

## **NSS RULES FOR MAIL VOTES**

(This section last revised September 2002)

1. Any four (4) voting members of the Board of Directors may place a written motion before the Board of Directors for a mail vote, pursuant to the procedures set forth in the Bylaws of the Society and this document. The author and other proponents should endeavor to make the motion consistent with any relevant Bylaws and other documents (e.g., by stating exactly what words will be deleted or added, and using appropriate terminology and numbering).

2. The proponents shall communicate the motion (together with any arguments in its favor) to the Secretary and the Senior Vice President of the Society (and, if the motion is to amend NSS Bylaws or Rules, to the Bylaws Committee, if one is then constituted) for review and comments. These recipients shall have up to fourteen (14) days from receipt by the Secretary in which to make suggestions to the proponents. If after any review period at least four (4) proponents desire to modify their motion (other than to correct for typographical errors, and terminology and numbering consistency with the Bylaws or other documents), they shall communicate the revised motion to the same recipients for a further review period of up to fourteen (14) days.

3. If, within twenty-eight (28) days after any review period, at least four (4) proponents so request in writing, the Secretary shall promptly communicate the text of the motion, together with any arguments and comments submitted by the reviewers, to the Executive Committee for review and comment. The proponents and members of the Executive Committee may invite other Directors to submit written comments about the motion. Any written comments shall be delivered to the Secretary before the date the motion is to be sent to the Board of Directors for vote.

4. No earlier than fifteen (15) days or later than twenty-eight (28) days after communicating the motion to the Executive Committee, the Secretary shall mail the motion (specifying air mail for recipients outside the country from which mailed) for a vote of the Board in accordance with these Rules. If at any time prior to the mailing proponents withdraw their support, so fewer than four (4) proponents remain in support, the motion shall be deemed withdrawn. The motion shall be accompanied by a ballot, a reply envelope and any comments received prior to the mailing. The mailing deadline may be extended for up to twenty-eight (28) days if a majority of the proponents agrees to such extension.

5. In any mail vote on Board motions or in an election of Board Officers, votes cast by voting members of the Board of Directors, in order to be valid, must be delivered to the Secretary within twenty-one (21) days from the date of the

mailing of the ballots to the Board. The Secretary should include such date along with the ballot materials. Voting may be effected by return of a signed ballot by mail, delivery service or, if the Secretary has the means to receive them, by fax or email, and any other method that the Secretary is willing to accept. The Secretary shall promptly tabulate the votes and shall send the results, including a count of the votes and how each Director voted, to each member of the Board of Directors (including ex-officio members) and to the principal office of the Society. Communications to or by the Secretary pursuant to these Mail Vote Rules may be made by or to the Secretary's delegate.

6. A motion shall be considered passed or defeated as soon as sufficient votes to constitute passage or defeat are received. If, any time after mailing but prior to the passage or defeat of a motion, proponents by written notice to the Secretary withdraw their support, so fewer than four (4) proponents remain in support, the vote shall be immediately terminated and the motion deemed withdrawn. A vote may not be changed after receipt by the Secretary. Until the vote is concluded the Secretary shall not disclose how a particular Director voted. Fourteen (14) days after sending out the mail vote, the Secretary shall advise the Board of Directors by email as expeditiously as possible which Directors have voted on each issue. The Secretary may, but shall not be required to, make such information available to Directors, on a non-discriminatory basis, at such other times and in such manner as shall be acceptable to the Secretary.

7. The requirements for passing a motion by mail vote of the Board of Directors are not affected by prior votes on the same motion or subject, either at a Board of Directors meeting or by mail.

8. As soon as reasonable, but not more than thirty (30) days after the Board of Directors election has been completed, candidates for the Officers election (and candidates for the Boards of Governors and Advisors) shall be nominated by the Executive Committee. Within ten (10) days of completion of these nominations, the Secretary or the Secretary's delegate shall mail a list of these nominees, along with a request for additional nominations, to the Board of Directors. Any voting member of the Board of Directors may make additional nominations by submitting the name, address, and phone number of the nominee, along with a statement that the Board member has contacted the nominee and obtained his or her agreement to serve in the office he or she is being nominated for. Such additional nominations must be communicated by mail or other means to the Secretary or the Secretary's delegate within three weeks (21 days) of the postmark date of the request for additional nominations. No later than ten (10) days after the additional nominations, if any, have been obtained, the Secretary or the Secretary's delegate shall mail to the Board of Directors appropriate

ballots (along with reply envelopes) for the election of officers.

9. In a vote of the membership of the Society by mail, for all questions requiring a membership vote, each ballot, whether published in the Society's magazine or mailed to each member, shall be returned either to the principal office of the Society or to a duly accredited accounting firm selected by the Chairman of the Executive Committee or by the Executive Committee. Ballots of the membership shall be counted by the accounting firm or by such other means as may be determined by the Chairman of the Executive Committee or by the Executive Committee. The accounting firm (or the Secretary, if an accounting firm is not used) shall send the results of the membership vote to all members of the Board of Directors (including ex-officio members) and to the principal office of the Society. Votes cast in the Board of Directors election should be counted as soon as possible but not later than August 31 of the year of the election.

10. All membership votes shall be held in conjunction with the Board of Directors election unless determined otherwise by the Chairman of the Executive Committee, the Executive Committee, or the Board of Directors.

11. Any description of the reasons why eligible members of the Society should or should not vote in favor of a proposed Bylaw amendment (or amendment to the Articles of Incorporation, or plan for merger, consolidation, or voluntary dissolution) which is sent to the membership either by publication in the Society's primary magazine or by direct mail, must be composed by a procedure approved by a majority vote of the Executive Committee.

12. The Executive Committee may establish procedures by which it may take action in lieu of a meeting (as provided in Article VI Section 3 of the Bylaws). To the extent that such procedures are not established by the Executive Committee, the Secretary shall determine the procedures used.

13. The Secretary may determine all aspects of mail vote procedures which are not covered by this document, the Society's Bylaws, or other documents referred to by title in the Society's Bylaws.