

2. The annual membership due for overseas members shall be the same as the due for regular members.
3. Distinguished service members and honorary members shall be exempt from the annual membership dues but, if they desire, may become voting members by paying the same annual dues as regular members.
4. All rights and privileges of membership will be lost if the annual due is not paid for two consecutive fiscal years.

ARTICLE 10. Disciplinary Actions

In accordance with the Policies, the Council may suspend the rights and privileges of membership or expel any member who violates the Bylaws or the Policies, interferes with KSEA goals and business, or disgraces KSEA's reputation.

ARTICLE 11. Meeting of Members ("General Assembly")

1. *Annual Meetings.* Members shall meet annually in April for the purpose of electing officers and for transacting such other business as may properly come before the meeting. The voting members for the election of Technical Group Councilors shall be defined in the Policies.
2. *Special Meetings.* Special meeting may be initiated at any time by (i) a majority of the Councilors, or (ii) by the Executive Director at the written request of at least one-tenth of the voting regular members. Such request shall state the purpose of the meeting. Business transacted at all special general assembly shall be confined to the purpose stated in the notice of the meeting.
3. *Manner and Place of Meeting.* In the discretion of the Council, the members may hold annual and special meetings entirely or in part by remote communication including online, e-mail, fax, and mail. In such case, the Council must adopt Policies to permit members to participate in and vote at the meeting by means of remote communications. Meetings held in person shall be at such places as shall be designated by the Council
4. *Notice of Meetings.* Written notice of each meeting, whether annual or special, stating the time and place where it is to be held, shall be delivered either personally, by mail, or by e-mail, fax or other electronic means not less than twenty (20) or more than fifty (50) days before the meeting, to each voting member at such a meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. Such a notice shall be directed to each member at his address, including e-mail address, as it appears on the records of KSEA.
5. *Quorum.* Except as otherwise provided in these Bylaws or by law¹, at all general assemblies, the

presence, including electronic presence, of one-tenth of the voting members at the commencement of such meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business.

6. *Voting.* At all general assemblies of the members, every voting member shall have one (1) vote for the election of officers, Bylaws amendment and other businesses. The voting method for the election of Technical Group Councilors shall be defined in the Policies. Such vote may be in person, by mail, or by electronic means, as authorized by the Council. All elections shall be held and all questions shall be decided by a majority of the votes cast except as otherwise provided by law¹ or by these Bylaws. In case of a tie vote, the Council shall have the deciding power.

CHAPTER 3: BOARD OF DIRECTORS ("COUNCIL")

ARTICLE 12. Councilors

1. A Council consisting of the following Council Members or Councilors shall manage the affairs of the Corporation:
 - a. President
 - b. President-Elect
 - c. First Vice President
 - d. Second Vice President
 - e. Executive Director
 - f. Finance Director
 - g. Three Former Presidents, including the immediate Past President if he is available to serve.
 - h. Representatives of Technical Groups as defined in the Policies
 - i. Representatives of Local Chapters as defined in the Policies
2. The total number of Councilors shall be up to 45. All Councilors must be regular members of KSEA in good standing.
3. The term of all Councilors is one year corresponding to the term of their positions, except for Elected-Councilors, which is three years. In the event of a vacancy in any position, the replacement is elected or appointed according to the Policies. The term of the replacement is the remaining term of the replaced person.

ARTICLE 13. Functions of the Council

In addition to its general authority, the Council shall deliberate and make decisions on the following items:

1. Selection of multiple candidates for President, President-Elect, First Vice President, Second Vice