

## NOTICE OF BYLAWS AMENDMENT

### ARTICLE II - BOARD OF DIRECTORS

**Section 14: Meetings.** The Board of Directors shall conduct a regularly scheduled meeting in conjunction with the Annual Conference and one in January of each year. A special meeting may be convened at any reasonable time upon the request of the president or a majority of the Board of Directors, according to the procedures outlined in this section. In addition, the Board shall have the power to transact business by mail, electronic-mail, telephone, or facsimile. In addition, the Board shall have the power to transact business by mail, electronic-mail, remote communication, or facsimile.


a) Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior to the scheduled meeting by written notice delivered personally, sent by mail, facsimile, electronic-mail, telephone, electronic means or any other forms of wire or wireless communication or private carrier to each at their address as shown by the records of the NSCA. Each Board member will be notified by the most commonly practiced means of notification for that member. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting that is not lawfully called or convened. Business not specified in the notice of any such meeting shall not be acted upon.

b) A majority of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the Board members are present at said meeting, a majority of the Board members present may adjourn the meeting. If a quorum is present when a vote is taken, the prevailing vote of a majority of the Directors present shall be the act of the Board of Directors.

c) Any actions that may be taken at a regular or special meeting of members may be taken without a meeting so long as the requirements and limitations put forth by the Act are followed.

d) Any meeting of the Board may be conducted by remote communication (i.e., telecommunication or electronic communication) upon direction by the President.

- (i) If a meeting of the Board is to be held by remote communication, the President, in consultation with the Executive Director, will determine the form of remote communication to be used. Such method of remote communication must allow for verification that each Director participating remotely is a Director eligible to vote and provide the Directors a reasonable opportunity to participate in the meeting and vote on matters submitted to the Directors, including an opportunity for all persons participating in the meeting to hear each other during the meeting, to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with the proceedings.
- (ii) The notice of a meeting to be conducted in this manner shall provide the Directors with information about the method of conducting the meeting and the means of connecting to the proceedings (for example, dial-in numbers, access codes, and web links, as applicable).

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- (iii) A Director participating in a duly called meeting of the Board of Directors in this manner is deemed to be present in person at the meeting for determination of a quorum and for purposes of casting votes.