Directors shall be composed of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Up to three Vice-Presidents at Large
- (e) Six Directors
- (f) No more than one Honorary President
- (g) The Honorary Life-President (Walter Lowell)
- (h) Whereas any President of any Chapter in the section shall be a member of the Board of Directors.
- (i) Association District Director if a member of the section
- (j) All former Association Officers if a member of the section
- (k) The Executive Director shall be an ex officio member of the Board of Directors but will not have a vote as a member on said committee

Section 2. POWERS AND DUTIES

- (a) The Board of Directors shall be entrusted with the management of the Section.
- (b) Between Annual Meetings, the Board of Directors shall have full authority in all matters, including the power to interpret the Section Constitution and Bylaws and to give direction in cases not provided therein.
- (c) The Board of Directors shall settle all complaints and disputes between members of the Section.
- (d) It shall have the power to establish educational, reserve and other funds to accomplish the mission and objectives of the Section. The Board of Directors shall establish regulations for the administration of these funds.
- (e) The Board of Directors shall have the right to review upon appeal, any action by any officer or any committee, or subsidiary and to prescribe regulations governing such appeal.
- (f) The Board of Directors shall have complete and final authority over the programs of the Section including the Tournament Program. It shall have the authority to alter, amend, or disregard any provisions of the Section's existing regulatory document entitled, "Tournament Rules and Regulations."
- (g) A Conflict of Interest Policy is established by the Board of Directors. All members of the Board of Directors are required to sign a Letter of Commitment before beginning a term on the Board. Failure to sign the policy will result in the Board member being ineligible to serve the Section and participate in Board meetings and other section activities related to governance. After 30 days, the board member will be dismissed from the Board and replaced according to Section By-Laws.

Section 3. MEETINGS

- (a) The Board of Directors shall meet in regular session immediately prior to the Annual Meetings and at such other times as are determined by the call of the President. At all meetings of the Board of Directors, seven (7) members shall constitute a quorum.

Officers and Directors shall be allowed to attend Board of Directors meetings via conference call. Such attendees shall be allowed to participate in discussions, make and second motions, vote, and shall count towards a quorum as if they were actually present at the meeting. Attendance via conference call shall be limited to three per calendar year. On the second consecutive meeting attended via conference call, the right to vote shall be revoked and the person shall not be counted in the quorum.
- (b) The Board of Directors shall be empowered to replace any Member of the Board of Directors who fails to attend three (3) consecutive meetings. This rule may be waived for valid reasons.
- (c) The President may call a Special Meeting of the Board of Directors. If any member of the Board of Directors requests a Special Meeting, the Secretary shall call such a meeting provided a majority of the Board of Directors has concurred in such requirements.
- (d) In case of a tie vote, the residing officer shall cast the deciding vote.

Minutes and Agenda:

- (i) *The minutes and agenda shall be mailed to all Past Presidents, Subsidiary Presidents, Board of Directors, and the Executive Director.*
- (ii) *Minutes should reflect names of those who abstain from voting.*

Section 4. ELECTION, SERVICE, AND RESIGNATION

- (a) The Directors shall be elected for a term of three years and may not be re-elected to that office for a second consecutive term. Two Directors shall be elected at the Annual Meeting by conducting a first ballot where voting members cast a total of two votes for two different candidates who have been officially nominated.

First Ballot

- i. If on the first ballot, two candidates receive a majority vote, those two candidates shall be elected as Directors.
- ii. If on the first ballot, one or no candidate receives a majority vote, a second ballot shall take place.

Second Ballot

If on the first ballot, one candidate receives a majority vote, that candidate shall be elected as one of the two Directors to be elected.

- (i) For the second ballot, the next top two vote recipients from the first ballot will be put forth for consideration. All other nominees will be dropped from the second ballot. Voting members will then cast one vote and the top vote recipient from the second ballot shall be elected as the second Director to be elected.

If on the first ballot, no candidate receives a majority vote, a second ballot shall take place with voting members casting a total of two votes for two different candidates.

- (i) For the second ballot, the top three vote recipients from the first ballot will be put forth for consideration. All other nominees will be dropped from the second ballot. Voting members will then cast a total of two votes for two different candidates, and the top two vote recipients from the second ballot shall be elected as the two Directors to be elected.

- (b) All candidates for position of Director on the Board of Directors shall be nominated by receipt of a letter containing the signatures of (3) "Section Voting Members." Said letter to be in the hands of the Board of Directors (30) days prior to the Annual meeting. Nominations may be made from the floor. The Board of Directors will notify the entire membership, by mail, of the list of nominees, 15 days prior to the meeting. Oral nominations for such office may be made from the floor of the Annual Meeting.

Oath of Office: See Appendix II

- (c) Vice President at Large. Up to three Vice-Presidents at large may be appointed by the President and approved by the Board of Directors to serve one-year terms.
- (d) The Honorary President will be the immediate past president and will serve on the Board as long as his or her successor is in office.
- (e) Any Connecticut Section Member currently serving in the capacity of Association Director shall automatically serve on the Board of Directors.
- (f) Any Connecticut Section Member who has served in the capacity of an Association Officer shall automatically be a permanent member of the Section Board of Directors. Said member must have also been a member of the Connecticut Section during the period of serving in that Association office.

Section 5. VACANCIES

Should any vacancy occur due to resignation, or other wise, the following procedures are established for filling the positions of Vice-Presidents at Large, Chapter President, Honorary President, and Directors elected for three-year terms.

- (a) Any vacancy to the position of director, the President may appoint a successor upon approval of the Board of Directors who will assume the remainder of the term.
- (b) Any vacancy to the position of a Vice-President at Large may be filled by the President who may appoint a successor upon approval of the Board of Directors who will assume the remainder of the term.