

~~These~~ Bylaws ~~The bylaws presented here~~ are those proposed at the time of incorporation ~~and as~~ subsequently revised ~~by the TEI Board~~. They may be revised further by the TEI Board, as described in Article 7, below. The Bylaws specify different classes of membership, conduct of meetings of the Consortium Members, appointment and responsibilities of Consortium Officers, constitution and responsibilities of the Board of Directors, constitution and responsibilities of the Technical Council, and funding of Consortium activities ~~and other details of the organizational structure of the Consortium, such as its and~~. For full details, please consult the table of contents for this section.

## Article I. Members

### 1. ~~Members.~~

#### Classes of ~~Members~~ Membership.

~~Institutions, consortia, organizations, projects and companies can be members of the TEI C. There shall be one class of members. Each member shall be entitled to one vote for each director position to be elected and for any other vote requiring the vote of the members, as specified in Article II, section 3 of these bylaws. Members will have the right, also, to propose officially sanctioned TEI C training and services, with such agreements screened by the TEI C Technical Council and approved, ultimately, by the TEI C Board of Directors.~~

#### ~~Subscribers and Sponsors~~

~~In addition to members, the TEI C shall have subscribers and sponsors. Subscribers and sponsors will pay dues and will enjoy many of the benefits that members enjoy, but they will not vote.~~

There shall be two classes of membership in the TEI Consortium: individual membership and institutional membership. Any form of institution, consortium, organization, project or company may become an Institutional Member. Only private individuals may become Individual Members. Institutional Members shall have the right to vote in all TEI elections, in particular to elect members of the TEI Board of Directors and to elect members of the TEI Technical Council. Individual Members shall have the right to elect members of the TEI Technical Council. Both classes of Member shall be equally eligible for such other membership benefits as the TEI Board of Directors may determine from time to time, including but not limited to preferential rates for attendance at TEI-sponsored events, discounted rates for purchase of TEI-related services or software, or similar.

### 2. Application and Dues.

Any organization eligible or individual wishing to become a Member ~~(and any individual or organization eligible to become a subscriber or sponsor)~~ of the TEI C of the TEI Consortium may apply by submitting an application, in form prescribed by the Board of Directors, ~~along with any dues or filing fees required to be submitted with an application,~~ to the Secretary of the TEI C. ~~If the Secretary finds that such applicant has complied with all requirements in connection with the~~

application, the Secretary shall add the applicant's name to the list of members (or subscribers or sponsors). Consortium or other Officer.

#### Dues, Etc

Individual and Institutional Members ~~(and subscribers and sponsors)~~ shall pay dues ~~(and such other charges and assessments as are established by the Board of Directors)~~ membership dues in such amounts and at such intervals as determined by the Board of Directors from time to time. ~~The Directors may establish differences among members (or subscribers or sponsors) with respect to the amount or timing of dues or other charges or assessments.~~ Notice of any dues increase approved by the Board of Directors shall be provided to Members, ~~subscribers and sponsors~~ at least 60 days prior to the annual billing date for dues. No Member ~~(or subscriber or sponsor)~~ shall be entitled to a refund of any dues or other charges or assessments upon resignation or termination.

#### Special Categories

~~The Board may from time to time establish special categories to recognize outstanding contributions by members. The development of tools that further the use of TEI, for example, may entitle a member to be designated as a TEI Developer or other title which, in the discretion of the Board, appropriately reflects such member's contribution.~~

### **2. Membership Requirements.**

~~The Board may establish such attendance and other requirements as it deems proper.~~

### **3. Duration.**

Each Member may hold membership as long as such Member remains qualified for membership, except that membership may be sooner terminated by suspension or expulsion as provided in Clause 4~~Section~~ of this Article or by resignation as provided in Section~~Clause~~ 5 of this Article.

### **4. Termination.**

The Board of Directors may terminate a membership ~~(or subscribership or sponsorship)~~ in the TEI-~~C~~Consortium upon a good-faith finding of (a) misconduct by such Member ~~(or subscriber or sponsor)~~ reflecting discredit upon the TEI-~~C~~Consortium or (b) violation of these Bylaws (including but not limited to the nonpayment of dues or other required charges or assessments).

### **5. Resignation.**

Any Member ~~(or subscriber or sponsor)~~ may resign from the Consortium by delivering written notice of resignation to the Secretary. Such resignation shall be effective upon the Secretary's receipt of such written notice.

## **Article II: Meetings of Members**

## 1. Meetings.

Meetings of the Members shall be held not less than once a year, on such dates and at such places as the Board of Directors may designate from time to time. The ~~first~~last meeting ~~after~~before December ~~31st~~31 ~~in any year~~ shall be designated ~~as~~ the Annual Meeting: for that year. At the Annual Meeting, ~~the Chair~~both the Board of Directors and the Technical Council shall report to the membership on the operation of the ~~TEI-C~~for Consortium during the preceding year ~~and announce~~. The results of ~~the election of the Board of Directors~~. ~~The notice of each annual meeting shall include an electronic ballot or proxy for the election of the members of the Board and such other matters as may require the vote of the membership. If a proxy is provided, such proxies shall be returned to the Secretary by the time designated in the material sent with the notice of meeting. The Secretary~~annual elections will ~~tabulate the results of the matters on which a vote is taken. The final vote will also~~ be presented ~~to the members at its annual meeting by the Secretary either in person or by certificate delivered to the Chair of the TEI-C~~this Annual Meeting.

## 2. Special Meetings.

A Special Meeting of Members may be called by the Board of Directors ~~in~~at its discretion or upon written request to the Secretary by one-third or more of the Institutional Members of the ~~TEI-C entitled to vote~~Consortium. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Members.

## 3. Voting.

~~At meetings of the members,~~ Members shall be entitled to voting rights as provided in Article I of these Bylaws. ~~Upon application for membership, it is the responsibility of each member to designate an elector empowered to cast votes for that member.~~ Only designated Electors ~~will~~shall be permitted to vote.

For Individual Members, the Member shall be the Elector and their vote is not transferable to any other person, except by means of a Proxy as defined below.

For Institutional Members, a named individual, specified at the time of taking up or renewing membership shall be designated the Elector. It is the responsibility of the Institutional Member to ensure that the Secretary of the Consortium is provided with a current contact address for its Elector. In the event that a member wishes to change its designated Elector, the original applicant for that ~~member organization~~Institutional Member must deliver written notice to the Secretary of the ~~TEI-C~~Consortium, identifying (with full contact information) both the original Elector and the new Elector, and stating that electoral rights should be transferred from the former to the latter. Such notice shall be given not less than fourteen (14) days before the date of the first Meeting in which the member wishes its new Elector to be entitled to vote. ~~Notice shall be deemed duly given when it has been either delivered in person, dispatched by major courier service guaranteed for delivery in three days or less, electronically mailed, or mailed by first class (domestic) or airmail (international) post, postage prepaid, to the address of the Secretary of the TEI-C, as it appears on the TEI-C web site.~~ In the event that ~~a~~an Institutional Member has

~~not~~ designated neither an Elector nor a Proxy at least fourteen (14) days before a Meeting, the Member's vote ~~cannot~~shall not be cast at that Meeting.

A Member may designate a Proxy voter. Where votes are to be cast by means of a Proxy, details of that Proxy shall be returned to the Secretary by the time designated in the material sent with the notice of Meeting, as defined in [Clause 4 below](#)~~4. Notice of Meetings.~~

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#### 4. Notice of Meetings.

A written notice stating the place, day and hour of the Meeting, and, in the case of a Special Meeting, the purpose or purposes for which the Meeting is called ("Notice") shall be given not less than twenty-one (21) days nor more than sixty (60) days before the date of the Meeting ~~(except as otherwise required by law) by or at the direction of the Chair or the Secretary, or the persons calling the meeting, to each member entitled to vote. A notice shall be deemed duly given to a member when it is either delivered in person, dispatched by major courier service guaranteed for delivery in three days or less, electronically mailed, or mailed by first class (domestic) or airmail (international) post, postage prepaid, to the address of such member as it appears on the records of the TEI C.~~to each designated Elector entitled to vote at the Meeting.

#### 5. Quorum.

~~Quorum on votes~~A quorum is required before any vote may be taken at any Meeting of the Members, ~~whether annual, regular, or special. The quorum required shall exist if at least~~one-third of the total number of Members entitled to vote are. The number of Electors present in person or by proxy, or ~~have received an~~having previously cast a vote by electronic ballot, ~~shall constitute the quorum.~~

Where a quorum is present, the vote of a majority of the Members entitled to vote at a Meeting ~~at which a quorum is present~~ shall be necessary and sufficient for the adoption of any matter voted upon by the Members, unless a greater vote of the Members is required by law or these Bylaws. In the event quorum is not achieved at a Meeting of the ~~membership~~Members, the issue in question ~~shall pass~~may be passed to the Board for resolution or deferred to a subsequent Meeting of the Members.

#### 6. Nominating Committee.

Not less than three months prior to the notice date for each Annual Meeting of the Members, the Board of Directors shall appoint a Nominating Committee consisting of two (2) or more of the Directors, one of whom the Board shall designate as the Chair of the Nominating Committee.

The Nominating Committee shall solicit Members and others for nominees, and those nominating such candidates shall provide the Nominating Committee with written confirmation that each candidate, if elected, is willing to serve. Such candidates shall then be included on the slate of candidates proposed by the Nominating Committee. ~~The Nominating Committee shall~~

propose candidates for each vacancy on the Board of Directors and Technical Council. The slate of candidates proposed by the Nominating Committee shall be contained in the notice of the Annual Meeting.

## Article III: Officers

### 1. Selection of Officers of the Consortium.

The ~~officers~~following Officers shall discharge the affairs of the ~~TEI-C shall be elected by~~ Consortium:

- ~~Chair of the Board of Directors and shall consist~~
- Chair of the Technical Council
- ~~Chair~~
- Board Secretary
- ~~Treasurer~~
- ~~Council Chair~~
- Membership Secretary
- Treasurer

Unless otherwise stated in these Bylaws, the Board of Directors may appoint Officers from its own membership or elsewhere and may also appoint such additional non-voting Officers as it deems necessary or appropriate from time to time.

The Officers of the ~~TEI-C~~Consortium shall have the respective powers set forth herein and as otherwise provided by resolution of the Board of Directors. Notwithstanding any other provision herein, the power to set salaries and fees of employees and independent contractors shall reside in the Board of Directors and not in any Officer or Officers.

All Officers of the Consortium shall be ~~elected by the Board~~appointed for a maximum term of two years with possibility of reelection to subsequent two-year terms.

### 2. Chair of the Board.

The Chair of the Board shall be elected by the Board of Directors from its membership and shall serve as the chief executive officer of the ~~TEI-C and shall,~~ Consortium. If no Director is able or willing to assume the chair, the Directors may request the Technical Council to second one of its elected members to the role, or it may nominate a non-elected individual.

Subject to the direction of the Board of Directors, the Chair will generally supervise and manage the affairs of the ~~TEI-C~~Consortium. In general, the Chair shall perform all duties customary to the office of Chair, shall see that all orders and resolutions of the Board of Directors are carried

out, and shall oversee the other Officers in the discharge of their duties. The Chair shall, if present, preside at all meetings of the Board of Directors and of the Members.

### **3. Chair of the Technical Council.**

The Chair of the Technical Council shall be elected by the voting Members of the TEI-C Technical Council from its membership and shall serve as the chief technical officer of the Consortium. If no Technical Council Member is able or willing to assume the chair, the Technical Council may request the Board of Directors to second one of its elected members to the role, or it may nominate a non-elected individual.

The Chair of the Technical Council shall be an ex-officio non-voting Director, responsible to the Consortium for its technical activities, notably the maintenance and development of the Guidelines.

The Council Chair shall, if present, preside at all meetings of the Technical Council and report on its activities to the Board of Directors and at Meetings of the Members.

### **4. Board Secretary.**

The Board Secretary shall be elected by the Board of Directors from its membership. The Secretary shall keep the minutes of all Meetings of the Members and of the Board of Directors, ~~shall~~ serve all notices, ~~shall~~ present all pertinent communications before the proper committees, shall be custodian of the records, shall attest the seal of the ~~TEI-C~~ Consortium on all contracts and agreements required by law to be under seal as authorized by the Board of Directors, shall conduct the correspondence incident to this office and shall perform such other duties as the Board of Directors may require.

In the absence of the Chair, the Secretary shall carry out the Chair's duties at meetings. In the event the position of Chair becomes vacant, the secretary shall carry out the Chair's duties as set forth above, until the Board elects or appoints a successor Chair.

### **5. Membership Secretary.**

The Membership Secretary shall be responsible for the recruitment and maintenance of the Member rolls and direction and development of membership benefits and programmes. The Membership Secretary shall assist the Treasurer in annual invoicing. In addition to day-to-day activity, the Membership Secretary shall also be responsible for the strategic development of the membership.<sup>4</sup>

### **6. Treasurer.**

The Treasurer shall collect, have custody of and be responsible for all funds of the ~~TEI-C~~ Consortium, shall keep an accurate account of such funds, shall pay all just bills when due and funds are available, and shall prepare and submit as such financial reports as are legally required by the fiscal authorities. In addition the Treasurer shall report as to the Membership on the

financial affairs of the ~~end of each fiscal Consortium during the past year (December 31st)~~ at the Annual Meeting. All checks, drafts, invoices, notices and orders for the payment or receipt of money issued by the ~~TEI-C Consortium~~ and other similar documents requiring the signature of the ~~TEI-C Consortium~~ shall be signed by the Treasurer or by such other person or persons, ~~if any,~~ as the Board of Directors may from time to time designate for this purpose.

#### **5. Council Chair.**

~~A Chair shall be appointed by the Board to direct the business of the and be responsible ultimately to the Board for activities of the Council and its workgroups, including the maintenance and development of the Guidelines.~~

#### **6. Membership Secretary.**

~~The membership secretary shall be responsible for the recruitment and maintenance of the member and subscriber rolls and direction and development of membership and subscription benefits and programmes. The Membership Secretary shall assist the Treasurer in annual invoicing. In addition to day to day activity, the Membership Secretary shall also be responsible for the strategic development of the membership.~~  
**Article IV: Board of Directors**

The TEI Board of Directors shall determine overall policy directions for the Consortium and is also responsible for managing and promoting membership in the Consortium.

#### **1. Directors.**

The Board of Directors shall consist of ~~three classes of members, elected, appointed, and Partner representatives. After a transition year in which the number of elected members shall be increased to 6 by special election, the elected membership of the board shall consist of 8 members, chosen no more than five (5) voting Directors, elected~~ by the membership as described in Article II~~Article~~. Additional ~~members, officers, and observers non-voting appointments to the Board~~ may be ~~appointed~~made by the Board as necessary for the efficient conduct of its business. ~~In addition, all Partner institutions (see ) shall have the right to designate a representative to the board to assist and advise in its deliberations and decisions.~~ Only Board ~~members~~Directors elected by the membership as described in Article II~~Article~~ shall be eligible to vote in Board decisions.

Individuals~~Candidates~~ need not be ~~TEI-C sponsors or subscribers or constituents of TEI-C members~~Individual Members of the Consortium in order to be nominated and elected to serve on the Board of Directors. ~~The minimum and maximum numbers of elected Directors may be~~



~~changed, either to different minimum and/or maximum numbers or to a single fixed number, only by the members., nor need they be affiliated with an Institutional Member of the Consortium.~~

No decrease in the number of elected Directors shall affect the tenure of any incumbent Director. Any vacancy among the elected membership of the Board shall be filled by the vote of Members in normal or special elections.

## 2. Term.

Each ~~elected~~ Director ~~of the Board~~ shall be elected for a term of two (2) years, or in the case of election to fill a vacancy between regular elections, for the term remaining for ~~such~~the vacant position, ~~except as provided in Section. Terms of office begin at the following January 1, above and end on December 31.~~

## 3. Elections.

At each Annual Meeting the ~~members will~~Institutional Members shall elect ~~members~~candidates to any of the elected positions on the Board of Directors due to be vacated. ~~Terms of office begin at the following January 1st. Elected Directors will serve a two-year term ending on December 31.~~ In the election of Directors each elected ~~Director~~ position shall be voted on as a separate matter with each member entitled to vote receiving one vote for each ~~Directors~~such position.

## 4. Meetings.

~~Regular~~ Meetings of the Board of Directors may be held at such time and place as the Board of Directors may by resolution designate. Directors may attend Board meetings by telephonic or other two-way connection provided that ~~the~~any Director~~(s)~~ not physically present can hear, and be heard by, all those participating in such meeting, and a Director so participating shall be deemed present for quorum purposes.

~~One of such meetings, as close in time as may be practicable to the annual meeting of the members, shall be designated by the Board as the annual meeting of the Board.~~ Special meetings may be called by the Chair or any combination of Directors constituting at least one-third of the total number of Directors then in office. In the case of a special meeting of the Board ~~of Directors~~, no business other than that specified in the notice of the meeting shall be transacted, unless all members of the Board are present at such meeting and consent to the transaction of such other business.

## 5. Quorum.

~~A majority of the Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater vote of the Directors is required by law or these bylaws, or pursuant to the Members' Agreement. In lieu of action at a normal or special meeting, the Board may act pursuant to unanimous written consent signed by all Directors in one or more~~



~~counterparts which together shall constitute a single instrument, and the Board may authorize, to the extent consistent with the laws of the Commonwealth of Virginia, the use of secure electronic signatures to sign such instruments if circulated by electronic mail.~~

A majority of the elected Directors shall constitute a quorum for the transaction of business.

## **6. Notice of Meetings.**

~~Written~~ Notice of all meetings of the Board of Directors shall be required. ~~Written notice shall be given~~ at least seven (7) days prior to regular meetings and at least fourteen (14) days prior to special meetings. The notice shall state the date, time, and place of the meeting and the purpose thereof. ~~A notice shall be deemed duly given when it is either delivered in person, dispatched by a major courier service guaranteeing delivery in three days or less, electronically mailed, or mailed by first class (domestic) or airmail (international) post, postage prepaid, to the address of such Directors as it appears on the records of the TEI-C, and shall be delivered to each Director at the address registered for them by the Secretary.~~

## **Article V: Funds**

Funds for meeting the expenses of the TEI-C Consortium may be provided in such manner as the Board of Directors may determine, including without limitation such annual or other periodic membership dues as may be fixed from time to time by the Board of Directors and specified in a Membership Agreement to be signed by each new Member of the TEI-C Consortium, and such charges for meetings, seminars, and publications as may be fixed from time to time by the Board of Directors. Charges other than for membership dues and assessments may be set on a per-person basis or any other basis deemed appropriate by the Board of Directors.

## **Article VI: Committees**

### **1. Committees.**

~~Except as provided otherwise herein, the Board of Directors from time to time may appoint such committees as it deems necessary to carry out the purposes of the TEI-C, including but not limited to any committees described in these bylaws. These committees shall be assigned the responsibilities described in these bylaws or specified by the Board of Directors and shall report to the Board of Directors and/or the members as required herein or by the Board of Directors.~~

## **2. TEI-C Technical Council .**

The ~~Board of Directors shall establish a TEI-C~~ Technical Council ~~to~~shall superintend the technical work of the TEI-C. The TEI-C Consortium, in particular (but not only) by monitoring, evaluating, and acting upon requests from the TEI Community for new features and correction of errors in the TEI Guidelines.

### **1. Membership.**

The Technical Council will shall consist of eleven (11) Council Members elected by the membership, as described in Article II twelve members, who need not be TEI-C sponsors or subscribers or constituents of TEI-C members, and non-voting staff and advisors, who. Additional non-voting Council Members may be appointed by the Council as needed to assist it in carrying out its tasks. The TEI-C Technical Council membership shall include the Chair of the Consortium and at least one other person designated by the Board of Directors. The Board shall also appoint the Chair of the or co-opted as necessary for the efficient conduct of business. Only Council. This Chair may be drawn from the Council's Members elected or appointed members.

Except by the membership as specified described in Article II these bylaws or as designated by the Board of Directors, TEI-C shall be eligible to vote in Technical Council members will be elected to two-year terms by TEI-C members, with nominations and service open to the general public; at each annual meeting the members will elect members to any of the elected positions decisions.

Candidates need not be Individual Members of the Consortium in order to be nominated and elected to serve on the TEI-C Council due to be vacated Technical Council, nor need they be affiliated with an Institutional Member of the Consortium.

## **2. Term.**

Each Technical Council Member shall be elected for a two-year term, or in the case of an election to fill a vacancy between regular elections, for the term remaining for the vacant position. Terms of office begin at the following January 1st. Elected Council members will serve a two-year term ending 1 and end on December 31.

## **3. Elections.**

At each Annual Meeting both Institutional and Individual members shall elect candidates to any of the elected positions due to be vacated on the Technical Council. In the election of Council Members each elected Council position shall be voted on as a separate matter with each Member entitled to vote receiving one vote for each Council such position.

## **The work of the TEI-C Technical Council will 4. Meetings.**

Regular meetings of the Technical Council shall be held at such time and place as necessary to carry out its work programme. The bulk of the Technical Council's work programme shall be carried out by electronic or telephonic means, but at least one meeting shall be held face to face each year.

The Technical Council may be convened upon call of the Chair, at the request of a majority of its members, at a time and place designated by resolution of the Technical Council. Council Members may attend Technical Council meetings by telephonic or other two-way connection provided that those not physically present can hear, and be heard by, all those participating in such meeting, and a Council Member so participating shall be deemed present for quorum purposes.

A record of all business transacted at the meetings of the Technical Council shall be kept, and shall be made publicly available.

## **5. Quorum.**

A majority of the elected Technical Council Members shall constitute a quorum.

## **6. Working Groups.**

The work of the Technical Council shall be to collect, propose, evaluate, and implement editorial changes to the TEI Guidelines (and its derivatives), to produce up-to-date documentation for the TEI, propose and assist in the preparation of training documents and tutorials, evaluate agreements for official TEI-C training, services, and collaborations and make recommendations to the TEI-C Board concerning endorsement of such training, services, and collaborations assist in technical endeavours of the TEI-C, and to provide consultation to the Board of Directors on technical matters or other areas of interest.

The ~~TEI-C~~ Technical Council may delegate any of these functions to appointed working groups or committees; at its discretion. The ~~TEI-C~~ Technical Council ~~will~~shall also have the power to create working groups or appoint non-voting staff and advisors with a fixed term and a specific charter. Where Consortium funding for ~~Councils~~such workgroups or ~~non-voting staff and advisors~~ (if is required) ~~must this shall be approved by the Board in advance~~subject to prior approval of the appointment. The ~~TEI-C~~ Technical Council may convene upon call of the Chair or at the request of a majority of the Board. A majority of the members of the ~~TEI-C~~ Technical Council shall constitute a quorum. Board.

## **3. TEI-C Partners.**

~~The Board of Directors shall select TEI-C Partners, using a public Request for Proposals process. Partners may be re-appointed for second and subsequent terms, but they must participate in the RFP process. In selecting Partners, the Board of Directors shall respect those fundamental principles of the TEI-C calling for international and interdisciplinary representation. Partners must be members of the TEI-C. Partners shall serve for a minimum four-year term, and shall agree, in addition to a membership fee, to provide support services for the TEI-C and to organize, convene, or assist in TEI-C meetings. Partners may also assist the TEI-C in recruiting members, raising endowment, providing training or consulting to members, and disseminating information and tools relevant to the use of TEI. Each Partner may also designate a representative to advice the board of directors and participate in its deliberations. Partner representatives may be drawn from the elected membership of the board as described in or appointed to the board by the Partner. In keeping with , Partner representatives who are not drawn from the elected membership of the board may not vote in Board decisions.~~

## **4. Nominating Committee**

~~Not less than three months prior to the notice date for each Annual Meeting of the Members, the Board of Directors shall appoint a Nominating Committee consisting of two (2) or more of the~~

~~Directors, one of whom the Board shall designate as the Chair of the Nominating Committee. The Nominating Committee shall solicit Members and others for nominees, and those nominating such candidates shall provide the Nominating Committee with written confirmation that each candidate, if elected, is willing to serve. Such candidates shall then be included on the slate of candidates proposed by the Nominating Committee. The Nominating Committee shall propose one or more candidates for each Director and Technical Council position to be elected pursuant to proxy sent to all members in connection with the notice of the annual meeting. The slate of candidates proposed by the Nominating Committee shall be contained in the notice of such meeting. In addition, the Nominating Committee shall prepare the slate of officers to be presented at the annual meeting of the Board of Directors, soliciting Board members and others, to the extent permitted in these bylaws, for such positions and securing written confirmation that each officer candidate, if elected, is willing to serve. This slate of proposed officers shall be contained in the notice of the annual meeting of Directors. Except as otherwise provided in these bylaws, in the event of a vacancy on the Board of Directors or the Council, members shall, at a regular or special meeting, elect a replacement to serve the remaining term of such vacant position.~~

## Article VII: Amendments

These Bylaws may be repealed or amended or new Bylaws adopted by affirmative vote of at least one-half of the Members of ~~TEL-C~~Consortium voting in person or by proxy at a regular or Special Meeting, or, to the extent permitted by law and not in conflict with the Articles of Incorporation, by a true majority of the Board of Directors then in office acting at a regular or Special Meeting, or by unanimous written consent of the Board. With respect to any Meeting of Members at which a Bylaw change is to be put to a vote, notice of such proposed change to the Bylaws, including the text thereof, shall be included in the notice given for such Meeting. With respect to any Board meeting at which a Bylaw change is to be put to a vote, notice of such proposed Bylaw change, including the text thereof, shall be given twenty-one (21) days before the date of such Meeting, by any of the various means set forth in Article II~~Article IV,~~ above.