



NON-PROFIT BYLAWS OF CHICAGO UNDERSEA EXPLORERS SOCIETY

Article I NAME

Chicago Undersea Explorers Society (henceforth "CUES" or "the Society").

Article II MISSION

Fostering curiosity, camaraderie, and diversity through underwater education and exploration.

Article III MEMBERS

Section 1: Eligibility for Membership. Membership in CUES is open to all qualified persons, as detailed below. Members will be regarded as such and be entitled to the full rights and privileges as accorded by these Bylaws and by the CUES Board of Directors (henceforth "BOD") so long as they maintain membership in good standing. All members under this Section must be at least 18 years of age or older. Membership rights and privileges are outlined in Section 3 below.

A. General Member. To qualify as a member, a person must acknowledge yearly they have read and will abide by the CUES Code of Ethics and Harassment & Bullying Policy when representing CUES as a society.

B. Voting Member. To qualify as a voting member, a person must:

- a. Attend six (6) CUES events within the last twelve (12) months, excluding as a student in a training course and BOD meeting attendance. Examples of events include, but are not limited to:
 - i. General Meetings
 - ii. Staff for Mission Discover Dives and Training
 - iii. Beach Cleanups
 - iv. Social Events
 - v. Committee Meetings



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- b. Acknowledge yearly they have read and will abide by the CUES Code of Ethics and Harassment & Bullying Policy when representing CUES as a society.

C. *Petitioned Member.* The CUES BOD may approve individual members in the Society who do not qualify under Article III Section 1B for voting status. Such members must petition the BOD using the proper petition form. In order to participate in the yearly election, petitions must be submitted by July 1st, prior to the October BOD election, if they intend to run or vote in said election. Petitioned status is valid for one (1) year from date of BOD approval. Any petitioned member will have all rights of membership afforded to voting members, and any subsequent reference to voting members in these Bylaws includes petitioned members during the year that their petitioned status is active.

Section 2: Fees or Dues. The CUES BOD may levy membership dues as needed, with three (3) months' notice to the general membership. There may be fees associated with optional SCUBA training as provided by CUES Instructors.

Section 3: Rights of Membership.

A. *General Membership Rights.* All members as outlined in Article III, Section 1 have the following rights:

- a. Access to Society electronic communication;
- b. Access to Society events; and
- c. Any other benefits and privileges as determined by the CUES BOD.

B. *Voting Membership Rights.* Subject to these Bylaws, voting and petitioned members of CUES shall have, in addition to the rights outlined in Article III Section 3A:

- a. Access to Society gear at discounted rates;
- b. Access to Society-related internal training;
- c. Eligibility to run for election to the CUES BOD;
- d. The right to vote, as set forth in these Bylaws, on
 - i. The election of directors to the CUES BOD;
 - ii. Changing the number of directors if fixed in the Bylaws, changing the maximum or minimum number of directors if a range is stated in the Bylaws, or changing the Bylaws from a fixed number of directors to a range or vice versa;
 - iii. The removal of directors from the CUES BOD without cause;
 - iv. Filling any vacancy caused by the removal of a director from the CUES BOD;
 - v. Any amendment to these Bylaws, the CUES Code of Ethics, the Harassment & Bullying Policy, and all amendments to the Articles of Incorporation of



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- the Society, except for amendments permitted to be adopted by the CUES BOD alone under State or Federal Law;
- vi. Any merger of the Society;
 - vii. Any voluntary dissolution of the Society; and
 - viii. Any other matters that may properly be presented to members for a vote, pursuant to the Society's Articles of Incorporation, Bylaws, action of the CUES BOD, or by operation of law.
- e. Any other benefits and privileges as determined by the CUES BOD.

C. Other Rights. In addition to the rights described in these Bylaws, all members of the Society shall have any other rights afforded members under State and Federal Law.

Section 4: Resignations and Disciplinary Action.

A. Resignation. A member may formally resign from the Society by providing written notice to the BOD, which may be provided by electronic transmission, in compliance with Article IX, Section 1. Such resignation shall be effective when received by an officer of the Society. A member will be considered informally resigned if they no longer meet membership requirements as described in Article III, Section 1 nor petition for continued membership as described in Article III, Section 1C. A member who has resigned is no longer a member of the Society and no longer has any rights and privileges of membership, but shall continue to be obligated by any outstanding duties and obligations owed to the Society.

B. Suspension. A member whose membership is suspended, under paragraphs D and E of this Section, is not entitled to the rights and privileges of membership during the period of suspension.

C. Termination. A member whose membership is terminated, under paragraphs D and E of this Section, is no longer a member of the Society, and no longer has the rights and privileges of membership.

D. Criteria for Termination or Suspension. A member's membership in the Society may be terminated or suspended, under paragraph E of this Section, by a vote of the CUES BOD, upon the finding of one or more of the following:

- a. Failure of the member to pay any outstanding accounts with the Society within thirty (30) days after they become due and payable.
- b. Occurrence of any event that renders the member ineligible for membership.
- c. The failure of the member to adhere to the CUES Code of Ethics or the Harassment & Bullying Policy, or engaging in conduct materially and seriously prejudicial to the purposes and interest of the Society. For purposes of this paragraph, such



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prejudicial conduct is deemed to include, but is not limited to, conduct hazardous to the health and safety of divers, whether such divers are students or experienced, or the general public.

E. Procedure for Termination or Suspension. If grounds appear to exist for termination or suspension of a member's membership, the CUES BOD or its designees shall conduct its procedures for review in accordance with the requirements for such review as set forth in the Membership Review Policy. The Society shall send the current Membership Review Policy, including relevant termination or suspension procedures, to all members at least annually.

F. Reinstatement of Membership. A member who has resigned in good standing may apply to the BOD for reinstatement pursuant to Article III, Section 1C. If the applicant is in good standing, upon the completion of necessary requirements for eligibility as described in Article III, Section 1A or 1B, the member seeking reinstatement may also be reinstated without BOD approval.

Article IV BOARD OF DIRECTORS

Section 1: Function. The business and property of the Society shall be generally managed and its corporate powers shall be exercised by the CUES BOD to the fullest extent allowed by law, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

Section 2: Number of Directors. The authorized number of elected directors shall range from four (4) to eight (8). Two (2) additional positions are reserved for optional appointment of professionals with skills relevant to the governance of the organization (eg. accountant, lawyer) as determined by the BOD.

Section 3: Election and Nomination of CUES Directors and Terms of Office.

A. Election. CUES Directors shall be elected by the members voting in a duly called election, conducted annually in accordance with CUES Election Standard Operating Procedures or any document that supersedes this procedure.

B. Nominations. Qualified candidates shall be nominated in accordance with CUES Election Standard Operating Procedures.

C. Terms of Office. Elected CUES Directors will serve a one (1)-year term.



D. Qualification. A nominee must hold voting member status (described in Article III, Section 1) preceding the election date. A nominee, by accepting their nomination, agrees to sign the CUES Code of Ethics, CUES Harassment & Bullying Policy, and any other agreements that the CUES BOD may designate. It is a mandatory obligation of a CUES BOD nominee or member, once elected, to adhere to the CUES Code of Ethics and Harassment & Bullying Policy.

Section 4: Duties and Powers of the CUES Board of Directors. Subject to the provisions and limitations of applicable State and Federal laws, and subject to the limitations in the Articles of Incorporation and these Bylaws regarding actions that require approval of the voting members, the Society's activities and affairs shall be managed, and all corporate power shall be exercised by or under the CUES BOD's direction.

Section 5: Resignation and Removal.

A. Resignation. Any CUES Director may resign at any time by giving written notice of such resignation to the Chair of the CUES BOD. Such resignation shall be effective upon receipt by the Chair of the CUES BOD. The Chair of the CUES BOD shall notify the other members of the CUES BOD as soon as possible. The vacant seat and office may be filled pursuant to Article IV, Section 6.

B. Removal by CUES BOD for Cause.

- a. Should any member of the CUES BOD absent themselves without due notice and cause, from any three meetings within the past twelve (12) months, duly called pursuant to these Bylaws including electronic conferences and teleconference meetings, the CUES BOD, by majority vote of the directors then in office, may declare the seat vacant; or
- b. The CUES BOD, by majority vote of the directors then in office, may declare vacant the seat of a CUES director who has been declared of unsound mind by final order of the court, upon final conviction of a felony, or upon being found in violation of the CUES Code of Ethics or Harassment & Bullying Policy.

C. Recall by Members Upon Motion of the CUES BOD. Upon passage of a motion, any CUES Director's status as a qualified CUES BOD member may be called up for discussion by the CUES BOD for any reason pertaining to that member's ability to function effectively as a CUES Director or for any reason deemed by any CUES BOD member to be in the best interest of CUES. Upon passage by vote of a majority of the CUES Directors then in office of such motion, discussion shall ensue regarding that member's ability to function as a CUES Director and the impact on the Society of said CUES Director's actions or non-actions. After or during such discussion any director may move for a recall of said CUES Director under discussion. Upon a two-thirds ($\frac{2}{3}$) majority vote of the CUES Directors



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then in office in favor of recalling said member, the CUES BOD may place the recall on the agenda of a Regular General Membership Meeting, or may call a special meeting of the voting members to vote on the recall pursuant to Article VII, Section 2, or initiate a member action by written ballot pursuant to Article VII, Section 6. The CUES Director will then be removed from office effective immediately upon a two-thirds ($\frac{2}{3}$) vote in favor of removal by the voting membership.

D. Recall By Members As Initiated By Members. Voting members may initiate the recall of a CUES Director during a Regular General Membership Meeting or by calling a special meeting for that purpose pursuant to Article VII, Section 2 of these Bylaws. Such action may also be taken by written ballot pursuant to Article VII, Section 6. The CUES Director will then be removed from office effective immediately upon a two-thirds ($\frac{2}{3}$) vote in favor of removal by the voting membership.

Section 6: Vacancies. Unless the vacancy was created by the recall of a CUES Director by the voting members, the remaining directors on the CUES BOD have the option of selecting a director who meets all requirements of Article IV, Section 3D by two-thirds ($\frac{2}{3}$) vote of the CUES Directors then in office to serve until the end of the vacant term. At that time, a CUES Director shall be elected pursuant to the guidelines for the election of CUES Directors as set forth herein in Article IV, Section 3A. If the vacated seat is due to a recall by the voting membership, or if the CUES BOD fails to fill a vacancy, the voting members may fill the vacant seat as outlined in the CUES Election Standard Operating Procedures.

Article V

BOARD OF DIRECTOR OFFICERS AND SPECIAL DIRECTORS

Section 1: Officers listed in order of rank. The officers of the society shall be the Chair, the Vice Chair, the Treasurer, and the Secretary. No one director may simultaneously hold two (2) different officer positions.

Section 2: Special Directors. The special directors of the society shall be the Community Relations Director, Brand Experience Director, Membership Director, and IT Director. Two (2) Special Directorships may be held simultaneously or a BOD member may hold one (1) Officer position and one (1) Special Directorship. If the number of elected BOD members is fewer than six (6), the BOD may designate up to two (2) non-BOD CUES voting members to hold a single Special Directorship each.

Section 3:

A. Chair of the CUES Board of Directors. It shall be the duty of the Chair of the CUES BOD ("Chair") to preside at all meetings of the Society or the CUES BOD. The Chair shall



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be an ex-officio member of, and may preside over, any committee they may wish to, except the Elections Committee. The Chair shall have the authority and power to create committees and appoint or remove the Chairs of all committees, subject to veto at any time by vote of the CUES BOD, as outlined in Article VI, Section 4, excluding the Vice-Chair as Training Director and Branding Experience Director, who are appointed by the BOD. They shall set the date and time for regular meetings. The Chair shall appoint all election inspectors. They shall have the authority to sign all contracts and any other obligations on behalf of the Society as approved by the CUES BOD, shall be authorized to sign all checks and may execute such power as necessary under authority of the organization. Further, the Chair shall have all powers provided under the Articles of Incorporation and these Bylaws, it being the intention to give the Chair the broadest powers allowed under law. The Chair may not concurrently hold any other officer or special director position.

- B. Vice-Chair.** The Vice-Chair shall serve as the Training Director and Chair of the Training Committee and is required to hold an instructor-level SCUBA certification (or higher) from a recognized certifying agency. Additionally, in the absence or temporary inability of the Chair, the Vice-Chair shall perform all duties of the office of the Chair of the CUES BOD. They shall, when called upon by the Chair, assist in conducting the affairs of the Society.
- C. Treasurer.** The Treasurer shall oversee the maintenance of financial records and shall be responsible to ensure the necessary audits are undertaken and completed. Current financial records shall be kept at all times and reports on the financial status of the Society shall be submitted at all regular meetings of the CUES BOD. The treasurer shall be authorized to sign all checks and may execute such power as necessary under authority of the organization.
- D. Secretary.** The Secretary shall take and keep the minutes of all meetings of the membership, the CUES BOD, and at other meetings as directed by the Chair. The Secretary shall ensure that all reports and minutes are prepared and distributed in a timely manner as established by the CUES BOD. They shall have access to the corporate books, and the responsibility of ensuring that they are updated in a timely manner.
- E. Community Relations Director.** The Community Relations Director shall serve as the main point of contact between the Society and shop(s) or other organizations with which the Society associates.
- F. Brand Experience Director.** The Brand Experience Director oversees the image and branding of the Society and serves as Chair of the Marketing Committee.



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G. Membership Director. The Membership Director will maintain a list of CUES members and applicants, will oversee yearly membership renewals, recruitment, and any other tasks related to membership documentation and retention.

H. IT Director. The IT Director shall oversee the establishment and maintenance of technological resources used by the Society.

Section 4: Term of Office. Officers shall be elected by the CUES BOD from their own members at the first meeting of the year. They shall serve for one (1) year and may be re-elected for up to two (2) consecutive terms of the same office before requiring a two (2)-term break from that office. Following such a break, the individual may be re-elected to the same office following these same terms. Special Directors shall be elected by the CUES BOD from their own members at the first meeting of the year, shall serve for one (1) year, and are not subject to term limits.

Section 5: Nominations and Elections. Starting with the Chair and proceeding in order of rank as established in Article V, Section 1, BOD members will nominate and elect a candidate to each officer position before moving to the next. Each nomination must be seconded by another BOD member and accepted by the person nominated. Once all nominations for that position have been accepted, the officer is determined via plurality vote of the CUES Directors then in office, except the Chair which requires a majority vote of the CUES Directors then in office. After the Officers are determined, the Special Directors established in Article V, Section 2 will be elected in the same manner as non-Chair officers.

Section 6: Installation and Commencement of Duties. The CUES BOD Officers and Special Directors newly elected shall be installed and take office immediately upon election.

Section 7: Vacancies in Office. Vacancies in all elected Offices and Special Directorships must be filled by a plurality vote of the CUES Directors then in office, except the Chair which requires a majority vote of the CUES Directors then in office.

Section 8: Removal of Officers by the Board of Directors. The CUES BOD may remove an Officer or Special Director from the office by a two-thirds ($\frac{2}{3}$) vote of the CUES directors then in office. Such removal shall not affect their status as a CUES BOD member. Any such termination shall be effective upon tabulation of the vote.

Section 9: Resignation. Any CUES Director may resign from an Officer position or Special Directorship at any time by giving written notice of such resignation to the Chair of the CUES BOD. Such resignation shall be effective upon receipt by the Chair of the CUES BOD. The Chair of the CUES BOD shall notify the other members of the CUES BOD as soon as possible. The vacant seat and office may be filled pursuant to Article V Section 7.



Article VI

MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS

Section 1: Regular Meetings. The CUES BOD may hold regular meetings at such times and places as they establish and provide notice in accordance with Section 3 of this Article. The CUES BOD is required to meet at least once a quarter, but is encouraged to meet more frequently. CUES Directors may submit agenda items up to a week in advance to the Chair or the Secretary of the CUES BOD, but any proper matter may be presented at the regular meeting for action. Regular meeting agendas must be shared with all CUES members at least twenty-four (24) hours before a meeting. All regular meetings of the CUES BOD are open to observation by the CUES general membership unless a motion passes by vote of the BOD pursuant Article VI, Section 4 to close the meeting. This vote can occur at any time before or during a regular BOD meeting.

Section 2: Special Meetings. Special meetings of the CUES BOD may be called by any two (2) members of the CUES BOD and noticed in accordance with Section 3 of this Article. Such a meeting shall be for a limited and specific purpose only, which shall be noted in the meeting notice. Special meetings of the CUES BOD are closed, though non-BOD members may attend if invited by the CUES BOD members who called the special meeting and the remaining BOD members are informed at least twenty-four (24) hours in advance of the meeting. Invited observers do not get a vote at these meetings.

Section 3: Notice. Notice as used herein is defined to include telephone or electronic means, in compliance with Article IX, Section 1. Notice shall be given to each member of the CUES BOD and the general membership at least fourteen (14) days before a regular meeting (Section 1). Notice shall be given to each member of the CUES BOD at least forty-eight (48) hours before a special meeting (Section 2).

Section 4: Quorum. A majority of the CUES Directors then in office shall constitute a quorum for the transaction of business. A quorum must be present for the entirety of the meeting; if at any time during a meeting attendance drops below what is required for a quorum, the meeting must be suspended and all business tabled until that time at which a quorum is present. When the term vote is used in this document in regards to the CUES BOD, it means a majority vote after quorum has been established of the Directors in attendance plus proxy votes, unless stated otherwise. Such a vote shall be considered the act of the CUES BOD unless a higher voting requirement is called for by these Bylaws.

Section 5: Action without a Meeting. Any action required or permitted to be taken by the CUES BOD may be taken without a meeting if all members of the BOD (other than any director with a conflict of interest in a transaction so approved) shall individually or collectively consent to



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voting on such action in writing. Such written consents shall be filed with the minutes of the proceedings of the CUES BOD, and shall have the same force and effect as the unanimous vote of the CUES BOD. The vote will then continue in accordance with voting procedures as outlined in Article VI, Section 7.

Section 6: Telephone and Electronic Meetings. CUES Directors may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission in compliance with Article IX, Section 1 of these Bylaws so long as all of the following apply:

- A. Each Director participating in the meeting can communicate with all of the other directors concurrently; and
- B. Each Director is provided with the means of participating in all matters before the CUES BOD, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Society.

Section 7: Voting. Each member of the CUES BOD shall be entitled to only one (1) vote on any issue. Proxy BOD voting shall be allowed so long as it is disclosed at least two (2) hours before the vote and is not changed during the voting period. Proxy votes shall be recorded as such in the voting record.

Article VII MEMBER MEETINGS

Section 1: Regular Meetings. Regular meetings shall be monthly and called by the CUES Chair and noticed in accordance with Article VII, Section 3. Members may submit agenda items to the Secretary or Chair of the CUES BOD up to seven (7) days prior to the monthly regular meeting. Regular meeting agendas must be shared with members at least twenty-four (24) hours before a meeting.

Section 2: Special Meetings. Special meetings of the general assembly may be called by any two (2) members of the CUES BOD or 20% of the voting membership and shall be noticed in accordance with Section 3 of this Article. Such a meeting shall be for a limited and specific purpose only, which shall be noted in the meeting notice.

Section 3: Notice. Notice as used herein is defined to include telephone or electronic means, in compliance with Article IX, Section 1. Notice shall be given to CUES members at least fourteen (14) days before a regular meeting (Section 1) and at least forty-eight (48) hours before a special meeting (Section 2).



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Section 4: Telephone and Electronic Meetings. CUES members may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission in compliance with Article IX, Section 1 of these Bylaws so long as all of the following apply:

- A. Each member participating in the meeting can clearly hear the Chair leading the meeting; and
- B. Each member is provided with the means of participating in all matters before the CUES membership, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Society.

Section 5: Quorum. A majority of the CUES voting members shall constitute a quorum for the transaction of business. A quorum must be present for each in-person vote. If at any time during a meeting attendance drops below what is required for a quorum, any remaining votes must be tabled until that time at which a quorum is present. When the term vote is used in this document in regards to general membership, it means a majority vote of the present CUES voting members after a quorum is established, unless stated otherwise. Such a vote shall be considered the act of the CUES membership unless a higher voting requirement is called for by these Bylaws.

Section 6: Voting and Proxy. Each voting member of CUES shall be entitled to only one (1) vote on any matter on which the voting members are entitled to vote. No proxy voting shall be allowed.

Section 7: Action by Written Ballot without a Meeting.

- A. **Generally.** Any action required or permitted to be taken by voting members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting. The Society may send the ballot and any related materials, and the member may return the ballot, by electronic transmission, in compliance with Article IX, Sections 1 and 2, of these Bylaws, as applicable.
- B. **Content of Written Ballots.** Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
- C. **Time for Return of Ballots.** All written ballots shall provide a reasonable time within which to return them to the Society and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.
- D. **Requirements for Valid Action.** Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds



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the number of votes that would be required to approve the action if the vote were taken at a meeting of the voting members.

E. *Solicitation Rules.* Written ballots shall be solicited in a manner consistent with the requirements for notice of special members' meetings (Article VII, Section 3). All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

F. *Election Ballots.* Any ballot used in the election of CUES Directors shall set forth the names of the candidates who have been properly nominated (in accordance with Article IV, Section 3B) at the time the ballot is issued. Further details regarding election ballots are provided in the CUES Election Standard Operating Procedures.

Article VIII COMMITTEES

Section 1: Committee Membership. Any CUES member may join any committee unless the BOD, these Bylaws, or other CUES documentation specifies otherwise.

Section 2: Committee Leadership. Committee Chair(s), with the exception of the Training and Marketing Committees, will be elected by the committee by majority vote of committee members present at the end of the meeting upon which the position becomes vacant, and confirmed within two (2) weeks by the Chair of the BOD pursuant Article V, Section 3A. The Committee Chair can designate one (1) co-chair if desired. There is no term length for a Committee Chair, however, they may be removed via the Chair of the BOD pursuant Article V, Section 3A.

Section 3: Committee Meetings. Notice as used herein is defined to include telephone or electronic means, in compliance with Article IX, Section 1. Notice shall be given to CUES members at least seven (7) days before a committee meeting. Committees must hold at least four (4) meetings in a calendar year. These meetings may be in person or via video or phone chat.

Section 4: Committee Minutes, Reports, and Records. Minutes for each committee meeting must be kept and include attendance and all official votes. Within seven (7) days of the meeting, committee minutes should be submitted to the CUES BOD Secretary for general public dissemination or directly publicly disseminated if the Chair has the proper approval. Committees must submit quarterly reports to the CUES BOD by the 1st of the final month of each fiscal quarter (March, June, September, December) using the proper Committee Report forms. Committees are required to keep detailed records of relevant events (eg. Mission Committee recording



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scholarships and Discover Dives, Training Committee recording classes, Gear and Facilities Committee recording repairs, Social and Travel Committee recording social events, and Fundraising Committee recording applications and money secured).

Section 5: Mission Committee. The Mission Committee is responsible for maintaining contacts, planning programming, coordinating events, administering scholarships, and any other activities necessary for supporting the external aspects of the mission.

Section 6: Training Committee. The Training Committee is headed by the Vice-Chair. The Training Committee advises the BOD on internal and external training plans, maintains a list of active CUES instructors and ongoing classes, schedules and coordinates pool and quarry sessions, and any other activities necessary for CUES training.

Section 7: Gear and Facilities Committee. The Gear and Facilities Committee maintains CUES gear and facilities, requests purchase of necessary gear, and any other activities related to gear and facilities.

Section 8: Social and Travel Committee. The Social and Travel Committee plans, coordinates, and oversees CUES social activities and travel plans.

Section 9: Fundraising Committee. The Fundraising Committee ensures the organization is keeping the proper data for grant applications, identifies funding opportunities for the organization, and works with the other committees, BOD, and organization to apply for or otherwise secure funding for CUES.

Section 10: Marketing Committee. The Marketing Committee is headed by the Brand Experience Director. Membership to this committee needs approval by the Brand Experience Director or the Chair of the BOD. This committee works to create marketing and publicity campaigns in line with the image and branding of the Society.

Section 11: Special Committees. The CUES BOD may approve the establishment of special committees as necessary to carry out the work of the organization.

Article IX ELECTRONIC COMMUNICATIONS

Section 1: Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the CUES BOD may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic



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transmissions, such as Slack or email, provided (i) for electronic transmissions from the Society, the Society has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Society, the Society has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 2: Electronic Transmissions to Members. An electronic transmission by the Society to a member is valid only if the following requirements have been satisfied:

- A. The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding Section;
- B. If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:
 - a. Any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - b. Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Society; and
 - c. The procedures the member must use to withdraw consent.

Article X

FISCAL AFFAIRS

Section 1: Fiscal Year. The fiscal year shall be the calendar year.

Section 2: Access. The CUES BOD or their duly authorized agents shall at all times have access to the accounts of the Society. The accounts of the Society shall be audited each year as of the last day of December. An annual financial statement shall be presented to the general membership within two (2) months following the account audits.

Article XI

PARLIAMENTARY AUTHORITY

Section 1: Rules of Procedure. Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, Bylaws, policy and procedure adopted by the CUES BOD or the voting membership, or laws applicable to nonprofit corporations.

Section 2: Rules of Construction. When used herein the masculine includes the feminine and the singular includes the plural, and vice versa, unless the context clearly indicates otherwise.



Article XII

AMENDMENT OF FOUNDING DOCUMENTS

Section 1: Defining Founding Documents. In conjunction with these Bylaws, the CUES Code of Ethics, Harassment & Bullying Policy, Elections Standard Operating Procedures, and Training Documentation will be considered the CUES Founding Documents.

Section 2: Amending Founding Documents

A. Bylaws, Code of Ethics, and Harassment & Bullying Policy

- a. **Member Vote After CUES BOD Approval.** Proposed amendments to these documents may be presented in writing by any voting member in good standing to the Secretary for consideration by the CUES BOD. If approved by the CUES BOD, the proposed amended documents shall be presented to the full voting membership for consideration and voting at the next General Membership Meeting, or a special meeting, either of which is properly called and noticed in accordance with Article VII, Section 3 above, or by written ballot pursuant to Article VII, Section 6.
- b. **Amendment at a Meeting Called by Members.** Proposed amendments to these documents may be voted on by the voting membership at a special meeting called by the members pursuant to Article VII, Section 2.
- c. **Adoption of Proposed Amendments.** Proposed amendments to these documents shall be adopted by the voting members upon a two-thirds ($\frac{2}{3}$) vote in support of the proposed amendment (See Article VII, Sections 5-7). Amendments shall go into effect immediately upon adoption.

B. Elections Standard Operating Procedures will be amended per recommendation of the Elections Committee and in accordance with the Elections Standard Operating Procedures after a majority vote by all CUES BOD members currently in office.

C. Training Documentation will be updated and maintained by the Training Committee and other relevant committees. Upon any amendment(s), a report will be sent to the BOD. The BOD has two (2) weeks to review and veto by majority vote said amendment(s) if deemed appropriate, after which the amendment(s) will go into effect if not vetoed.

Article XIII

DISSOLUTION

Upon the recommendation of the CUES BOD to the voting membership and an affirmative vote by two-thirds ($\frac{2}{3}$) of voting members voting in accordance with these Bylaws, the Society may be voluntarily dissolved. Upon dissolution, all funds and property of the Society, after paying or



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providing for all of its known debts and liabilities, may be disposed of by the CUES BOD and in such a manner as to be in the best interests of the CUES mission.