



BY-LAWS

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BY-LAWS
NATIONAL AIR FILTRATION ASSOCIATION
(Amended November 2010)

ARTICLE I: NAME

Section 1. Name: The name of the association shall be “NATIONAL AIR FILTRATION ASSOCIATION” (NAFA).

Section 2. Incorporation: The incorporation of NAFA shall be in the State of Nevada. The principal office of NAFA shall be at such place as defined by its Board of Directors.

ARTICLE II: DEFINITION

The term "Air Filtration Industry" includes: those firms and their suppliers that are engaged in the sale and/or service to the end user of air filtration, cleaning, purification, decontamination, sterilization, and monitoring devices, products, and components for residential, commercial, industrial application.

ARTICLE III: PURPOSE

The purpose of NAFA shall be:

1. To promote the common business interests of all those engaged in the Air Filtration Industry worldwide.
2. To promote education, professional development and continuous learning through research to benefit the Air Filtration Industry worldwide.
3. To consider and deal by all lawful means with common challenges of the Air Filtration Industry, such as those involving management, production, marketing, distribution, employment, and finances.
4. To foster cooperative action in advancing by all lawful means the common purposes of its members, and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency, including gathering, and disseminating technical and business information.
5. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial, and industrial interests of the nation, and to promote the common business interests of the industry.
6. To cooperate with other industries and organizations worldwide.

7. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

ARTICLE IV: MEMBERSHIP

Section 1. Voting Member Classifications:

a. Active Member Company: Any entity engaged in the sale and/or service of residential, commercial, industrial air filtration, cleaning, purification, decontamination, sterilization, and monitoring devices, products, and components to end users and/or contractors, who does not meet the definitions of the Associate Member Company category.

b. Associate Member Company: Any entity considered to be a manufacturer, national supplier, or distributor of residential, commercial, industrial air filtration, cleaning, purification, decontamination, sterilization, and monitoring devices, products, and components that sells primarily to Active Member Companies, retail distribution outlets, or entities that may be eligible for Active Member Company membership.

In the case where a manufacturer is not an Associate Member of NAFA but has a branch operation that desires to become a member, the branch operation must join as an Active Member. If the Manufacturer is an Associate Member of NAFA, then the branch operation may join as a Supplemental Member.

c. Supplemental Member Company: Any subsidiary, division, or branch office of a NAFA Active or Associate Member Company may join NAFA as a Supplemental Member Company, under the same NAFA Member Company category as the parent member. Supplemental Members must be doing business under essentially the same name as the parent NAFA Member Company. A Supplemental Member Company is entitled to all the benefits of NAFA Member Company membership.

d. Affiliate Member: Any individual who is an employee or legitimate representative of a NAFA Member Company (Active, Associate, and Supplemental) may join NAFA as an Affiliate Member. Each form of NAFA Member Company membership includes one (1) Affiliate Member membership in NAFA.

Section 2. Non-voting Member Classifications:

a. Professional Member: any individual who, as part of his or her professional activity, regularly designs, specifies or inspects air filters and/or air filtration systems, but does not directly and regularly participate in the manufacturing or sale and/or service of commercial/industrial air filtration products may join NAFA as a Professional Member.

b. General Member: any individual with an interest in air filtration but is not directly or regularly involved with the manufacture or sale and/or service of commercial/industrial air filtration products may join NAFA as a General Member.

c. Life Member: The Board of Directors, at its discretion, may grant lifetime membership for outstanding service to retired Affiliate Members who had been a member of NAFA for a minimum of five (5) years. The designation shall be “Life Member.” No annual membership fee will be charged.

d. Student Member: Any individual who is currently enrolled, full-time, in an accredited university, and is pursuing a course of study relating to the field of HVAC or air filtration may join NAFA as a Student Member. Student Members are entitled to attend NAFA functions at a greatly reduced rate, and purchase NAFA products at member prices. Students must renew membership each year, and are no longer eligible for student status upon graduation. Graduates will be encouraged to join NAFA as a voting member, or employee of a voting member.

e. Association Partner: Board approval is not required for an individual to join NAFA as an Association Partner. NAFA has extended member benefits to various industry associations. An Association Partner must be a member in good standing with one of NAFA’s selected partnering organizations, complete an Association Partner application form and sign the NAFA Code of Ethics. Association Partner Membership is automatically renewed each year. Under no circumstances can the Association Partner be involved in NAFA if they are qualified to become a NAFA Voting Member.

f. Sponsored Partner: Board approval is not required for an individual to join NAFA as Sponsored Partner. NAFA developed the Sponsored Partner program to allow NAFA Active and Associate Members to sponsor an allied industry client or customer. A Sponsored Partner must complete a Sponsored Partner application form and sign the NAFA Code of Ethics. Sponsored Partner Membership must be renewed each year. Under no circumstances can the Sponsored Partner be involved in NAFA if they are qualified to become a NAFA Voting Member.

Section 3. Voting: Each and every Affiliate Member of a NAFA Member Company may vote in the general membership affairs of NAFA. An Affiliate Member may not vote by proxy.

Section 4. Election of Members: Any entity or individual eligible for Affiliate Membership under these BY-LAWS, which agrees to comply with these BY-LAWS and NAFA’s “Code of Ethics,” may be elected to membership upon written application, accompanied by such initiation fee and annual dues, as may be required. The approval of such election shall be by vote of the Board of Directors, as defined in Article VII Section 9, of these BY-LAWS.

Section 5. Member Company Liaison: Each NAFA Member Company shall appoint and notify to the Executive Director of NAFA one (1) Affiliate Member, as their “Liaison,” who shall act as the contact person between the Executive Director’s office and the Member Company.

Section 6. Duration of Membership and Resignation: Membership in NAFA may terminate by voluntary withdrawal, as herein provided, or otherwise in pursuance of these BY-LAWS. All

rights, privileges, and interest of a member in or to NAFA shall cease at the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. Membership of any member shall automatically terminate if such member no longer meets the requirements of ARTICLE IV, Sections 1 through 5 hereof.

Section 7. Suspension and Expulsion: Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these BY-LAWS, NAFA'S "Code of Ethics," or any lawful rule or practice duly adopted by NAFA, or any other conduct prejudicial to the interests of NAFA. Suspension or expulsion shall be by; (a.) a two-thirds (2/3) majority vote of the of the Directors at any scheduled Board meeting at which a quorum is present; or (b.) a two-thirds (2/3) majority vote of the entire Board of Directors via USPS, e-mail, or fax, provided that a statement of the charges shall have been sent via USPS Certified or Registered mail to the last recorded address of the members at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

Section 8. Division of Members: The membership of NAFA may be divided into geographical regions and/or divisions according to commercial interests, as may be designated by the Board of Directors.

ARTICLE V: DUES, FEES, and CHARGES

Section 1. Determination: The Board of Directors shall determine the dues, fees, and charges associated with NAFA.

Section 2. Failure to Pay: NAFA Members who fail to pay their NAFA generated invoice(s) within thirty (30) days from the time the same become due shall be notified by whomever is designated for such purpose by the Board of Directors, and if payment is not made within the next succeeding sixty (60) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE VI: MEETINGS

Section 1. Annual: There shall be an "Annual Meeting" of the members of NAFA held at the time of the NAFA Annual Convention during the months of August, September or October, unless otherwise ordered by the Board of Directors, for election of members to the Board of Directors and Officer positions, for receiving the annual reports, and for the transaction of other business. Notice of such meeting shall be hand delivered or sent via United States Postal Service mail (USPS), electronically via the internet (e-mail), or via facsimile machine (fax) to the last

recorded USPS address, e-mail address, or fax number of each NAFA Affiliate Member at least thirty (30) days before the time appointed for the meeting.

Section 2. NAFA Technical Seminar: The NAFA Technical Seminar held annually in the spring of the year or at a time decided upon by the NAFA Board of Directors. With the support and input from the Associate Member Companies, the NAFA Technical Committee, the NAFA Executive Committee, the NAFA general membership, and the NAFA Executive Director and with the approval of the NAFA Board of Directors, the Technical Seminar Chair, President-Elect of the NAFA Board of Directors, plans and oversees the seminar program in general.

Section 3. Special: A "Special Meeting" of the members of NAFA may be called by the President or the Board of Directors, or shall be called by the President upon the written request of twenty-five per cent (25%) of the membership for the transaction of business.

Section 4. Quorum: The presence of twenty-five percent (25%) of the membership shall constitute a quorum for the transaction of business, at any Annual or Special Meeting of the members of NAFA, and, in case there be less than this percentage, the presiding officer shall adjourn the meeting from time to time until a quorum is present.

Section 5. Parliamentary Rules: The usual parliamentary rules, as laid down in "Roberts Rules of Order," shall govern all deliberations, when not in conflict with these BY-LAWS.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall have supervision, control, and direction of the affairs of NAFA, shall determine its policies or changes therein within the limits of these BY-LAWS, shall actively pursue its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composite: The Board of Directors shall be composed of a President, President-Elect, Treasurer, Secretary, the Immediate Past President, if available to serve, and seven (7) elective Directors, with one serving in the capacity of International Director. Board of Directors members shall be an employee or owner of a NAFA Member Company or a NAFA Professional Member. When elected to and while serving on the Board of Directors the individual will have Affiliate Member status conferred upon them. The number of Directors may be increased or decreased at any given time by a vote of the Board of Directors, as defined in Article VII, Section 9, of these BY-LAWS.

Section 3. Elections: At the first meeting there shall be elected by ballot six (6) Directors of NAFA, two (2) of whom shall be elected for a term of one (1) year, two (2) for two (2) years, and two (2) for three (3) years. At each Annual Meeting thereafter, two (2) Directors shall be elected for a term of three (3) years. Any Director shall be eligible for re-election, provided that no Director serves more than two (2) consecutive three (3) year terms or any combination of consecutive partial terms equaling more than six (6) years. Directors shall, upon election,

immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 4. Board of Directors Limitation: Board of Directors members, at any given time, may only hold one (1) of the following NAFA Officer positions: Immediate Past President, President, President-Elect, Treasurer, Secretary.

Section 5. Member Company Limitation: No more than two (2) Affiliate Members from any NAFA Member Company (Active or Associate, including their Supplemental Member Company(s), respectfully) may serve on the Board of Directors at any given time.

Section 6. Associate Member Companies Limitation: No more than 50% of the NAFA Board of Directors can be composed of Affiliate Members from Associate Member Companies or Associate Member Company Supplemental Member Companies at any given time.

Section 7. Meetings: The Board of Directors shall meet in person or by conference call at least four (4) times a year. This would normally include scheduled meetings to coincide with: ASHRAE Winter Meeting, NAFA Technical Seminar, and NAFA Annual Convention, at which two (2) meetings are scheduled, one (1) final for current year's Board and one (1) for the newly elected Board. The Board shall meet in person or by conference call upon call of the President, at such times and places as he or she may designate, and shall be called to meet upon demand of a majority of its members. Notice of all Board meetings shall be hand delivered or sent to each Director via USPS, e-mail, or fax to his or her last recorded USPS address, e-mail address, or fax number at least thirty (30) days in advance of such meetings. Board of Directors members shall submit agenda issues to the President thirty (30) days prior to any meetings. President and staff will prepare agenda and send via USPS, e-mail, or fax to each Director at least ten (10) days prior to any meeting.

Section 8. Quorum: A two-thirds (2/3) majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board. Any less number of Directors shall adjourn from time to time until a quorum is present.

Section 9. Voting: The Board of Directors may make decisions, unless otherwise provided for in these BY-LAWS, by; (a.) a majority vote of the Directors at any scheduled Board meeting at which a quorum is present; or (b.) a majority vote of the entire Board of Directors via USPS, e-mail, or fax.

Section 10. Absence: Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the President and Secretary, state the reason for his or her absence. If a Director is absent from two (2) consecutive meetings for reasons that the Board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.

Section 11. Compensation: Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of NAFA. Nothing herein shall preclude a Director from serving NAFA in any other capacity outside of NAFA and receiving compensation for such services.

Section 12. Resignation or Removal: Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

Any Director may be removed by; (a.) a two-thirds (2/3) majority vote of the Directors at any scheduled Board meeting at which a quorum is present; or (b.) a two-thirds majority vote of the entire Board of Directors via USPS, e-mail, or fax.

Section 13. Vacancies: Vacancies on the Board, which may occur by reason of death, resignation, or otherwise, may be filled, for the balance of the term thereof, by vote of the remaining Board of Directors, as defined in Article VII Section 9, of these BY-LAWS.

ARTICLE VIII: OFFICERS

Section 1. Positions: The elective officers of NAFA shall be President, President-Elect, Treasurer, and Secretary. These officers shall be elected annually by the Affiliate Members of NAFA at the General Membership Meeting held at the time of NAFA's Annual Meeting. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Term: Each elective officer shall, upon election, immediately take office and shall serve for a term of one (1) year and until his or her successor is duly elected and qualified, provided that no elective officer may serve more than two (2) consecutive terms in that position.

Section 3. Vacancies: Vacancies in any elective officer positions, which may occur by reason of death, resignation, or otherwise, may be filled for the balance of the term thereof by vote of the Board of Directors, as defined in Article VII Section 9, of these BY-LAWS.

Section 4. Member Company Limitation: Only one (1) Affiliate Member, at any given time, from any NAFA Member Company (Active and Associate, including their Supplemental Member Company(s)) may hold NAFA officer positions of Past President, President, President-Elect, Treasurer, and Secretary.

Section 5. President: The President shall be the principal elective officer of NAFA and shall preside at meetings of NAFA, and of the Board of Directors, and of the Executive Committee, and shall be a member ex-officio, with right-to-vote, of all Committees. He or she shall also, at the Annual Meeting of NAFA and at such other times as he or she shall deem proper, communicate to NAFA or to the Board of Directors such matters and make such suggestions as

may in his or her opinion tend to promote the welfare and increase the usefulness of NAFA and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

The President is not charged with executive or administrative responsibilities in the management and continuing conduct of NAFA's affairs.

Section 6. President-Elect: The President-Elect shall perform the duties of the President in the absence of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions imposed on the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

The President-Elect shall be the Chair of the NAFA Technical Seminar.

Section 7. Treasurer: The Treasurer shall cause an account to be kept of all monies received and expended for the use of NAFA, and shall make disbursements authorized by the Board and approved by the Executive Director and such other officers as the Board may prescribe. All sums received he or she shall cause to be deposited in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the Annual Meeting or when called upon by the President.

The Treasurer shall work in cooperation with the NAFA Annual Convention Committee and NAFA Headquarters to prepare a proposed convention budget for review and approval by the Board of Directors.

The funds, books, and vouchers of NAFA shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 8. Secretary: The Secretary shall cause notice to be given of and attend all meetings of NAFA, keep a record of all proceedings, attest to documents and perform such other duties, as are usual for such official or as may be duly assigned to him or her.

The Secretary shall be the Chair of the NAFA Annual Convention Committee.

Section 9. NAFA Management: The administration and management of NAFA shall be under the direction of a firm or individual employed or appointed by, and directly responsible to the Board of Directors. He or she shall have the title of Executive Director or such other title, as the Board shall from time to time designate. He or she shall be the Chief Executive and Operating Officer of NAFA, with responsibility for the management and direction of all operations, programs, activities, and affairs of NAFA, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs, as generally determined by the Board of Directors. He or she shall have such other duties, as may be prescribed by the Board.

Section 10. Bonding: At the direction of the Board of Directors, any officer or employee of NAFA shall furnish, at the expense of NAFA, a fidelity bond, in such a sum, as the Board shall prescribe.

ARTICLE IX: AD HOC COMMITTEES

Section 1. Committee Appointments: The President, subject to the approval of the Board of Directors, may appoint such standing or ad hoc committees as may be required by these BY-LAWS or as he or she may find necessary.

Section 2. Executive Committee: The President, President-Elect, Treasurer, Secretary and Immediate Past President shall constitute the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors, when the Board of Directors is not in session, reporting any action taken to the Board of Directors at its succeeding meeting. Three (3) members of the committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by three (3) of the committee's members.

Section 3. Nominating Committee: At least one hundred and twenty (120) days before the Annual Meeting, a Nominating Committee consisting of the President, President-Elect and the Immediate Past President, if available to serve, shall nominate candidates for the Board of Directors and elective offices. In the event that the Immediate Past President is unavailable, the Secretary of NAFA shall serve in his or her place. The Nominating Committee shall nominate one (1) person for election to each elective office, for each directorship to be filled for a full term, and for vacancies that may occur in any office or directorship during the regular term thereof. The Committee shall notify the Secretary, in writing, at least thirty (30) days before the date of the Annual Meeting, of the names of the candidates it proposes, and the Secretary shall send an election ballot via USPS, email, or fax to the last recorded USPS address, e-mail address, or fax number of each NAFA Affiliate Member, at least twenty (20) days before the Annual Meeting.

Section 4. Independent Nominations: Any voting member of NAFA may make additional nominations, submitted in writing to the Secretary, at least thirty (30) days before the date of the Annual Meeting, of the names of the candidate(s) proposed. The Secretary shall include these names on the regular ballot for distribution as stated in Section 3 above.

ARTICLE X: VOTING

Section 1. Determination: All matters, including elections, that the Board of Directors believes should be put to a vote of the membership may be conducted by a "Mail Vote" of the membership in writing via USPS, e-mail, or fax to the last recorded USPS address, e-mail address, or fax number of each NAFA Affiliate Member for decision, and the matter thus presented shall be determined according to a majority of the votes received via USPS, e-mail, or fax within twenty (20) days after such submission to the membership. Such matter or matters shall require the approval of a majority of the Affiliate Members of NAFA voting thereon. Any

and all action taken in pursuance of a "Mail Vote," in each such case, shall be binding upon NAFA in the same manner as action that would be taken at a duly called meeting.

Section 2. Elections: Election ballots may be returned by an Affiliate Member of NAFA via USPS, e-mail, or fax in the specified period of time as determined by the Secretary.

ARTICLE XI: FISCAL YEAR

The fiscal year shall commence on the first day of October and shall end on the thirtieth day of September.

ARTICLE XII: SEAL

NAFA shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIII: INDEMNIFICATION

NAFA may, by resolution of the Board of Directors, provide insurance for the indemnification by NAFA of any and all of its Directors, Officers, or Executive Director and his or her staff, or former Directors, Officers or Executive Director(s) and his or her staff against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of NAFA, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XIV: DISSOLUTION

NAFA shall use its funds only to accomplish the objectives and purposes specified in these BY-LAWS, and no part of said funds shall inure, or be distributed, to the members of NAFA. On dissolution of NAFA any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV: AMENDMENTS

These BY-LAWS may only be amended, repealed, or altered, in whole or in part, provided that a copy of any amendment proposed for consideration shall be hand delivered or sent to each Director via USPS, e-mail, or fax to his or her last recorded USPS address, e-mail address, or fax number at least thirty (30) days prior to the date of the vote, by; (a.) a two-thirds (2/3) majority vote of the Directors at any scheduled Board meeting at which a quorum is present; or (b.) a two-thirds (2/3) majority vote of the entire Board of Directors via USPS, e-mail, or fax.