

### III. MEETINGS AND ELECTIONS

a. The Annual General Meeting of the SWBA Board of Directors shall be held at such time and place as the Board may fix for the purpose of electing officers and conducting the affairs of the SWBA. An agenda will be mailed to voting members of the Board fourteen (14) days in advance of the meeting.

b. Five (5) Directors present in person shall constitute a quorum for the transaction of business at each meeting; the lack of a quorum shall render any meeting void.

c. The President may schedule and call other meetings of the Board during the period between the Annual General Meetings. Mail ballots or conference call meetings may be used to handle such other business as may arise between Board meetings.

d. If five (5) Directors request a meeting in writing, then the President must call a meeting within thirty (30) days of receipt of the request.

e. Each Director shall have the right to designate a proxy to attend meetings of the Board and vote in his/her place. Although each Director may appoint a substitute, notice in writing shall be given to the Secretary of the Association at least ten (10) days before the meeting. The proxy may be another Director but need not be a member of the Board. No person shall be able to hold more than one proxy.

f. Absent Directors may vote at any meeting by signed ballot, stating the proposition that is the subject and whether they vote yes or no thereon. Absentee ballots shall not be counted in determining whether there is a quorum.

g. The Executive Committee shall have the power and authority to carry out the decisions of the Association and to perform all work and exercise all of the powers of the Association, subject to the disapproval of the Board. The actions of the Executive Committee shall, however, never conflict with previous actions of the Board.