

- President, Auditors, Elected-Councilors, and the committee members set forth in the Policies.
2. Confirmation of Executive Director and Finance Director.
  3. Recommendation to General Assembly to enact a new Bylaw or to amend a Bylaw.
  4. Approval of new and amended Policies.
  5. Approval of the Annual Report of the previous administration, and the business plan and budget of the current administration.

ARTICLE 14. Election of Former President Councilors  
The former presidents, immediately following the annual Council meeting, shall elect Former President Councilors, except the immediate Past President.

#### ARTICLE 15. Council Meeting

1. *Annual and Special Meetings.* The Annual Council Meeting shall be convened before the end of September every year. The President or the Executive Committee may convene a special Council Meeting when necessary. The meeting agenda should be sent to all Councilors at least 20 days before the scheduled meeting.
2. *Quorum.* The presence at the commencement of such meeting of fifty percent (50%) of the Councilors shall be necessary and sufficient to constitute a quorum for the transaction of any business.
3. *Manner and Place of Meeting.* In the discretion of the Council, the Councilors may hold special meetings entirely or in part by remote communication, including 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. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Council may authorize Councilors to vote by mail or by electronic means, without a meeting, on a stated proposal.
4. *Voting.* At all meetings of the Council every Councilor shall have one (1) vote. Such vote may be in person, by mail, or by electronic means, as authorized by the Council. All questions shall be decided by a majority of the votes cast. In case of a tie vote, the Chair shall have the deciding power.

#### ARTICLE 16. Salary

No stated salary shall be paid to Councilors for their services as such. However, nothing in these Bylaws shall be construed to preclude any Councilor from serving KSEA in any other capacity and receiving compensation therefore.

### CHAPTER 4: OFFICERS AND AUDITORS

#### ARTICLE 17. Officers

1. *Officers.* The officers of KSEA shall consist of the following:
  - a. President
  - b. President-Elect
  - c. First Vice President
  - d. Second Vice President
  - e. Executive Director, who shall also serve as Secretary
  - f. Finance Director, who shall also serve as Treasurer
2. *Election.* The President, the President-Elect, and the First and Second Vice Presidents shall be elected by all voting members at the annual general assembly, from the candidates selected by the Council. The Executive Director and the Finance Director shall be nominated by the President and approved by the Council.
3. *Term.* The term for all Officers is one year. 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 18. Duties

1. *President.* The President shall be the chief executive officer of KSEA. The President coordinates and oversees the work and functioning of all offices and committees. The President may sign and execute all contracts or other obligations authorized by the Council in the name of KSEA. The President shall seek the approval of the Executive Committee on significant matters other than those previously set forth in the Policies. The President shall serve as Chair at Council Meetings and at member meetings, including the General Assembly.
2. *President-Elect.* The President-Elect shall coordinate and oversee the preparation of businesses which will be executed during the next term.
3. *First and Second Vice Presidents.* The First and Second Vice Presidents shall assist the President and the First Vice President shall serve as President when the President cannot fulfill the duties of the position.
4. *Executive Director and Finance Director.* The Executive Director and the Finance Director shall perform their duties under the direction of President and the Executive Committee. They shall report and maintain the records of all meetings and activities of KSEA relevant to their responsibilities.

#### ARTICLE 19. Auditors

1. *Election.* Three Auditors shall be elected by the voting members at the annual general assembly, from the candidates selected by the Council.
2. *Term.* The Auditors shall serve for three years. In the event of a vacancy in any position, the replacement is