

**NSS RULES FOR MAIL VOTES**

(Last revised July 2014)

**A. BOARD OF DIRECTORS VOTES**

1. Whenever these Rules state that any notification, vote, report, or other communication to a Director or Officer be in writing or by mail, such communication shall be sent by e-mail to that person's last known e-mail address in the Society's records, and this e-mail shall be the only required form of such communication.

2. 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).

3. 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 ten (10) 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 ten (10) days.

4. If, within twenty-eight (28) days after any review period, at least four (4) proponents (who need not be the original 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.

5. No earlier than fourteen (14) days or later than twenty-one (21) days after communicating the motion to the Executive Committee, the Secretary shall mail the motion 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 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 agree to such extension.

6. 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 fourteen (14) 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 e-mail or 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.

7. 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. Seven (7) days after sending out the mail vote, the Secretary shall advise the Board of Directors by e-mail 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.

8. 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.

9. Within seven (7) days after the Executive Committee has nominated candidates for the Officer positions and for Governors and Advisors and has called a special meeting for elections, the Secretary or the Secretary's delegate shall e-mail to the Board of Directors notice of the time and place of the meeting, a list of these nominees, and 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 e-mail or other means to the Secretary or the Secretary's delegate within ten days (10 days) of the date of the request

for additional nominations. No later than seven (7) days after the additional nominations, if any, have been obtained, the Secretary or the Secretary's delegate shall e-mail to the Board of Directors a complete list of all nominees.

10. Along with names of Officer nominees being sent under Section 9 the Secretary or Secretary's delegate shall include (i) a ballot for a Director's tentative vote, (ii) with respect to any nominee who has not served one year as a member of the Board of Directors a ballot asking whether the Director will vote to waive that requirement for prior service pursuant to Article VII, Section 2 of the NSS Bylaws, (iii) a note that the tentative vote may be changed at the special meeting, but will not count unless the Director is in attendance at the meeting, and (iv) a note that in order for a tentative vote to be counted, the ballot must be received by the Secretary or Secretary's delegate at least 48 hours before the meeting is scheduled to begin. Between 2 hours and 1 hour before the meeting, the Secretary or Secretary's delegate shall send to the Board of Directors a tally of the tentative votes each Director registered for each nominee for each position.

11. At the special meeting, the following procedure shall be used for the election of officers:

(a) The Secretary or Assistant Secretary shall: (i) ask each Director present who previously submitted a tentative ballot whether that Director wishes to change any of his or her votes, whether with respect to a nominee or a waiver of prior service, and shall record any changes; (ii) ask each Director present who had not submitted a tentative ballot to cast votes for each position and applicable waiver of prior service and shall record such votes; (iii) tally and announce the votes.

(b) For any Officer or Governor or Advisor position for which a nominee has received a majority vote, that nominee shall be elected.

(c) Next, for any Officer position for which there is only one nominee and that candidate did not receive a majority vote, one additional vote will be taken; if the nominee receives a majority vote that nominee shall be elected; if not, that position shall be vacant.

(d) Officer positions not filled pursuant to paragraph (b) shall be voted upon in the same order as they appeared on the tentative ballot mailed to the Directors.

(e) For each other Officer position for which none of multiple nominees received a majority vote, the nominee who received the fewest votes shall be eliminated. Subsequent votes will be taken and in each case the nominee with the fewest votes shall be eliminated, until there shall be only one nominee remaining. If the remaining nominee received a majority vote, that nominee shall be elected. If that nominee did not

receive a majority vote, then one further vote shall be taken. If the nominee then receives a majority vote, the nominee shall be elected; if not, the office shall be vacant. In the case of a tie vote among nominees with the lowest votes none of which has the most votes, the tied nominees shall be eliminated. If and when there is a tie vote among the nominees with the most votes, and all other nominees have been eliminated, there shall be an additional vote. If one of the nominees receives a majority vote, the nominee shall be elected; if not, the office shall be vacant.

(f) Next, for any nominated Governor or Advisor who did not receive a majority vote, upon motion by a Director who did not vote for that nominee, an additional vote shall be taken and a nominee who then receives a majority vote shall be elected; there shall be no further ballot at the meeting for nominees not elected.

(g) A Director joining the meeting after the voting for a particular position has been concluded may not vote for that position.

(h) Except as may be determined otherwise by a majority of the Directors at the meeting, the Secretary may determine all aspects of the voting procedures which are not governed by this document, the Society's Bylaws, or other documents referred to by title in the Society's Bylaws.

(i) Promptly after the conclusion of the meeting the Secretary or Secretary's delegate shall send to the Board of Directors the official election results.

## B. MEMBERSHIP VOTES

1. 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 Executive Committee. Ballots of the membership shall be counted by the accounting firm or by such other means as may be determined 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.

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

3. 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.

C. GENERAL

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.