

year; approve the audited financial reports for the previous fiscal year; appoint an Auditor pursuant to Section 10; receive reports from Guild Officers, Committee Chairs and others; and conduct such other business of the Guild as is appropriate.

At least seven days' written or verbal notice of such meeting shall be served to all members of the Guild. The notice shall provide a list of elective officers and nominees for same, and advice of the Board's intent to seek approval for each of the annual fees, the audited financial statements and Auditor appointment.

**(iii) Special Meetings**

The President may call a Special Meeting at any time on his or her own initiative and shall promptly call a Special Meeting upon the written request of three or more members of the Board, or upon the written request of not fewer than ten Active and/or Life Members, or within thirty days of being served a notice of intent to appeal for reinstatement by an expelled member.

At least seven days' written notice of Special Meetings specifying the matter(s) to be discussed, shall be served to all members of the Guild.

**B. BOARD MEETINGS**

Board meetings may be called when deemed necessary by the Board. A minimum of one Board meeting to be held each year.

**C. QUORUMS**

At any meeting of the Guild, except Board Meetings, a quorum will be a majority of the Board plus five percent of the eligible members and/or five members, whichever is greater, of the aggregate of Active and Life Members in good standing. At any Board meeting, a majority of the Board, shall constitute a quorum.

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**D. VOTING**

Each Active and Life Member whose membership is in good standing is eligible to vote on any matter brought before the Guild at any meeting of the Guild, except Board Meetings, at which the member is in attendance. Only Board Members are eligible to vote at Board Meetings.

Except as otherwise provided in these By-Laws, all matters brought before the Guild or the