

# Bylaws Of the California Library Association (CLA)

## ARTICLE I. NAME

The name of this organization is the California Library Association, hereinafter referred to as the Association.

## ARTICLE II. MISSION

The Association provides leadership for the development, promotion and improvement of library services, librarianship and the library community.

## ARTICLE III. MEMBERSHIP

### Section 1. Categories

There shall be five categories of membership: Voting, Associate, Supporting, Organizational, and Honorary.

### Section 2 Qualifications and Privileges

- A. All members have the right to attend, speak and debate at Membership meetings. All members have the right to be present as an observer at other Association meetings. The right to be present as an observer is not extended to matters pertaining to litigation and legal matters when the attorney-client privilege applies, concerning personnel matters, or concerning other matters that the Board of Directors determines must, in the best interests of the Association, remain confidential.
- B. Voting Member  
A Voting Member is an individual engaged in the provision of library services; a student enrolled in a graduate program of library and information science; an individual interested in the development, promotion and improvement of library services; or an individual granted life membership, who is also exempt from further payment of dues. Voting members are eligible to vote, hold elected office, serve on committees, and receive all other member benefits.

C. Associate Member

An Associate Member is an individual who is engaged in the provision of library services or a student enrolled in a graduate program of library and information science and who only wishes to be active in the Association through virtual means. Associate members may participate in association activities and receive member benefits as determined by the Board of Directors, but do not have the right to vote, the right to hold office, nor the right to serve on committees.

D. Supporting Member

A Supporting Member is an individual who is not currently gainfully employed in the provision of library services in California, who supports the mission of the Association and who desires to support the Association monetarily. Supporting members may participate in association activities and receive member benefits as determined by the Board of Directors, but do not have the right to vote, the right to hold office, nor the right to serve on committees.

E. Organizational

An Organizational member is, but is not limited to, libraries, vendors, corporations and other organizations that support the mission of the Association. Organizational members are not eligible to vote, hold elected office or serve on association committees. Organizational members may receive member benefits as determined by the Board of Directors.

F. Honorary

An Honorary Member is an individual who has made a substantial notable contribution to libraries in California or the nation, to the profession of librarianship or has rendered outstanding service to the Association, has been proposed by a Voting member or an Interest Group, and has been elected by a two thirds vote of the Board of Directors. An honorary member shall have none of the obligations of membership in the Association, but shall be entitled to the rights and privileges established in these Bylaws or as otherwise determined by the Board of Directors.

**Section 3. Admission to Membership**

Applications for admission to membership in any category and proposals for honorary membership must be submitted in writing. The Board of Directors or an agent or committee designated by the Board of Directors shall admit to membership in the appropriate category those who meet the prescribed qualifications and pay required dues.

**Section 4. Dues and Special Assessments**

- A. Changes in annual dues shall be made by the Board of Directors and approved by a majority of the Voting members of the Association voting by mail as provided in Article XI
- B. Dues shall be due and payable annually. A member whose dues have not been paid 45 days after the established renewal date shall have membership revoked. A member whose special assessment has not been paid by the due date shall not be eligible for renewal of membership upon expiration of current membership until the assessment is paid.
- C. A special assessment may be levied on the Voting members by a two-thirds vote of the Voting members of the Association voting at a Membership meeting or by mail as provided in Article XI. Written notice of a proposed special assessment shall have been distributed to each Voting member of the Association 30 days prior to the date for action on the proposed special assessment. Notification shall include the reason for the assessment, the amount proposed, and the due date of the assessment.

**Section 5. Termination of Membership**

- A. Resignation. A member may resign membership at any time.
- B. Expulsion. A member may be suspended or expelled from membership upon a two-third vote of the Board of Directors, or upon decision of an independent third party adjudicator appointed by the Board of Directors, for cause, other than non-payment of dues or special assessments, provided that:
  - 1) The member shall be notified by first-class registered mail addressed to the member at the member's last address shown on the records of the Association at least 15 days prior to the meeting of the Board of Directors at which such action shall be considered,
  - 2) The notice shall state the reasons for the action, and
  - 3) The member shall have an opportunity to be heard, either in person or in writing, as may be determined by the Board of Directors, in his/her own defense prior to any action by the Board of Directors or the independent third

party adjudicator and at least five days before the effective date of the suspension or expulsion.

**Section 6. Reinstatement to Membership**

- A. On approval of the Board of Directors or an agent or committee appointed by the Board of Directors, any former member may be reinstated to membership in accordance with the Standing Rules.
- B. There shall be no reinstatement fee charged by the Association, but persons seeking reinstatement shall pay dues and special assessments as provided in the Standing Rules.

**ARTICLE IV. Interest Groups**

**Section 1. Purpose**

An Interest Group is a group organized around a type of library, type of activity, a special interest or geographic area.

**Section 2. Formation**

An Interest Group may be established as prescribed in the Standing Rules.

**Section 3. Membership**

Only Voting Members or Associate Members of the Association are eligible for membership in Interest Groups.

#### **Section 4. Obligations**

Each Interest Group shall do the following:

- A. Further the mission of the Association.
- B. Perform the duties and assume the responsibilities that Association Bylaws and Standing Rules place on Interest Groups.
- C. Conduct its affairs in accordance with Association guidelines.
- D. Demonstrate activity.

#### **Section 5. Limitations**

- A. Interest Groups are subject to the following limitations:
  - 1) The Bylaws and Standing Rules of the Association.
  - 2) Policies adopted by the Board of Directors.
- B. An Interest Group shall not profess or imply that it speaks for or represents the Association or members other than those currently holding membership in the Interest Group unless authorized to do so in writing by the Board of Directors.

#### **Section 6. Rights and Privileges**

- A. An Interest Group may recommend Association policy and standards to the Board of Directors for adoption.
- B. An Interest Group shall receive support services from the Association as approved by the Board of Directors.

#### **Section 8. Assumption of Control by Board of Directors**

The Board of Directors may, at its discretion, conduct the affairs and assume custody of the records and management of any Interest Group that it finds has failed to comply with its obligations.

#### **Section 9. Dissolution**

An Interest Group may dissolve pursuant to the provisions of Association standing rules.

**Section 10. Property and Records**

If an Interest Group is dissolved, all property and records of whatever nature in the possession of the interest group shall be transferred to the Association.

## ARTICLE V. OFFICERS

### Section 1. Officers.

The officers of the Association shall be a President, a Vice President/President Elect, the Immediate Past President, a Secretary and a Treasurer. Officers shall be elected by ballot pursuant to Article XI of these Bylaws. Nominations shall be conducted as set forth in Article X, Section 1.A of these Bylaws.

### Section 2. Terms of Office.

- A. President. The term of office shall be for one year, at the conclusion of which, the President shall automatically assume the office of Immediate Past President.
- B. Vice President/President Elect. The term of office shall be for one year, at the conclusion of which, the Vice President/President Elect shall automatically assume the office of President.
- C. Immediate Past President. The term of office shall be for one year.
- D. Secretary. The Executive Director, or designee, shall serve as the Secretary, during the term of contract with the Association.
- E. Treasurer. The term of office shall be for three years.
- F. Unless otherwise provided in these Bylaws, officers shall assume their duties on the last day of the Annual Conference following their election and shall serve the term specified in these Bylaws or until their successors are elected and assume office. No member shall hold more than one office at a time and no member, except for the Treasurer, shall be eligible to serve more than one full term in the same office without at least a three year break in service. The Treasurer may serve no more than two consecutive terms.

### Section 3. Vacancies:

- A. President. In the event of a vacancy in the office of President, the Vice President/President Elect shall assume the office of President for the remainder of the unexpired term as well as for the term to which the Vice President/President Elect was elected. In the event of a vacancy in both the office of President and the office of

- Vice President/President Elect, the Immediate Past President shall assume the office of President for the unexpired term.
- B. Vice President/President Elect. In the event of a vacancy in the office of Vice President/President Elect, a special election shall be held to fill the unexpired term.
  - C. Immediate Past President. In the event of a vacancy in the office of Immediate Past President, the President may appoint, subject to approval by the Board of Directors, a Past President who is a Voting member of the Association.
  - D. Secretary. In the event of a vacancy in the office of Secretary (Executive Director), the President shall appoint an individual to serve as Secretary until the position of Executive Director has been filled.
  - E. Treasurer. In the event of a vacancy in the office of Treasurer, the President shall appoint, subject to approval by the Board of Directors, a qualified Voting member of the Association to fill the vacancy until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

**Section 4. Duties:**

The officers shall perform the duties prescribed by these Bylaws, the Standing Rules and the parliamentary authority adopted by the Association, and in addition:

- A. President. The President:
  - 1) Shall serve as a member of the Board of Directors
  - 2) Shall preside at all meetings of the Membership and Board of Directors
  - 3) Shall fill, by appointment of a qualified Voting member of the Association, and with the consent of the Board of Directors, any vacancy occurring in an elective office of the Association (except for Vice President/President Elect), until the next annual election, at which time an election shall be held to fill the unexpired portion of the term.
  - 4) May call special meetings of the Membership and Board of Directors
  - 5) Shall prepare the agenda, in consultation with the Executive Director, for each meeting of the Membership and the Board of Directors

- 6) Shall appoint Association Committees with the input of the Leadership Development Committee and consent of the Board of Directors.
- B. Vice President/President Elect. The Vice President/President Elect shall:
- 1) Serve as a member of the Board of Directors and the Finance Committee
  - 2) Assist the President and perform such duties as may be delegated or assigned by the President or the Board of Directors.
  - 3) In the absence of the President perform the duties of the President.
- C. Immediate Past President. The Immediate Past President:
- 1) Shall serve as a member of the Board of Directors and chair of the Leadership Development Committee.
  - 2) Assist the President and perform such duties as may be delegated or assigned by the President or the Board of Directors.
- D. Secretary. The Secretary:
- 1) Shall oversee the keeping of a record of the proceedings of the Membership and Board of Directors meetings.
  - 2) Shall oversee the keeping of a record of the members, including names and addresses and the categories of membership held by each.
  - 3) Shall oversee the maintenance of the official records of the Association.
- E. Treasurer. The Treasurer:
- 1) Shall serve as a member of the Board of Directors and chair of the Finance Committee.
  - 2) Shall insure that adequate and correct books and records of account are kept.

- 3) Shall oversee submittal of reports of the financial status of the Association to the Board of Directors and the membership.

## **ARTICLE VI. AMERICAN LIBRARY ASSOCIATION (ALA) CHAPTER COUNCILOR**

### **Section 1. Election and Term of Office**

The ALA Chapter Councilor shall be elected and shall serve in accordance with the rules and regulations of the American Library Association, so long as the Association remains a chapter of the American Library Association.

### **Section 2. Duties**

The ALA Chapter Councilor shall:

- A. Advise and coordinate the mutual activities and programs of the Association and the American Library Association.
- B. Serve as a member of the Board of Directors.

### **Section 3. Vacancies**

In the event of a vacancy in the position of ALA Chapter Councilor, the President, with the approval of the Board of Directors, shall appoint a qualified Voting member of the Association to fill the position until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

## **ARTICLE VII. EXECUTIVE DIRECTOR**

### **Section 1. Appointment.**

The Executive Director shall be appointed by the Board of Directors and shall be a salaried employee of the Association, employed under contract.

### **Section 2. Duties.**

The Executive Director shall be chief administrative officer of the Association and, under direction of the Board of Directors, shall:

- A. Be responsible for the day to day operation of the Association headquarters office, including the employment, supervision and termination of all staff and contractors.

- B. Implement policies and programs established by the Board of Directors.
- C. Assist all officers, the Board of Directors and Association committees in the performance of their duties, and to serve as a non-voting, ex officio member of every committee and work group of the Association.
- D. Supervise the provision of support services to interest groups as authorized by the Board of Directors.
- E. Disburse the funds of the Association.
- F. Execute contracts and other legal instruments on behalf of the Association, as authorized by the Board of Directors.
- G. Report regularly to the Board of Directors and annually to the membership on the Association's activities.
- H. Serve as Secretary of the Association, or may designate another employee of the Association to serve as Secretary pro tem.
- I. Serve as an advisor to the Board of Directors and attend Board of Directors meetings.
- J. Disseminate the report of the Leadership Development Committee to the Voting members.

## ARTICLE VIII. MEETINGS

### **Section 1. Annual Conference**

An annual conference of members shall be scheduled by the Board of Directors.

### **Section 2. Membership Meetings**

- A. An annual Membership meeting shall be held in conjunction with the Annual Conference unless otherwise determined by the Board.
- B. Special meetings of the membership:

- 1) May be called between annual meetings by the President, or the Board of Directors.
  - 2) A special meeting of the membership shall be called upon the written request of 5% of the Voting members of the Association.
  - 3) All requests for special meetings shall be submitted to the President. The date for the special meeting shall be set for not less than thirty-five nor more than ninety days after receipt of the request. Only the business specified for action in the call of the special meeting may be transacted.
- C. Notice:
- 1) The Executive Director shall distribute to each Voting member of record written notice of any Membership meeting stating the place, day, and time of the meeting and any business to be considered for which notice is required by statute or these Bylaws.
  - 2) Notice of regular meetings shall be distributed not less than twenty days nor more than 90 days prior to the date of such meeting.
  - 3) Notice of special meetings shall be distributed within twenty days after receipt of the request for the meeting.
- D. Quorum: The number of Voting members necessary to constitute a quorum shall be seventy one. If a quorum is initially present, the membership may continue to transact business, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken other than adjournment is approved by at least a majority of the members required to constitute a quorum for the meeting, or such greater number as is required by these Bylaws. If less than 1/3 of the Voting members are present at the meeting, only matters which are specified for action in the notice of the meeting may be voted on.
- E. The membership has all legislative and elective powers and authority to determine policies of the Association, except as otherwise provided in these Bylaws, and including the power to amend and repeal these Bylaws.

## ARTICLE IX. GOVERNANCE

### Section 1. Board of Directors

#### A. Membership.

The Board of Directors shall consist of the President, the Vice President/President Elect, the Immediate Past President, the Treasurer, the ALA Chapter Councilor and at least six (6) members but no more than ten (10) members elected at-large.

#### B. Term.

- 1) Association officers and the ALA Chapter Councilor shall serve on the Board of Directors during their full term of office.
- 2) At least Six (6) Members elected at large but no more than ten (10) members elected at large by Voting members of the Association shall serve staggered terms with one-third of the Directors standing for election each year. Except for the initial election of Directors or to fill vacant unexpired terms or special terms of service, each Director shall be elected to serve a term of three years. The exact number of directors (between six and ten) shall be determined by resolution of the Board of Directors, provided said resolution is adopted at least six months in advance of any election of at-large directors.

#### C. Vacancies.

- 1) Vacancies on the Board of Directors in the position of an Association officer or the ALA Chapter Councilor shall be filled as stated elsewhere in these Bylaws.
- 2) Vacancies on the Board of Directors in the position of a member elected at large shall be filled by appointment of the President, with the approval of the Board of Directors. That individual will serve until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

#### D. Duties. In addition to such other duties as may be prescribed in these Bylaws and the Standing Rules or limitations established in these Bylaws, the Board of Directors may set policy of the Association that is not inconsistent with the mandates and policies determined by the membership and shall:

- 1) Set broad general policy for the Association and plan the direction of the Association.
- 2) Conduct the business of the Association.
- 3) Establish the Association Standing Rules.
- 4) Adopt the budget, review financial reports and recommend annual dues to the membership.
- 5) Evaluate Association activities.
- 6) Approve petitions for recognition and changes in status of Interest Groups
- 7) Establish committees.
- 8) Appoint, employ and evaluate the Executive Director who shall be the administrator of the headquarters and who shall be responsible to the Board of Directors
- 9) Determine the time and place of the Annual Meeting.
- 10) Be subject to the orders of the Association, and none of its acts shall conflict with action taken by the membership of the Association.
- 11) Provide for appropriate action on all applications for membership.
- 12) Be responsible for Association publications.
- 13) Provide for development and maintenance of procedural documents related to these Bylaws.
- 14) Review and revise existing Association policies, except in these Bylaws, for consistency of intent and language with such new policies as may be adopted from time to time by the membership.
- 15) Prescribe and publish with these Bylaws the qualification for each category of membership.

E. Meetings, Notice and Quorum.

- 1) The Board of Directors shall meet as frequently as necessary to meet its obligations in the operation of the Association, but not less than twice a year.
- 2) Special Meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Only the business mentioned in the call of the Special Meeting shall be transacted.
- 3) Meetings may be held through the use of conference telephone or similar communications equipment so long as all members participating can hear one another.
- 4) Notice. The Executive Director shall distribute written notice to each Director of any Board of Directors meeting stating the place, day, and hour. Notice of regular meetings shall be sent not less than ten days prior to the date of such meeting. Notice of special meetings shall be given personally or sent electronically, including via electronic mail and voice message not less than 48 hours prior to the date of the meeting.
- 5) Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum. If a quorum is initially present, the Board of Directors may continue to transact business, notwithstanding the withdrawal of members, if any action taken other than adjournment is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by these Bylaws.
- 6) Conduct of Business. The Board of Directors may conduct its business at regular and special meetings.
- 7) Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members consent in writing to the action. The written consents shall be filed with the minutes of the Association. An action taken by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

## ARTICLE X. COMMITTEES

### Section 1. Standing Committees

A. Leadership Development Committee

- 1) Composition. The President, with the approval of the Board of Directors, shall appoint the Leadership Development Committee. The Leadership Development Committee will consist of the Immediate Past President as chair, and nine additional Voting members of the Association. Members of the Committee shall serve for a three year term, except for the Past President, who will serve a one year term. Committee members will be reflective of the association's geography, diversity, and Interest Groups. No member shall be eligible to serve more than one full term on the Leadership Development Committee without at least a three year break in service.
- 2) Duties. The Leadership Development Committee shall:
  - a. Prepare a slate of at least one or more eligible candidates for each office or position to be filled at the time of the next annual election. A member may be a candidate for only one Association office or position during any annual election.
  - b. Obtain written consent from each candidate before placing that person's name on the slate.
  - c. Report the slate of candidates to the Association President and Executive Director.
  - d. Foster activities that maintain and promote a pool of potential leaders and provides mentoring and leadership development activities.
  - e. Makes recommendations to the Board of Directors of members to serve on committees, task forces and other work groups.
- 3) Nomination by Petition. Such nominations shall be accompanied by the written consent of the nominee(s) and shall be subject to provisions elsewhere in this Section. The petition shall be presented to the Executive Director within 25 days following publication of the report of the Leadership Development Committee. A candidate nominated by petition shall be afforded similar opportunities for publication of candidacy to the membership as those afforded a candidate nominated by the Leadership Development Committee.

- a. Nominations of qualified candidates for Vice President/ President Elect, and Treasurer in the year of the expiration of the incumbent's term, may be placed on the ballot upon petition of 2% of the Voting members of the Association.
  - b. Nominations for other Board Members may be placed on the ballot upon petition of 25 Voting members of the Association.
- 4) Conduct of Business. The Leadership Development Committee may conduct its business at regular or special meetings. A quorum for conduct of business shall consist of a majority of the members of the Committee.
- B. Finance Committee
- 1) Composition. The Finance Committee includes the Treasurer (Chair), the President Elect, one board member selected by the Board of Directors, and two non-board members recommended by the Leadership Development Committee. Non-board members will possess expertise in finance and budgeting.
  - 2) Terms. The Treasurer serves a three year term as Chair of the committee. The President Elect serves on this committee for her/his one year term as President Elect. The board member serves a one year term, with up to three consecutive one year terms possible. The two non-board members serve three year terms, with a second three year term possible for continuity.
  - 3) Duties. Under the direction of the Treasurer, the Finance Committee assures adequate and correct books and records of accounts, oversees the management of the association's investments, and reports on the financial status of the association to the Board of Directors and membership.
  - 4) Conduct of business. The Finance Committee may conduct its business at regular or special meetings. A quorum for conduct of business shall consist of a majority of the members of the Committee.
- C. Additional Standing Committees may be established by the Board of Directors

## **Section 2. Working Committees**

Working Steering committees may be established by the President or the Board of Directors.

**Section 3.**

The President shall be a member, ex officio, of all standing and working committees except the Leadership Development Committee.

**ARTICLE XI. VOTING AND ELECTIONS**

**Section 1.**

The official ballot for the annual election shall contain the names of the candidates for Association officers, and ALA Chapter Councilor, and the Board of Directors necessary to fill the positions for the terms that will be completed at the end of the ensuing Annual Conference. The ballot may also contain items of business requiring a vote of the Voting members of the Association as determined by the Board of Directors. Ballots shall be distributed to all Voting members at their address on record at Association Headquarters, and Voting members will have the option of voting online or requesting a paper ballot. Ballots shall be returned to the Headquarters office.

**Section 2.**

The Executive Director shall coordinate the election process and shall certify the results in a report to be disseminated to members of the Board of Directors. The results of the election shall be announced at the Annual Conference and published in an official publication of the Association.

**Section 3. Vote Required for Election:**

- A. For officers, a majority of those voting shall elect. With respect to races for which more than one position is open (for example, two director at-large positions), the candidates with the largest number of votes will fill the first position, the candidate with the second largest number of votes will fill the second position, and so forth.
- B. For Board members at large, a plurality shall elect.
- C. In the event of a tie, the tie shall be broken by drawing of lots in the manner determined by the Board of Directors.

**Section 4.**

Unless otherwise provided in these Bylaws, issues requiring a decision of the Voting members may be put to a vote conducted either at a Membership meeting or by mail, as determined by the Board of Directors. When it is determined to conduct the vote, the ballot shall state the proposed action, provide a place for the member to vote yes or no, and provide

a reasonable time to return the ballot. Unless otherwise provided in these Bylaws, a majority vote of the ballots returned shall determine the outcome provided that at least 10% of the ballots sent to Voting members are returned.

**Section 5.**

There shall be no proxy voting at any Association meeting.

**ARTICLE XII. FINANCE**

**Section 1.**

The fiscal year of the Association shall be from July 1 through June 30, inclusive.

**Section 2.**

The Association shall maintain an annual budget. The budget for each fiscal year shall be adopted by the Board of Directors prior to the beginning of that fiscal year.

**Section 3.**

The budget shall be administered by the Executive Director, who shall make monthly reports of income and expenditures to the Treasurer.

**Section 4.**

The Treasurer shall submit quarterly statements to the Board of Directors and annual reports to the membership.

**Section 5.**

No officer, employee, or committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment except by order of the Board of Directors. The Board of Directors shall not commit the Association to any financial obligation in excess of its financial resources.

**ARTICLE XIII. DISSOLUTION**

In the event of a dissolution of the Association, the net assets of the Association shall be applied and distributed as follows:

**Section 1.**

All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made there for.

**Section 2.**

Assets held by the Association upon condition requiring the return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

**Section 3.**

Assets held for charitable, benevolent, educational or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to one or more domestic corporations or other organizations engaged in charitable, benevolent, educational or similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501(c)(3) (or other applicable Section) of the Internal Revenue Code, or current statutes.

**ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Standing Rules of the Association, or any statutes applicable to this Association.

**ARTICLE XV. AMENDMENTS**

**Section 1.**

All proposals for amending these Bylaws shall be submitted to the Board of Directors which shall establish procedures for consideration of each proposal.

**Section 2.**

Notice of proposed amendments shall be distributed to all Voting members at least thirty days prior to the vote or deadline for return of ballots, in accordance with the provision of Article XI.

**Section 3.**

These Bylaws may be amended at a Membership meeting by the affirmative vote of two-thirds of the Voting members present and voting at a Membership meeting; or, in a mail vote, by two-thirds of the Voting members responding, provided that at least 10% of the Voting members return their ballots.