

**AMENDED AND RESTATED BYLAWS OF THE  
NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN**

**An Illinois Not For Profit Corporation**

**ARTICLE I. PURPOSE**

**Section 1.1.** The purpose of the National Association for the Education of Young Children (the "Association") shall be to encourage the study, interpretation and improvement of the education of young children. This purpose may be accomplished through such means as conferences and meetings at the local, state or regional level; by publications, communications and research; by cooperating with the other organizations concerned with the education and well-being of young children and by other lawful means. Education shall not include the operation of a post-secondary institution or a vocational school.

The Governing Board of the Association ("Board") has authority to establish the mission, vision and values of the Association, consistent with the purpose.

**ARTICLE II. OFFICES**

**Section 2.1. Location.** The principal office of the Association is in the District of Columbia or elsewhere as determined from time to time by the Board.

**ARTICLE III. MEMBERS**

**Section 3.1. Eligibility of Members.** Any individual who supports the purpose of the Association is eligible for membership.

**Section 3.2. Classes of Members.** The Board has the authority to establish classes of members as it may from time to time determine. No right bestowed upon or requirements of any member can be other than in furtherance of the exclusive purposes of the Association as set forth in the Articles of Incorporation.

**Section 3.3. Annual Member Meeting.**

(a) There will be an annual member meeting of the members of the Association at such place and time as the Board may fix.

(b) A quorum of members is necessary to transact business at the annual meeting or in any written ballot. A quorum of members is five percent (5%) of the total number of voting members (based upon membership figures as of the last day of the immediately preceding month of the meeting or the date of the initial transmission of the written ballot) participating in any written ballot or represented in person or by proxy.

(c) At any meeting at which a quorum of members is represented or in any written ballot in which a quorum is represented, the affirmative vote of a majority of members entitled to vote and voting in person or by proxy is required to transact business and is the act of the members, except as otherwise required by the Articles of Incorporation, these Bylaws, or applicable law.

(d) Members may participate in and act at any member meeting through the use of a telephone conference or other interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the member meeting can communicate with each other. Participation in such member meeting constitutes attendance and presence in person at the member meeting.

**Section 3.4. Special Member Meeting.** Special meetings of members, unless otherwise prescribed by law, may be called at any time by the order of the Board. Special meetings of members may be held at such place and time as the Board may fix.

**Section 3.5. Notice.** Written notice stating the place, and time of a member meeting, and in the case of a special member meeting, the purposes for which the meeting is called, must be delivered not less than five (5), nor more than sixty (60) days before the date of the meeting, unless otherwise required by applicable law. Notice will be considered effective when such notice is: (a) transferred or presented in person; (b) sent by mail or similar carrier to the person at his or her address as it appears on the records of the Association, with sufficient postage prepaid; or (c) transmitted by electronic means to the email address, facsimile number, or other similar method of contact on the records of the Association.

**Section 3.6. Informal Action by Members.** Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, unless a larger number is required by these Bylaws or applicable law, provided that at least five percent (5%) of total number of voting members (based upon membership figures as of the last day of the immediately preceding month or the date of the initial transmission of the written ballot) participate in the vote. Voting must remain open for not less than five (5) days from the date the ballot is delivered, unless otherwise provided in these Bylaws or applicable law. Written notice of such informal action must be provided to all members entitled to vote at least five (5) days prior to the effective date of the informal action.

**Section 3.7. Rights of Members.** Members timely in their payment of dues are in good standing. Members in good standing have the following rights to:

- (a) Receive the Annual Report of the Association,
- (b) Attend the Annual Meeting,
- (c) Cast a single vote,
- (d) Petition the Board,
- (e) Be eligible for appointment to committees,
- (f) Be eligible for election to the Board,
- (g) Examine, at reasonable times, the Association's books and records of account and minutes,
- (h) Approve any recommendation for amendment to the Articles of Incorporation,
- (i) Approve any recommendation for dissolution, merger or consolidation of the Association, and

(j) Have such additional rights as may from time to time be bestowed by the Board or applicable law.

**Section 3.8 Dues.** Membership dues will be determined by the Board. Any member who fails to pay dues is subject to expulsion from membership in the Association.

**Section 3.9 Dissolution.** A recommendation for dissolution of the Association adopted by a three-fourths (3/4) vote of the voting Board Directors then in office will be submitted in writing to the membership, directing that the recommendation be submitted to a vote of members. The recommendation must be approved by at least three-fourths (3/4) of the members casting votes, provided that the number of members casting votes would constitute a quorum.

**Section 3.10. Merger or Consolidation.** A recommendation for merger or consolidation of the Association adopted by a majority of the Board will be submitted in writing to the membership, directing that the recommendation be submitted to a vote of members. The recommendation must be approved by at least two-thirds (2/3) of the members casting votes, provided that the number of members casting votes would constitute a quorum.

**Section 3.11. Amendment of Articles of Incorporation.** A recommendation for amendment of the Articles of Incorporation of the Association adopted by a majority of the Board will be submitted in writing to the membership, directing that the recommendation be submitted to a vote of members. The recommendation must be approved by at least two-thirds (2/3) of the members casting votes, provided that the number of members casting votes would constitute a quorum.

#### **ARTICLE IV. GOVERNING BOARD**

##### **Section 4.1. General Powers.**

(a) The Board will carry out the purposes of the Association and will manage or direct the general affairs of the Association. The Board may exercise all such powers of the Association and have such authority and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, or these Bylaws. The Board may delegate certain of its duties to the officers or directors of the Association, but such delegation will not relieve the Board of the responsibility for any action so taken. The Board will delegate managerial and administrative power and responsibilities to those persons with a level of skill commensurate with the responsibility so delegated.

(b) The Board will engage an executive director to oversee and administer all Association functions as it may deem appropriate. The executive director will act under the supervisory guidance of the Board and the Executive Committee.

(c) The Board may approve applications of organizations seeking affiliation with the Association, in accordance with the eligibility criteria set by the Board from time to time.

(d) Notwithstanding anything in these Bylaws, the Board may not unilaterally adopt any plan to dissolve or partially dissolve, merge with another organization, reorganize, or consolidate the Association, or amend or alter its Articles of Incorporation, without the consent of the members.

(e) Nothing contained in these Bylaws should be interpreted to empower the Board to authorize an act in derogation of the exclusive purposes of the Association as set forth in these Bylaws and the Articles of Incorporation. In addition, any acts authorized by the Board will only be valid and effective if such acts are consistent with, and permitted by applicable laws, including the State of Illinois and federal laws applicable to tax-exempt organizations.

#### **Section 4.2. Composition of the Board of Directors.**

- (a) The Board will consist of no fewer than fourteen (14) and no more than nineteen (19) voting directors, including two (2) student directors and the five (5) officers of the Board.
- (b) Subject to the requirements of applicable state law, the Board may vote to increase or decrease the size of the Board within the limits set forth in these Bylaws. Changes made to the number of voting directors will be made by a majority vote of the Board, based on the operational and strategic needs of the Association.
- (c) An individual will be eligible to serve on the Board only if that person is a member in good standing of the Association. Further, to be eligible to serve as a student director, an individual must be a registered and enrolled student engaged in a program of study leading to an associate, baccalaureate or graduate degree at a regionally accredited college or university during the quarter (or semester) in which elected. Each student director must maintain his or her registered and enrolled student status during the term he or she is elected and during the term he or she serves, unless the student director graduates from the program during his or her elected term.
- (d) The executive director shall serve on the Board as a nonvoting (ex-officio) director.

#### **Section 4.3. Election of Directors.**

- (a) The elected directors will be elected by vote of the plurality of Association members conducted by mailed or electronic ballot not later than March 1 of each year.
- (b) Voting must remain open for not less than five (5) days from the date of delivery of the ballot to the members. A majority of votes cast by the members in any election in which more than five percent (5%) of the members participate (based on membership figures as of the end of the immediately preceding year) will be required for the election of any director.

**Section 4.4. Appointed Directors.** Appointed directors will be appointed by a majority vote of the directors and will serve at the pleasure of the Board.

#### **Section 4.5. Term.**

- (a) Directors will be elected or appointed to the Board each year to take office September 1 in the year of their election or appointment.
- (b) All directors, except the student directors, serve for a term of four (4) years. Student directors serve for a term of two (2) years.
- (c) Directors will not serve two successive terms in the same position, provided, however, that directors who have been appointed by the Board to complete the remainder of the term of a vacant Board position are eligible to be elected to a succeeding full term or until their successors are elected and qualified.
- (d) Directors are expected to serve until the earlier of (i) expiration of their term; (ii) election or appointment and qualification of their successors; (iii) removal from office; or (iv) resignation or death.

#### **Section 4.6. Resignation or Removal.**

- (a) Directors may resign at any time. The resignation of a director will be made in writing to the Board and takes effect at the time specified therein, and if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation is not necessary to make it effective. The Board may appoint a replacement director to serve for the balance of the resigned director's term.

(b) Elected directors may be removed from the Board, with or without cause, by mailed or electronic ballot in which members representing five percent (5%) of the total number of members participate (based upon membership figures as of the last day of the immediately preceding month of the date of the initial transmission of the written ballot) in the vote, by the affirmative vote of two-thirds of those participating, provided that voting remains open for not less than twenty (20) days from the date the ballot is delivered, or at any regular or special meeting of members at which a quorum is present, by the affirmative vote of two-thirds of those members present and voting, either in person or by proxy, or as otherwise permitted by law. No director will be removed at a meeting of members entitled to vote, unless a written notice of such meeting is delivered to all members entitled to vote, and the notice explains that a purpose of the meeting is to vote upon removal of one or more directors named in the notice. Prior to such member vote, the director will be provided with notice of the Association's intent to remove the director, and he or she will have the opportunity to respond to the Board.

(c) Appointed directors may be removed from the Board, with or without cause, by a vote of a majority of the Board. Prior to such Board vote, the director will be provided with notice of the Board's intent to remove the director, and he or she will have the opportunity to respond to the Board.

#### **Section 4.7. Vacancies.**

(a) Vacancies on the Board due to death, resignation, removal or other reason will be filled by the Board by appointment in accordance with the voting provisions of Section 5.2 of these Bylaws, provided, however, that failure to fill a vacancy on the Board, regardless of how created, will not affect or impede the ability of the Association or the Board to operate or to act.

(b) Each director chosen to fill a vacancy on the Board will hold office until the next annual election of directors, or, if so determined by the Board, until the expiration of the term of the vacant position, and until his or her successor is elected and qualified or appointed, except in the event of the earlier termination of his or her office by reason of death, resignation, removal, or other reason.

(c) If the members fail to fill the principal offices of president elect, vice president or secretary in any election, if any vacancy in any elected principal office occurs, or if any elected principal office is newly created, such elected principal office may be temporarily filled at any regular or special meeting of the Board pending the next election of the position.

### **ARTICLE V. GOVERNING BOARD MEETINGS**

#### **Section 5.1. Annual, Special and Emergency Meetings.**

(a) The Board will meet at least once each year as determined by the Board.

(b) Special meetings of the Board may be called by the written request of the President or of at least five (5) directors.

(c) Directors or members of any committee designated by the Board may participate in a meeting of the Board or such committee, by means of conference telephone or similar communications equipment, by means of which all persons participating in a meeting can hear each other. The participation in such a meeting constitutes presence in person at such meeting for all purposes.

#### **Section 5.2. Quorum and Voting.**

(a) A majority of the directors entitled to vote must be present at a Board meeting to constitute a quorum for the transaction of all business. In the absence of a quorum, a majority of the directors present may adjourn the meeting until a quorum is present.

(b) The vote of the majority of the directors entitled to vote and present at a Board meeting at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or the laws of the State of Illinois require the vote of a greater number.

(c) Directors cannot vote by proxy.

### **Section 5.3. Notice of Governing Board Meetings.**

(a) Notice of any meeting of the Board must be made at least:

- (i) thirty (30) days prior to a regularly scheduled meeting,
- (ii) one (1) day prior to a special meeting,
- (iii) twenty (20) days prior to a meeting to consider removal of a director.

(b) Notice will be deemed to be duly delivered to a director if it is:

- (i) sent by mail or similar carrier to such director at his or her address on record with the Association, with postage prepaid,
- (ii) transmitted by electronic means to the email address, facsimile number, or other similar method of contact on record with the Association, or
- (iii) delivered to such director verbally by telephone, in person, or otherwise.

### **Section 5.4. Board Action Without a Meeting.**

(a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board (or a committee thereof) may be taken without a meeting, if it is consented to in writing by all of the directors.

(b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the directors, each approval must set forth the action taken, and provides a written record of approval. All the approvals evidencing the consent must be delivered to the secretary to be filed in the corporate records.

## **ARTICLE VI. GOVERNING BOARD COMMITTEES**

### **Section 6.1. Committee Composition.**

(a) The Board shall have the authority to establish committees, each consisting of two or more directors to the extent required by law, including the standing committees provided by these Bylaws and such other

committees that the Board may designate from time to time, upon approval by a majority vote. The President of the Board serves as an ex-officio member of each committee.

(b) Any Board committee, to the extent provided in the resolution or resolutions creating such committee and consistent with law, the Articles of Incorporation and these Bylaws, will have and may exercise the delegated powers of the Board in the business and affairs of the Association.

### **Section 6.2. Standing Committees.**

The Governing Board shall have the authority to establish the following standing committees, each of which is authorized to act on behalf of the Board in fulfilling its function as directed by the Board to the extent permitted by law and as specified by the Board or in the Articles of Incorporation or these Bylaws. The purpose, membership, responsibilities and overall procedures of each committee shall be outlined in its charter.

(a) **The Executive Committee:** The Executive Committee will consist of the five (5) principal officers of the Association: president, president elect or past president, vice president, treasurer and secretary. The Executive Committee is charged with carrying out the functions of the Board between meetings of the Board and overseeing the activities of the Association. The actions of the Executive Committee will be acts of the Board to the extent permitted by law and as specified by the Board or in the Articles of Incorporation or these Bylaws.

(b) **The Audit Committee:** The Audit Committee will consist of directors appointed annually by the Board at the recommendation of the President. The chairperson will be appointed by the Board. The Audit Committee assists the Board by reviewing the Association's systems of internal controls and risk mitigation, to ensure compliance with legal and ethical standards, and selecting and hiring the independent auditors. An annual report of the Audit Committee will be made to the Board.

(c) **The Finance Committee:** The Finance Committee will consist of directors appointed annually by the Board at the recommendation of the President. The chairperson will be the treasurer of the Board. The Finance Committee assists the Board with overseeing the management of the Association's financial assets, reviewing and recommending approval of an annual operating budget, regularly reviewing financial results, fund management, investments and acquisitions.

(e) **The Governance Committee:** The Governance Committee will consist of directors appointed annually by the Board at the recommendation of the President. The Governance Committee assists the Board in fulfilling its oversight responsibilities regarding the effectiveness of the Board's corporate governance system. The Governance Committee is responsible for nominating candidates for the Board through carrying out the annual nominations process.

**Section 6.3. Committee Quorum.** A majority of the total number of committee members constitutes a quorum, and a majority of committee members present and voting at a committee meeting at which a quorum is present is necessary for committee action.

**Section 6.4. Committee Vacancies.** Except as herein provided, the Board may appoint committee members when there are vacancies in membership of any committee. If necessary, the Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

**Section 6.5. Committee Terms.** Members of a committee will hold office for such period as may be fixed by the Board, subject, however, to removal at any time by the Board for any reason.

**Section 6.6. Limitations on Committees.** A Board committee may not:

- (a) Adopt a plan for the distribution of the Association's assets or the dissolution of the Association,
- (b) Approve or recommend to members any act required by law to be approved by members,
- (c) Fill vacancies on the Board or any of its committees,
- (d) Elect, appoint, or remove any officer or director or member of any committee, or fix the compensation of any member of a committee or the Board,
- (e) Adopt, amend, or repeal the Articles of Incorporation or these Bylaws,
- (f) Adopt a plan of merger or consolidation, or authorize the sale, lease, exchange, or mortgage of all or substantially all of the assets of the Association, or
- (g) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board when such resolution or action provides by its terms that no committee will amend, alter, or repeal it.

**Section 6.7. Accreditation.** The Board has established a system through which accreditation commissions and councils or other similar accrediting bodies (a) set standards for early learning programs for young children and for early childhood professional preparation programs in higher education institutions and (b) accredit programs that meet such standards. These accrediting bodies are delegated authority by the Board to be and remain separate, independent, and autonomous with respect to standard setting and all essential accreditation decisions.

**Section 6.8. Advisory Groups.** The Board may create and appoint persons to advisory groups which may or may not include directors as members. Advisory groups may provide insight and make recommendations to the Board and carry out specific projects as directed by the Board, but they may not act on behalf of the Board or Association or bind it to any action. The duration and purpose of any advisory group shall be defined by the Board.

**Section 6.9. Commission on Professional Excellence in Early Childhood Education.** The Board shall establish a Commission (The Commission on Professional Excellence in Early Childhood Education) that shall operate as (i) generally contemplated in the "Unifying Framework" as defined by the Power To The Profession Task Force and (ii) in coordination with the Association and consistent with the purpose and terms set forth in these Bylaws.

## **ARTICLE VII. OFFICERS OF THE ASSOCIATION**

### **Section 7.1. Principal Officers.**

- (a) The principal officers of the Association will be the president, past president (when that position is occupied), president elect (when that position is occupied), vice president, secretary and treasurer. The principal officers of the Association will be directors of the Association while they hold their respective offices. The principal officers will have the duties as set forth below and such other powers and responsibilities to perform such other duties as may be assigned from time to time by the Board.
- (b) The president elect, vice president and secretary are elected to office by the Association's members.

- (c) The president elect serves one (1) year as president elect, two (2) years as president, and one (1) year as past president.
- (d) The executive director is appointed by the Board.
- (e) The treasurer is appointed by the Board.

### **Section 7.2. Duties of Principal Officers.**

(a) **President.** The president serves as the Chairperson of the Board and of the Executive Committee. The president has general oversight of the administration and activities of the Association.

(b) **President Elect.** The president elect has primary responsibility for learning the policies and procedures of the Association in preparation for the office of the president. The president elect will undertake such responsibilities as are assigned from time to time by the president or the Board.

(c) **Past President.** The past president undertakes such responsibilities as are assigned from time to time by the president or the Board.

(d) **Vice President.** The vice president performs the duties and exercises the powers of the president in the absence or disability of the president or if the office of the president is vacant, subject to the right of the Board at any time to extend or confine such powers and duties or to assign them to others. The vice president will generally assist the president in such a manner as the president directs. The vice president serves as the Affiliate Liaison for the Board.

(e) **Secretary.** The secretary oversees the keeping and maintaining of minutes of all the Board and Board committee meetings. The secretary also serves as a member of the Governance Committee and is a liaison between the Governance Committee and the Executive Committee. The secretary has all powers and duties usually incident of the office of the secretary of a nonprofit corporation, except as specifically limited by a resolution of the Board. Except as otherwise provided by law, the secretary will have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board. The secretary may be assisted by an assistant secretary.

(f) **Treasurer.** The treasurer serves as the chairperson of the Finance and Investment Committee and has general oversight of the care and custody of the Association's financial assets and investments. The treasurer will prepare and present recommendations to the president and the Board relative to fiscal and investment policy. The treasurer has all powers and duties usually incident of the office of the treasurer of a nonprofit corporation, except as specifically limited by a resolution of the Board. Except as otherwise provided by law, the treasurer will have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board. The treasurer may be assisted by an assistant treasurer.

**Section 7.3. Other Officers.** The Association will have other officers who are employees of the Association and are appointed to their offices by the Board in accordance with these Bylaws. Except for the office of chief executive officer, which serves as an ex-officio member of the Board, the assistant secretary and assistant treasurer do not serve on the Board.

(a) **Executive Director.** The executive director is the chief executive officer of the Association. The executive director will have such powers and perform such duties as may be assigned to him or her from time to time by the President or the Board.

(b) **Chief Operations and Finance Officer.** The Chief Operations and Finance Officer is the assistant treasurer of the Association. The Chief Operations and Finance Officer exercises the functions of the treasurer in his or her absence and will have such powers and perform such duties as may be assigned to him or her from time to time by the treasurer or the Board.

#### **ARTICLE VIII. LIMITATIONS ON DIRECTORS**

**Section 8.1. Articles in Furtherance of Association Activities.** Notwithstanding any provisions contained in these Bylaws, no action by the directors or officers will be authorized or permitted to the extent not in furtherance of the exclusive purposes of the Association as set forth in these Bylaws, the Articles of Incorporation or as prohibited by law.

**Section 8.2. Loans to Directors and Officers.** No loans will be made by the Association to members, officers or directors.

**Section 8.3. Prohibition Against Stocks and Dividends.** The Board is prohibited from authorizing any shares in stock in the Association. In addition, no payments may be authorized or made as dividends or from the income of the Association to any member, director or officer of the Association, provided, however, that reasonable fees may be paid to members, officers and/or directors to recompense them for services rendered to the Association in furtherance of its exclusive purposes as set forth in the Articles of Incorporation.

**Section 8.4. Self-Dealing.** No officer or director of the Association will engage, or cause the Association to engage, in any act of "self-dealing" as such term is defined in the Internal Revenue Code of 1986, as amended.

**Section 8.5. Lobbying.** No officer or director of the Association will engage, or cause the Association to engage, in any act of lobbying or make any lobbying expenditure in excess of the amounts as prescribed in Section 501(h) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, nor will the Association, by any means otherwise possible, engage in or support such excess lobbying, whether grassroots or otherwise.

#### **ARTICLE IX. INDEMNIFICATION**

**Section 9.1. Indemnification.** Officers; directors; members of committees, advisory bodies, councils, commissions; or other agents of the Association will be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Association as determined by the Board. The Association will have the power to purchase and maintain insurance coverage providing such indemnification.

#### **ARTICLE X. AMENDMENTS**

**Section 10.1. Amendments.** Except as provided in Section 10.2 and as set forth below, these Bylaws may be amended or repealed by the vote of a majority of the directors, except for an amendment of Article III of these Bylaws. Article III of these Bylaws may be amended or repealed by the majority of votes cast by the members in which more than five percent (5%) of the members participate (based upon membership figures as of the last day of the immediately preceding month or the date of the initial transmission of the written ballot) voting by mailed or electronic ballot, with the exception that a majority of the directors may make amendments to correct, clarify or conform Article III of these Bylaws to the requirements of law without seeking member approval.

**Section 10.2. Limitations.** Any provision of these Bylaws limiting the activities of the Association to activities in furtherance of the exclusive purposes of the Association as set forth in the Articles of Incorporation will not be subject to amendment or repeal if such amendment or repeal would in any way permit activities not in furtherance of such exclusive purposes other than as an insubstantial part of the activities of the Association.

#### **ARTICLE XI. MISCELLANEOUS PROVISIONS**

**Section 11.1. Fiscal Year, Annual Report.** The fiscal year of the Association will be from September 1 through August 31, or such other twelve (12) consecutive month period as the Board may designate. The Board will prepare in writing an annual or biannual report of the activities of the Association, including a statement of financial condition and a summary of all grants, contributions and other transactions in furtherance of the exclusive purposes of the Association.

**Section 11.2. Waiver of Notice.** Whenever a notice is required to be given under any provision of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, directors, or members of a committee need to be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 11.3. Written Consent.** Actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of members, directors, or members of a committee will include any communication transmitted or received by electronic means, including such actions set forth by unanimous consent per Section 5.4 herein.