

NSS PROCEDURAL RULES

(Last revised May 2023)

A. OFFICER ELECTIONS

1. Within five (5) days after the Executive Committee has nominated candidates for the Officer positions and for Advisors and has called a special meeting for elections, the Secretary or the Secretary's delegate shall e-mail to the Board of Directors notice of the time and place of the meeting, a list of these nominees, and a request for additional nominations, to the Board of Directors. Any voting member of the Board of Directors may make additional nominations by submitting the name, address, and phone number of the nominee, along with a statement that the Board member has contacted the nominee and obtained his or her agreement to serve in the office he or she is being nominated for. Such additional nominations must be communicated by e-mail or other means to the Secretary or the Secretary's delegate within ten days (10 days) of the date of the request for additional nominations. No later than five (5) days after the additional nominations, if any, have been obtained, the Secretary or the Secretary's delegate shall e-mail to the Board of Directors a complete list of all nominees.

2. Along with names of Officer nominees being sent under Section 1 the Secretary or Secretary's delegate shall include (i) a ballot for a Director's tentative vote, (ii) a note that the tentative vote may be changed at the special meeting, but will not count unless the Director is in attendance at the meeting, and (iii) a note that in order for a tentative vote to be counted, the ballot must be received by the Secretary or Secretary's delegate at least 48 hours before the meeting is scheduled to begin. Between 2 hours and 1 hour before the meeting, the Secretary or Secretary's delegate shall send to the Board of Directors a tally of the tentative votes each Director registered for each nominee for each position.

3. At the special meeting, the following procedure shall be used for the election of officers:

(a) The Secretary or Assistant Secretary shall: (i) ask each Director present who previously submitted a tentative ballot whether that Director wishes to change any of his or her votes, and shall record any changes; (ii) ask each Director present who had not submitted a tentative ballot to cast votes for each position and shall record such votes; (iii) tally and announce the votes.

(b) For any Officer or Advisor position for which a nominee has received a majority vote, that nominee shall be elected.

(c) Next, for any Officer position for which there is only one nominee and that candidate did not receive a majority vote, one additional vote will be taken; if the nominee receives a majority vote that nominee shall be elected; if not, that position shall be vacant.

(d) Officer positions not filled pursuant to paragraph (b) shall be voted upon in the same order as they appeared on the tentative ballot mailed to the Directors.

(e) For each other Officer position for which none of multiple nominees received a majority vote, the nominee who received the fewest votes shall be eliminated. Subsequent votes will be taken and in each case the nominee with the fewest votes shall be eliminated, until there shall be only one nominee remaining. If the remaining nominee received a majority vote, that nominee shall be elected. If that nominee did not receive a majority vote, then one further vote shall be taken. If the nominee then receives a majority vote, the nominee shall be elected; if not, the office shall be vacant. In the case of a tie vote among nominees with the lowest votes none of which has the most votes, the tied nominees shall be eliminated. If and when there is a tie vote among the nominees with the most votes, and all other nominees have been eliminated, there shall be an additional vote. If one of the nominees receives a majority vote, the nominee shall be elected; if not, the office shall be vacant.

(f) Next, for any nominated Advisor who did not receive a majority vote, upon motion by a Director who did not vote for that nominee, an additional vote shall be taken and a nominee who then receives a majority vote shall be elected; there shall be no further ballot at the meeting for nominees not elected.

(g) A Director joining the meeting after the voting for a particular position has been concluded may not vote for that position.

(h) Except as may be determined otherwise by a majority of the Directors at the meeting, the Secretary may determine all aspects of the voting procedures which are not governed by this document, the Society's Bylaws, or other documents referred to by title in the Society's Bylaws.

(i) Promptly after the conclusion of the meeting the Secretary or Secretary's delegate shall send to the Board of Directors the official election results.

B. MEMBERSHIP VOTES

1. In any vote of the membership of the Society, the method of counting and reporting votes shall be determined by majority vote the Executive Committee.

2. Votes cast in the Board of Directors election shall be counted as soon as possible but not later than 30 days after the votes are due.

3. All membership votes shall be held in conjunction with the Board of Directors election unless determined otherwise by majority vote of the Board of Directors.

4. Any description of the reasons why eligible members of the Society should or should not vote in favor of a proposed Bylaw amendment (or amendment to the Articles of Incorporation, or plan for merger, consolidation, or voluntary dissolution) which is made available to the membership must be composed by a procedure approved by a majority vote of the Executive Committee.

5. For any membership vote that is not conducted in conjunction with the Board of Directors election, the Secretary may determine all aspects of membership vote procedures which are not covered by this document, the Society's Bylaws, or other documents referred to by title in the Society's Bylaws.