

ARTICLE V

Section 5.01. The business of the corporation shall be conducted by a Board of Directors called a Territorial Congress consisting of no fewer than fifteen (15) full members, called Territorial Senators, the exact number to be determined from time to time by the members of the corporation, and any number of Territorial Representatives. The Territorial Senators shall be elected from the membership at large. Territorial Representatives shall be elected by the Charter Clubs (Posses), each Charter Club (Posse) being entitled to elect one Territorial Representative. Each director shall have one vote. Each director may choose an alternate to attend meetings in his/her absence. The alternate shall be supplied with written authorization from the director for whom the alternate is substituting. (Amended by mail ballot, March, 1995) (Amended 30 July 1998)

Section 5.01.1. The use of mailed or e-mailed ballots may be used to vote on specific motions, deemed necessary by the Executive Board when time is of the essence regarding the motion.

Section 5.02. The Territorial Senators on the Board of Directors shall serve staggered three-year terms. For the first year only, one-third of the Board shall be selected by lot to serve a one-year term, one-third to serve a two-year term, and the remaining one-third to serve a three-year term. Territorial Representatives on the Board of Directors shall serve one-year terms. (Amended by mail ballot, March, 1995)

Section 5.03. As soon as possible after any vacancy occurs, the Board of Directors shall, at a regular or special meeting, **or via mailed or e-mailed ballots**, elect a member to fill that vacancy.

Section 5.04. ~~There shall be a nominating committee appointed by the Marshal (President) not later than thirty (30) days prior to the annual meeting, or whenever other elections are necessary. The nominating committee shall consist of three members, none of whom are officers. The committee shall elect its own chairperson.~~ Names of candidates for the offices of Marshal, Deputy Marshal, Secretary, Banker, and Judge may be submitted to the ~~nominating committee~~ Secretary up to thirty (30) days prior to the annual meeting. ~~The nominating committee shall review the names of all persons submitted for office, and other members of the corporation, and nominate a slate of candidates and~~ **The Secretary shall** distribute the names on said slate to all members of the corporation with a notice of the annual meeting. Additional nominations may be made and seconded from the floor at the annual meeting until all nominations shall have been formally closed. The Board of Directors (Territorial Congress) at the annual meeting shall elect a Marshal, a Deputy Marshal, and Secretary, a Banker, and a Judge. Persons elected to the foregoing offices shall also serve as ~~directors~~ **the Executive Committee** for the corporation. (Amended 6 May, 1995.)

Section 5.05. For purposes of a Territorial Congress, a quorum shall be not less than half of the full number of Territorial Senators and Representatives, proxies being counted for this purpose. All proxies must be announced at the start of the meeting. Proxies will be for specific proposals, and will be sent to the Marshal prior to the Territorial Congress. For the purpose of voting, a majority--unless otherwise specified--means a simple majority consisting of fifty-one percent (51%) of the total votes present and voting. Each member of the Board of Directors shall have one vote. The affirmative vote of the majority of the members of the Board present and voting shall authorize any action voted upon unless otherwise provided in these Articles. (Amended by ballot, March, 1995)(Amended 30 July 1998)

Section 5.06. Emergency Quorum. In emergency situations, the Board may act without a regular quorum. At such a meeting, an emergency quorum is one quarter (1/4) of the full Territorial Congress, and an emergency majority of three fourths (3/4) of those present. Proxies shall not be accepted for either an emergency quorum nor an emergency majority. The following rules shall apply:

5.06a. An emergency quorum must declare that an emergency exists before any other vote can be taken. All votes require an emergency majority.

5.06b. Any action taken must later be reviewed by the Congress when a regular quorum is present.

ARTICLE VI

Section 6.01. Regular meetings **of the Executive Committe** for the transaction of ordinary business shall be held at such time and place as **deemed necessary by the Marshal and may include the use of Internet chat rooms.** ~~may be fixed by the Territorial Congress.~~ The Territorial Congress shall meet on the call of the Marshal, or may call itself into session. Regular **Congress** meetings shall be announced in the newsletter or mailing for the month prior to the meeting.

Section 6.02. General Membership meetings may be called by petition of ten members in good standing stating the reason for such meeting. Notice of such meeting will be provided to all the members at least thirty (30) days prior to the meeting. This notice shall give the time, place, and purpose of the meeting. There will be an Annual Business Meeting of the Congress; notice of such meeting will be provided to all members at least sixty (60) days prior to the meeting.

Section 6.03. Meetings shall be held and conducted in accordance with parliamentary procedure as embodied in Roberts Rules of Order, Revised, which shall be the parliamentary authority in all matters not specified by the Articles and By-Laws of this corporation.

Section 6.04. Written minutes will be kept for all meetings, whether conducted

formally or informally. **Records of all motions made in any Internet meeting of the Executive Committee shall be published to the membership via mail, email or published on the website or in the Shootist.** The written minutes shall serve as the official voting record for all members of the Territorial Congress with all votes reported accordingly. It shall be the responsibility of the presiding officer to insure that minutes are kept and transmitted to the Secretary if the Secretary is not present at the meeting.
(Amended 15 February 2002)

Section 6.05. All meetings of the Territorial Congress shall be conducted pursuant to a written agenda. For an item to be included on the agenda it must be submitted to the Secretary not later than 30 days prior to the meeting. All members of the Territorial Congress shall be provided a copy of the agenda not later than 20 days prior to the meeting. Items not appearing on the agenda may be discussed but not voted on unless declared an emergency item by a 3/4 majority of those present.
