

be detrimental to the mission and values of the organization.

Section 10. Notice of Action to Remove. Prior to removal, Board Members are entitled to notice and a hearing with the Board or designated committee of the Board.

Section 11. Vacancies. When a vacancy occurs, due to resignation or removal, a successor shall be chosen in the manner as provided for that member whose position has become vacant. Members shall hold office to the expiration of his/her term or until successor is elected, appointed or qualified. The successor shall serve the remainder of his/her predecessor's term.

Section 12. Meetings and Voting.

12.1. Place. All Board meetings must be at a reasonably convenient time and place, with particular regard for needs of the representatives of the poor.

12.2. Notice. Written notice shall be given to Directors that shall state the place, dates and hours of the meeting. A copy of the notice of any meeting shall be given, personally, sent via electronic mail to the Director's electronic mail address maintained by the Secretary, or by first class mail. If mailed, with postage thereon pre-paid, or sent via electronic mail or facsimile, being evidenced with by a carbon copy of the electronic mail or deposit in the electronic mail "sent" folder maintained for said purposes, or a facsimile receipt, such notice is given when deposited in the United States mail or when sent via electronic mail or facsimile directed to the Director at the Director's address as it appears on the record of Director, or if the Director has filed with the Secretary a written request, in mail via electronic mail or via facsimile, that notices to the Director be mailed to some other address, then directed to the Director at such other address. If not successfully transmitted electronically after two (2) attempts, the Director will be notified by personal contact or mail.

12.2.3 Quorum and "Entire Board". A majority of the entire Board of Directors shall constitute a quorum for a meeting to be duly convened. "Entire Board" means the total number of seats occupied at a given time and does not include vacant seats.

12.4. Voting. Each Director shall have one (1) vote at a duly convened meeting. Voting by proxy of any kind is prohibited.

12.5. Electronic Attendance at Board Meetings. Directors may participate in any meeting of the Board of Directors via a teleconference telephone or similar means of electronic communication, provided that the means utilized allow all participants of the meeting to hear each other and be heard at all times. Such arrangements must be made and confirmed prior to the Board meeting.

12.6. Regular Meeting. The Board of Directors shall strive to hold regular meetings of the Board during the second week of the month, with notices of the meeting mailed electronically no fewer than seven (7) days in advance of the meeting. The agenda and associated materials for each meeting will be uploaded to the Board Portal no fewer than seven (7) days in advance of the meeting. There shall be a minimum of six (6) regular meetings per fiscal year.