

BYLAWS OF UNITED STATES SERVAS, INCORPORATED
(as amended January 12, 2012)

ARTICLE I - GENERAL

Section 1. **Name.** The name of this corporation shall be UNITED STATES SERVAS, INCORPORATED (hereinafter "U.S. Servas"). [Note: Required by law. See N-PCL, Section 301.]¹

Section 2. **Incorporation.** U.S. Servas was established in February 1963 under the Membership Corporation Law of the State of New York and submitted a Certificate of Incorporation at that time. Since the repeal of that law, U.S. Servas has been regulated as a Type B membership organization by the Not-for-Profit Corporation Law of the State of New York, effective September 1, 1970, as amended (hereinafter "N-PCL"). The Certificate of Incorporation was amended effective March 19, 1993. [Note: Required by law. See N-PCL, Sections 113, 201.]

Section 3. **Principal Office.** U.S. Servas shall maintain a registered National Office in the City of Arcata, County of Humboldt, State of California (the "National Office"), and a registered agent, who is a natural person resident in the State of New York. [Note: Required by law. See N-PCL, Sections 102, 305, 402.] The Board of Directors may from time to time determine that the National Office may be moved to another location or that additional offices may be opened, in or outside the State of New York.

Section 4. **Fiscal Year.** The fiscal year of U.S. Servas shall begin on January 1 and shall end on December 31.

ARTICLE II - PURPOSES AND ACTIVITIES

Section 1. **Mission Statement.** U.S. Servas, a non-profit membership organization, fosters understanding of cultural diversity through a global person-to-person network promoting a more just and peaceful world.

Section 2. **Purposes.** The purposes for which U.S. Servas has been formed are to promote peace, the unity of humankind, and mutual understanding of the cultures, outlooks, and problems of the people of the world. U.S. Servas works towards these goals in the following ways:

- a. Providing approved travelers with opportunities to be guests of United States citizens and residents.
- b. Providing American travelers abroad opportunities to be guests of foreign hosts.
- c. Encouraging travelers to participate in the life and work of their hosts and the communities in which they are guests.

¹ Comments in brackets explain the reason for the clause and provide citations to the relevant provisions. These comments are informative only and do not constitute a part of the Bylaws of U.S. Servas.

d. Encouraging serious studies of cultures, outlooks, and problems by hosts and guests.

e. Cooperating with national and international Servas groups and affiliated individuals in foreign countries.

f. Fostering the growth of the program of U.S. Servas nationally and internationally.

g. Making available to all members of U.S. Servas information about peace and social justice organizations and activities in which members may participate and/or share with travelers. [Note: See N-PCL, Section 201.]

Section 2. Statements of Position. Only the Board shall be authorized to take a public position on matters of concern to U.S. Servas. Such statements of position may be issued when they will further the purposes of U.S. Servas. The Board shall use its best efforts to ensure that such a position is reached by consensus and shall not delegate this authority to any committee of the Board or U.S. Servas, whether national or local, or to any person, whether Director or other.

Section 3. Restrictions. U.S. Servas shall not carry on any activities not permitted to be carried on either:

a. by an organization exempt from United States income taxation under Section 501(c)(3) of the Internal Revenue Code (hereinafter "IRC") of 1954, as amended, or

b. by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law). [Note: Clarifies tax law application to U.S. Servas. Attachment A further explains the legal standards. Attachment A does not constitute part of these Bylaws.]

Section 4. International Affiliations. Although U.S. Servas exists wholly within the United States of America and its Voting Members and Supporting Members are citizens or residents of the United States, or traveling in the United States, U.S. Servas is a part of a world wide community, the members of which are closely bound to those participants in other countries who share a commitment to promote peace, the unity of humankind, and mutual understanding of the cultures, outlooks, and problems of the peoples of the world. The organizational embodiment of this community is Servas International.

Section 5. Policy Against Discrimination. U.S. Servas shall not discriminate in any of its policies, appointments, or other activities with respect to any personal attribute which would violate the law of the United States or the law of the State of New York.

Section 6. Use of E-Mail and Other Electronic Means. Except as expressly prohibited by New York law or by these Bylaws, the use of electronic mail ("e-mail") and other electronic means, such as facsimile transmission, as well as private delivery services such as Federal Express, UPS, DHL, etc., is permitted by these Bylaws, and any reference, express or implied, to the United States Postal Service, e.g. "first class mail" of

“mail,” shall be deemed to authorize the use of e-mail **as well**.

ARTICLE III - MEMBERS

Section 1. **Categories of Membership.** There shall be two classes of members, Voting and Participating, and any Participating Member may become a Voting Member merely upon request. Members in U.S. Servas shall include, but not necessarily be limited to the following participants: current hosts and current travelers as approved by U.S. Servas, interviewers, area coordinators, host coordinators, peace and social justice contacts, Directors, Officers, members of all national committees of U.S. Servas as appointed by the Board of Directors or the Annual Meeting in accordance with Article V, Section 3 of these Bylaws, *ex officio* members of the Board as specified at Article IV, Section 7 of these Bylaws, and such other individuals who contribute to the operation of U.S. Servas as are qualified in accordance with Section 3 of this Article. Upon request, Members shall receive a copy of these Bylaws, with attachments, and Board resolutions then currently in force (“Board Policy Manual”).

a. **Voting Members.** There shall be two categories of Voting Membership in U.S. Servas. A member may be either an Elector or an Annual Meeting Member, or both.

i. **Electors.** One category of Voting Members shall consist of all current participants of U.S. Servas as designated above who request, in writing, a mail ballot, as set forth in Article IV, Section 6(d) of these Bylaws, no later than ten calendar days prior to the date designated for the return of all ballots to the National Office for counting. This category of Voting Members shall be denominated “Electors.” Only Electors shall be entitled to vote for Directors or to amend these Bylaws by vote of the membership.

ii. **Annual Meeting Members.** A second category of Voting Members shall consist of all participants of U.S. Servas, whether Electors or not, who express, in writing, their intention to attend the Annual Meeting required by Section 7 of this Article no later than ten calendar days before the scheduled date of the Annual Meeting. This category of Voting Members shall be denominated Annual Meeting Members. Only Annual Meeting Members shall be entitled to vote on all business matters which may be transacted at the Annual Meeting.

b. **Participating Members.** All other participants in U.S. Servas who neither request a ballot for the election of Directors nor express their intention to attend the Annual Meeting shall be denominated “Participating Members.” Participating Members shall have no voting rights in U.S. Servas but are encouraged to attend Annual Meetings and to participate in discussions concerning the business to be transacted. The views of Participating Members regarding any item of business at the Annual Meeting or amendment of these Bylaws should also be so elicited.

Section 2. **Prohibition of Property Rights in Membership.** No Voting Member or Participating Member shall have any property rights by virtue of membership in U.S. Servas. Neither Voting Membership nor Participating Membership may be assigned or otherwise transferred. No part of the net earnings of U.S. Servas shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except

that U.S. Servas shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the programs set forth in Article II, Section 1. [Note: Required by law. See Title 26, I.R.C. Section 501]

Section 3. Qualification of Voting and Participating Members. All Members of U.S. Servas, whether Voting or Participating, shall evidence their agreement with the purpose of U.S. Servas in writing. Any individual who is eighteen years of age or over is qualified to become a Voting Member, whether Elector or Annual Meeting Member, of U.S. Servas. Individual persons in host households may become Voting Members only if each such individual has expressly committed to the purposes of U.S. Servas as evidenced by his or her signature, including signatures by any electronic means, such as e-mail, recognized by federal or New York law. Other criteria for Voting Membership not inconsistent with these Bylaws may be specified by action of the Board or under authority delegated by the Board. The Executive Director or Office Administrator shall maintain separately the Voting Members' written evidence of agreement and alphabetical lists of Electors and Annual Meeting Members, including the respective terms of Memberships and the date of any revocation action taken.

Section 4. Selection of U.S. Servas Participants. Hosts and travelers shall be approved by interviewers following criteria specified by the Board of Directors. Interviewers shall be appointed by the Board, or under authority delegated by the Board by resolution. The Board shall determine criteria for other categories of participants. The names of contributors shall be recorded by the Executive Director or Office Administrator.

Section 5. Term of Membership. The term of each Voting Membership shall commence upon actual receipt in the National Office of a qualified Member's request for a ballot or notification of interest to attend the next Annual Meeting. Such Voting Membership shall expire at the end of one year after receipt of the request or notification. Because neither the mail election nor the Annual Meeting have a fixed date which does not vary from year to year, a "year" for purposes of this Section shall mean the period between the conclusion of one Annual Meeting and the conclusion of the next, or between the day after ballots are due of mail ballots in one year and the due date of mail ballots in the next year. In other words, Members must express their intention to attend the next Annual Meeting or to vote in the next mail election in order to vote in such election or at such Annual Meeting.

Section 6. Revocation of Membership. The revocation of any Voting Membership, whether Elector or Annual Meeting Member or Participating Membership shall only occur if the conduct of the Voting Member, whether Elector or Annual Meeting Member, or Participating Member, or of a Member's family or house hold occupants, is determined to be harmful to the welfare, standing, or best interest of U.S. Servas, or to be in neglect of such person's commitments or duties with regard to U.S. Servas. [Note: Legally advisable to make clear what is expected in order to have a sound basis for removing someone.] Revocation may occur only if the following procedures are observed:

- a. **Voting Member.** If U.S. Servas is informed of circumstances which, if confirmed, would reasonably justify revoking a Voting Membership, whether Electoral or Annual Meeting Membership, a committee consisting of the Executive Director or Office Administrator and the Board Chair shall investigate the matter, including seeking the views of the Voting Member in question, and shall make recommendation to a review committee appointed by Board resolution regarding

revocation of the Voting Membership of the individual in question. If the review committee decides, in its sound discretion, to revoke the Voting Membership of the person in question, a notice of revocation shall be given at least fifteen days prior to the effective date of such revocation. This may be given by telephone and immediately confirmed in writing sent by first class mail. The notice of revocation shall state the effective date of revocation and the reason the Voting Membership is being revoked, and shall notify the Voting Member of opportunity to submit a written appeal to the Board, not less than five days before the effective date of the revocation. Revocation of a Voting Membership does not necessarily terminate an individual's participation in other activities of U.S. Servas.

b. Participating Member. If U.S. Servas is informed of circumstances which, if confirmed, would reasonably justify revoking a Participating Membership, a committee consisting of the Executive Director or Office Administrator and the Board Chair shall investigate the matter, including seeking the views of the Participating Member in question, and shall make a decision regarding revocation exercising the committee's sound discretion. Such a decision shall be effective immediately, shall be communicated within five days by the Executive Director or Office Administrator to the Participating Member in question, and shall not be appealable to any other individual or entity within U. S. Servas.

Section 7. Annual Membership Meetings. There shall be a general Meeting, hereinafter referred to as the Annual Meeting, of the interested Voting Members of U.S. Servas once every calendar year. [*Note: Required by law. See N-PCL, Section 603(b).*] The Board shall determine the date, time and place of such Meeting, within or without the State of New York. The Board may delegate the responsibility of setting a date, time and place to the Executive or Administrative Committee.

a. Telephonic Meeting Authorized. Because U.S. Servas wants to maximize the participation in the Annual Meeting of as many members throughout the United States as possible, the Annual Meeting may also be conducted telephonically. Whenever the Annual Meeting is conducted telephonically, a procedure shall be instituted to record the attendance of off-site participants, and whether they have complied with all the requirements to be Annual Meeting Members, when they join the conference call.

b. Conduct of Annual Meeting. At the Annual Voting Membership Meeting (hereinafter, "Annual Meeting"), the Annual Meeting Members, as specified in Section 1(a)(ii) of this Article shall transact such business as may be properly brought before the Annual Meeting. Such business shall include, but not necessarily be limited to, hearing and discussing the report of the Directors regarding the financial condition of U.S. Servas [*Note: Required by law. See N-PCL, Section 519.*], considering resolutions, hearing requests to review decisions made by the Board, appointing Members of the Nominating Committee as set forth in Article V, Section 3(a) and making recommendations concerning statements of position.

c. Proposed Resolutions. Proposed resolutions for consideration by the Annual Meeting shall be submitted to the Executive Director or Office Administrator no later than sixty days before the designated date of the Meeting. [*Note: See Attachment B for an example of this schedule. Attachment B does not constitute*

part of these Bylaws.] The Board Chair, in the exercise of her or his sound discretion, may permit consideration of proposed resolutions which were submitted later than sixty days prior to the Meeting. Advice and comments relating to proposed actions by the Annual Meeting shall be solicited, where practical, from Voting Members, from Electors, and from those Members qualified to be Annual Meeting Members who do not attend such Meeting. Such comments shall be summarized to the Annual Meeting prior to the time a vote on the proposed actions is taken. The Annual Meeting should at tempt to reach a consensus before Voting on resolutions.

Section 8. Special Meetings of the Annual Meeting Members. Special Meetings of the Annual Members may be called by a vote of the Board. Special Meetings also shall be convened if demanded in writing by two percent of all Members of U.S. Servas, Participating as well as Voting. For purposes of the Special Meeting, any participant who expresses an intention to attend the Special Meeting shall be deemed an Annual Meeting Member, with all rights and privileges appertaining to such Membership. The written demand of such Members shall specify the date and month of the Special Meeting, which shall be not less than two or more than three months from the date of the written demand. The Board Chair, upon receiving the written demand, shall give notice of such Meeting to all members, whether Voting or Participating, within five business days. The Meeting shall be held at the place designated in such notice, within or without the State of New York. [Note: Section 603(c) of the N-PCL appears to give Members the right to call a Special Meeting and specifies these procedures, including the five-day notice period.]

Section 9. General Membership Meetings. In conjunction with at least every second Annual Membership Meeting, the Board shall call a general Meeting of all Members of U.S. Servas, both Voting and Participating, for discussion of changes in the organization and out look of U.S. Servas, and in general to promote community among all Members, whether Voting or Participating, consistent with the overall purposes of U.S. Servas. In order to achieve the most diverse regional representation possible at the general Meeting, the Board shall attempt to vary the location of this Meeting throughout the United States. Reasonable notice of such Meeting shall be given to all U.S. Servas Members. Participation of all local Participating Members shall be encouraged.

Section 10. Notice of Voting Membership Meetings. Written notice stating the place, date, and hour of any Voting Membership Meeting, shall be sent to each Voting Member, whether Elector or current Annual Meeting Member. Advance plans for the Annual Meeting shall be published as widely and as timely as possible among all U.S. Servas Members in order to assure the largest possible participation. In the case of a Special Meeting called under Section 8 of this Article, the notice shall state the purposes for which the Meeting is being called and at whose direction the Meeting is being called. In the case of the Annual Meeting, the notice of the Meeting shall specify the actions to be taken at the meeting, if any, as well as any other agenda item requiring discussion. If the Annual Meeting is scheduled for later than June 30, such notice shall also show, in appropriate detail, the assets and liabilities, including the trust funds, of U.S. Servas as of the end of the most recently concluded fiscal year. If notice is given personally or by first class mail, it shall be given not less than ten or more than fifty days before the date of the Meeting, or, if mailed by other than first class mail, it shall be given not less than thirty or more than sixty days before the date of the Meeting. [Note: Notice requirements are

statutory. See N-PCL, Section 605(a). See Attachment B for a sample schedule. Attachment B does not constitute part of these Bylaws.]

Section 11. **Record Date.** The record date for establishing Voting Membership shall be ten days before the date of the Annual mail ballot election or the Annual Meeting, as appropriate, in order that U.S. Servas may determine who is entitled to statutory notice of the election and/or Meeting, and to vote. [Note: The statutory requirement is not less than ten or more than fifty days. See N-PCL, Section 605(a). See Attachment B for a sample schedule.]

Section 12. **Quorum.** The quorum for the Annual Meeting or for any Special Meeting shall consist of at least twenty percent of all Members qualified to vote at the Annual Meeting, or twenty-five Annual Meeting Members, whichever is greater. The quorum for the mail election ballot shall be 100 Electors or ten percent of the Electors, whichever is less. [Note: See N-PCL, Section 608(b).]

Section 13. **Binding Resolutions.** By a vote of five Directors, the Board may override any resolution adopted by the Annual Meeting. In the event such an override occurs, the matter shall be placed on the next Annual mail ballot for election of Directors as a Special issue for determination by all Electors. A procedure shall be instituted for collecting the comments of Participating Members regarding the resolution which was overridden and making at least a summary of such comments known to Electors prior to the balloting. [Note: The requirement for a ballot is intended to get a definitive resolution when the Board and Annual Meeting disagree. Note that because the quorum at an Annual Meeting can be relatively small, i.e. 25 Members, only thirteen Members out of 4500 participants potentially could bind U.S. Servas or create a stale mate with the Board.]

Section 14. **Prohibition of Proxy, Write-in, and Cumulative Voting.**

a. **Proxy Voting.** Voting Members shall not be permitted to vote or act by proxy on behalf of another Member. Each vote cast by e-mail must be sent from the member's own e-mail address to the address required on the face of the ballot; any second or later vote sent by the same e-mail address will not be recognized and counted.

b. **Cumulative Voting.** Cumulative Voting and write in votes are prohibited, and balloting shall be accomplished in accordance with Article IV, Section 6(d). [Note: Clause in Bylaws or Certificate expressly required by law if proxy right is restricted. See N -PCL, Section 609. Also necessary for clarity if cumulative Voting is prohibited. See N-PCL, Section 617. See, *in general*, N-PCL Section 612.] The use of consensus decision-making in the Annual Meeting, as well as any special Meeting, is deemed to be one aspect of building a sense of community, since it brings members together in seeking common agreement. Because U.S. Servas wishes to involve directly as many Members as possible in its decision making, voting by proxy does not allow the development of unity which grows out of the new insights contributed by Members as they work together toward agreement.

ARTICLE IV - DIRECTORS

Section 1. **General Powers.** The affairs of U.S. Servas shall be managed by a Board of Directors ("Board"), and all corporate powers shall be exercised by the Board of Directors.

The Board may delegate its powers except as expressly prohibited by law or these Bylaws. [Note: Required by law. See N-PCL, Section 701.]

Section 2. Duties of Directors

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of U.S. Servas, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of U.S. Servas;
- c. Manage and supervise all officers, agents and employees of U.S. Servas, including providing regular evaluations of performance based on pre-determined goals and objectives, to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws and ensure that the meetings of the Board are regular and effective;
- e. Register their addresses with the Corporate Secretary of U.S. Servas and notices of meetings mailed, telegraphed or e-mailed to them at such addresses shall be valid notices thereof;
- f. Adequately fund the mission and purposes of U.S. Servas;
- g. Ensure an effective committee structure in support of the mission and purposes of U.S. Servas;
- h. Ensure fiscal oversight and legal compliance through accountability to the Members and to other funders;
- i. Set policy and direction for the organization and establish a vision for the future of U.S. Servas; and
- j. As a fiduciary to U.S. Servas, always act in ways that benefit the organization only, not one's personal interests or agenda.

Section 3. Number and Qualifications of Directors. U.S. Servas shall have up to nine Directors, of whom one shall be the Board Chair. Each Director shall be an individual who is eighteen years of age or older. [Note: Required by law. See N-PCL, Section 701.] In nominating Directors, special consideration should be given to assuring that the nominees have the special qualifications which U.S. Servas then requires and to encouraging the greatest practical regional diversity among the Directors. [Note: U.S. Servas is permitted up to fifteen Directors by its Certificate of Incorporation as amended March 19, 1993.]

Section 4. Term of Office. Directors shall be elected to serve a term of three years, as measured by the period between the Annual mail election balloting, irrespective of whether the period is more or less than 365 days, and may be reelected, unless a shorter

period is specified, such as the eighth director position that expires at the conclusion of the 2009 Annual Meeting. Specifically, such term shall begin at the conclusion of the first Annual Meeting after the election of the new Directors and shall expire at the conclusion of the Annual Meeting in the third year. No person may run for or be elected to the Board for a third consecutive term of three years, i.e., no person may serve on the Board for more than six consecutive years, unless they were first elected to a one- or two-year term of office, thereby making their maximum years of consecutive service either seven or eight years.

For these purposes, "term" shall be deemed to exclude appointments or elections for a period of less than three years, e.g., to fill a vacancy remaining in a three-year term. Thus, no person may run for or be elected or appointed to the Board for a third consecutive term of three years, i.e., no person may serve on the Board for more than six consecutive years, unless that Director was first elected or appointed to a no more than one period, thereby making their maximum years of consecutive service no more than eight years.

Section 5. Nomination of Directors. The Nominating Committee established in accordance with Article V, Section 3(a) shall have the function of nominating one or more individuals for the position of Director. Ten percent of the Voting Membership, or any fifty Voting Members, whichever is fewer, also may nominate Directors by written petition. Any such person who is nominated by petition shall be on the mail ballot. Any Member of U.S. Servas, whether Voting or Participating, may suggest nominees or be nominated for Director. [*Note: As of the end of 2006, about forty signatures would be needed, although the precise number must be determined by the Executive Director or Office Administrator, in consultation with the Board.*]

Section 6. Method of Election of Directors.

a. Staggered Terms. Two Directors shall be elected each year by the Electors for a three-year term as specified in Section 4 of this Article. [*Note: See Attachment C for how this would work. Attachment C is illustrative only and does not constitute part of these Bylaws.*] If a Director's position becomes vacant in the first or second year of her or his term of Office, the next regular mail election ballot of the Electors shall include nominees who are willing to complete such Director's term of Office. These nominees may, but need not, include the individual appointed in accordance with Section 16 of this Article, if any.

b. Balloting Process. The method of election of Directors shall be exclusively by mail ballot. All candidates for Director shall be on a single mail ballot, which shall be sent to all U.S. Servas Members who have chosen to be Electors at the most recent addresses which they provided to U.S. Servas, by first class mail, approximately three months prior to the next Annual Meeting. [*Note: Necessary in order to synchronize with other legally required dates.*] Each Elector shall cast a number of votes equal to the number of Director positions to be filled. In accordance with Article III, Section 15, only one vote may be assigned to a single nominee. Those two nominees receiving the greatest number of votes shall be elected to three-year terms as specified in Section 4 of this Article. If a Director's position must be filled because of vacancy, the nominee who receives the next greatest number of votes, provided that number is sufficient to elect the nominee, shall serve the remainder of that Director's term of Office. A secure electronic

voting process may be substituted for the mail vote. All electors will be notified by email of the process and given the opportunity to vote online. Electors who do not have email and those who prefer not to vote online will be notified by US mail and/or offered a paper ballot.

c. **Counting of Ballots.** In order to be counted and the nominees notified, all ballots must be received by the principal Office of U.S. Servas no later than sixty calendar days prior to the date of the Annual Meeting. The ballots should be counted by the Executive Director or Office Administrator in the presence of at least one Director as soon as possible but, in any event, no later than fifteen days after the deadline for receipt of the mail ballots. If a Director can not be present, the count may be witnessed by a member of the Executive or Administrative Committee. The results shall be available upon request after the count has occurred and shall be announced at the start of the next Annual Meeting. [Note: See Attachment B for a sample time table. Attachment B is illustrative only and does not constitute part of these Bylaws.] Ballots shall be brought to the Annual Meeting and shall be made available for a public recount, whenever a recount is requested by any Annual Meeting Member.

d. **Board Chair.** The Board of Directors shall name, from among its members, a Board Chair, who shall exercise the functions specified in section 12 of this Article. The person who is elected must receive a majority of the entire Board, not just the meeting quorum.

Section 7. **Ex Officio Members of the Board of Directors.** The following Officers and individuals shall be expected to attend and to participate, as non-voting Members, in all Annual and Special meetings of the Board: Treasurer, Peace and Social Justice Secretary, Legal Counsel, Past Board Chair (for a period of one year after her or his term), and Executive Director or Office Administrator. [Note: Consistent with past U.S. Servas practice.]

Section 8. **Board Meetings.**

a. **Annual Board Meeting.** The Board shall hold at least one Meeting in each calendar year on a date and at a place, within or without the State of New York, which the Board shall determine. [Note: Necessary for clarity. See N-PCL, Section 710.] The Board shall attempt to schedule its yearly Meeting in conjunction with the Annual Meeting of the Members. Notice of the time and place of the Annual Board Meeting shall be communicated to each Director and Officer personally or by first class mail, at least twenty days prior to such Meeting. [Note: Time of notice Required in Bylaws. See N-PCL, Section 711. See Attachment B for a sample time table. Attachment B is illustrative only and does not constitute part of these Bylaws.]

b. **Quarterly Board Meetings.** The Board shall endeavor to hold at least one meeting approximately every three or four months, by means of a conference telephone or similar audio or visual communication equipment which allows all participants to hear each other simultaneously.

Section 9. **Special Meetings.** Special Meetings of the Board of Directors may be called for any purpose by or at the request of the Board Chair when she or he, in her or his sound discretion, deems it advisable, and must be called by the Board Chair whenever so requested by at least any four Directors. The Board Chair may fix the place, either within or without the State of New York, for holding any Special Meeting of the Board.

Section 10. **Quorum and Voting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Meeting of the Board, except as otherwise required by other provisions of these Bylaws, the Certificate of Incorporation, or the N-PCL. In the absence of a quorum, the Board shall transact no business. In the absence of the Board Chair and Vice Chair, or if the Board Chair or Vice Chair declines to chair the Meeting, a majority of the Directors present may choose another Director for the limited purpose of chairing the Meeting. Decisions of the Board, whenever possible, shall be by consensus. In case of failure to achieve consensus, the vote of a simple majority of the Directors present constituting a quorum shall be the action of the Board, except as otherwise required by the N-PCL, the Certificate of Incorporation, or these Bylaws.

Section 11. **Telephonic Meetings.** Any one or more Directors may participate in Meetings of the Board of Directors, whether Annual or Special, by means of a conference telephone or similar communication equipment which allows all participants to hear each other simultaneously. Participation by such means shall constitute presence in person at a Special Meeting but may not be used to establish a quorum at an Annual Meeting. [Note: Required by statute if procedure used. See N-PCL, Section 708(c).] Members of the Executive or Administrative Committee, Special committees of the Board, and national committees also may participate in committee meetings by means of a conference telephone or similar communication equipment which allows all participants to hear each other simultaneously.

Section 12. **Board Action Without a Meeting.** Any action to be taken by the Board may be taken without a Meeting if the action is first proposed in writing to each Director and all Directors approve in writing of the proposed action. The evidence of such written consent shall be filed with the minutes of the Board, and such action by written consent shall have the same force and effect as though taken at a special Meeting of the Board. [Note: Required by statute if procedure used. See N-PCL, Section 708(b).]

Section 13. **Board Chair.** A Board Chair shall be elected in accordance with Section 6(d) of this Article. The Board Chair shall be a Director and shall chair the Board of Directors, except as otherwise provided in Section 10 of this Article. The Board Chair's term of office shall be no more than the term of his or her position as Director. The Board Chair serves in this position subject to the concurrence of the Board and may be replaced **at any time** by vote of no fewer than four Directors. The duties of the Board Chair shall also include, but not necessarily be limited to, the following:

- a. To serve as the primary official representative of U.S. Servas to Servas International and for other purposes, although such function may be delegated upon board approval;
- b. To have primary responsibility for operational decisions, within Board policies;
- c. To supervise the Executive Director or Office Administrator, although such function may be delegated upon board approval consistent with the provisions in

Article VII, Section 1;

d. To promote coordination among U.S. Servas committees and activities, although such function may be delegated upon board approval consistent with the provisions in Article V;

e. To verify, with the Treasurer, the financial information on U.S. Servas which is required by New York law; and

f. To help plan and facilitate National Membership Meetings, although such function may be delegated upon board approval.

The Board Chair may delegate the authority to represent U.S. Servas within the limitations set forth in Article II, except that subsections b and e of this Section may not be delegated.

Section 14. **Vice Chair.** The Board may choose one Director other than the Board Chair to be Vice Chair. At the request of the Board Chair, or in the event of her or his absence or disability, the Vice Chair shall perform the duties and exercise the powers of the Board Chair, and shall have such other powers as the Board by resolution may determine, and shall perform such other duties as may be assigned to her or him by the Board. Upon the resignation or removal of the Board Chair, the Vice Chair succeeds to the position of the Board Chair unless otherwise determined by a majority vote of the entire Board.

Section 15. **Communication with Board Members/Failure to Communicate.** Each member of the Board, whether Director or *ex officio* members, shall acknowledge receipt of communications from other Board members and the Membership. Repeated failure to acknowledge written or telephonic communications, or any other failure to perform the functions of a Board member, is adequate cause for removal from the Board, in accordance with the procedures set forth in Section 16 below. However, acknowledgment of receipt of e-mail messages is limited to Board-specific circumstances and not forms of personal harassment.

In recognition of the importance of proper governance, prior to a new Board member's first Board Meeting, the Executive Director or Office Administrator shall provide a copy of these Bylaws, a copy of the Certificate of Incorporation, a copy of all Board resolutions currently in effect, minutes of the Board meetings for the prior two years, and contact information, including U.S. Mail and e-mail addresses, and telephone and facsimile numbers of all other Board members and the Executive Director or Office Administrator.

Section 16. **Resignation or Removal.** Any Director may resign at any time by giving written notice to the Board or to the Board Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of such notice and need not be accepted to make it effective. Any Director, including the Board Chair, may be removed with cause, which shall be defined within the sound discretion of the Board, consistent with the standards set forth in Article III, Section 6, by a vote of at least five Directors, provided that notice of the proposed removal is given in the notice of the Board Meeting or in the notice of action to be taken.

Section 17. **Vacancies.** Subject to the limitations in Section 6(a) of this Article, any vacancy or vacancies on the Board, including that of the position of Board Chair, because

of death, resignation, removal, disqualification, occurrence of a tie vote between nominees for the position of Director, or any other cause, may be filled by action of the Board until the next regular mail election ballot of the Electors.

Section 18. **Compensation.** The Directors shall receive no compensation for their services. This provision, however, is not intended to prohibit any payment to a Director for expenses directly and reasonably incurred in connection with attendance at Annual or Special Meetings or in the performance of her or his duties, in accordance with policies set by the Board or the Executive or Administrative Committee.

Section 19. **Annual Budget.**

a. **Adoption.** The Board shall approve the Annual Budget for the subsequent fiscal year prior to February 1 of the budget year, including quarterly allotments of the Annual Budget for both income and expense.

b. **Quarterly Reviews.** The Board shall review quarterly, in a timely manner, the actual and projected income and expenses for the current fiscal year, and approve budget changes, if any, that are required.

c. **Board Approval of Budget and Changes Thereto.** The Board may approve the Annual Budget and changes to the Annual Budget at any regular or Special Meeting, including telephonic meetings authorized by Section 11 of this Article, except that the provisions of Section 12, concerning board action without a meeting, shall not be used to approve the Annual budget or any subsequent changes thereto.

d. **Treasurer's Obligation to Notify Board.** In the event it appears that disbursements will exceed 105% of the approved quarterly budgeted expense allotment, or revenues fail to reach 95% of the income projected, the Treasurer or Executive Director or Office Administrator shall promptly notify the Board.

ARTICLE V - COMMITTEES

Section 1. **Executive Committee of the Board.** The Board, by resolution adopted by a majority of the entire Board, may designate from among its Members an Executive Committee, which shall consist of three or more Directors. When the Board is not in session, such Executive Committee shall have all the delegable powers of the Board, except to the extent, if any, that such authority shall be limited by law or by resolution adopted by a majority of the entire Board. Such Executive Committee shall not have authority to fill vacancies on the Board, on Committees of the Board, or on the Nominating Committee, or to amend or repeal the Certificate of Incorporation of U.S. Servas or these Bylaws, or to adopt new Bylaws. [Note: Section 712 of the N-PCL expressly prohibits these enumerated actions.]

Section 2. **Special Committees of the Board.** The Board, by resolution adopted by a majority of the Directors present at a Meeting at which a quorum is present, may establish from among the Directors one or more Special committees of the Board, for such purposes and with such powers as the Board may specifically delegate to them, subject to the restrictions set forth in Section 6 of this Article. No special committee shall have or exercise the authority of the Board or the Executive Committee, if any, in the

management of U.S. Servas.

Section 3. National Committees of U.S. Servas. Either the Board or the Annual Meeting Members, by resolution adopted by a majority of the Directors or Annual Meeting Members present at a meeting at which a quorum is present, may establish from time to time National Committees for such purposes and with such powers as the Board or the Voting Membership may specifically delegate to them, subject to the restrictions set forth in Section 6 of this Article. Members of such committees may or may not include Directors, except as expressly required by these Bylaws.

a. **Nominating Committee.** There shall be a Nominating Committee with the sole function of nominating one or more individuals for open Director positions in accordance with the procedures of Article IV, Section 5 of these Bylaws. The Members of such Committee shall be named by the Annual Meeting. In the event there is no quorum at the Annual Meeting, the board shall appoint Members to the Nominating Committee. Such Committee shall be composed of at least four Members, one of which shall be a Member of the Board of Directors. No more than two Directors shall serve on the Director Nominating Committee and no member of the Nominating Committee should be a director seeking reelection in the next annual balloting.

b. **Administrative Committee.** The Board may establish an Administrative Committee. Such committee shall be composed of at least two Board Directors, the Treasurer, the Executive Director or Office Administrator, **or his/her delegate**, and one or more Voting Members, whether Electors or Annual Meeting Members, of U.S. Servas who are not Directors. The Administrative Committee shall have responsibility for the day-to-day operations of U.S. Servas and its Office(s), within the policies specified by the Board or the Executive Committee. The Administrative Committee shall choose its own chair.

c. **Other National Committees.** Either the Board or the Executive or Administrative Committee may create other committees as needed to perform needed functions. Either the Board or the Executive or Administrative Committee may name individuals to the committees so created as needed. Either the Board or the Executive or Administrative Committee may remove committee members, with or without cause. Cause is defined to include dereliction of duties as evidenced by failure to attend two consecutive committee meetings. The Board Chair, or the chairman of the committee, shall document attempts to speak with the affected committee member and shall remove such member no later than upon the third consecutive failure to attend committee meetings.”

Section 4. Local Committees. The Board may authorize the formation of local Committees, or categories of local Committees, to carry out functions of local or regional scope which are consistent with the purposes of U.S. Servas. Such Committees shall not be Committees of the corporation as defined at Section 712(e) of the N-PCL. The Board may delegate the authorization of specific categories of local committees to the Executive or Administrative Committee, a Special or National Committee of U.S. Servas, or the Peace and Social Justice Secretary, as appropriate. Unless otherwise specified in a Board or Committee resolution authorizing a local Committee, membership in such local Committees shall not require Board appointment. Members of local Committees may or

may not be participants of U.S. Servas. The Board, in the exercise of its sound discretion, may terminate the authorization for any individual local committee or any category of local Committees.

Section 5. **Committee Rules.** Each Committee, whether Executive, Special, National, or local, may adopt rules for its own governance, provided such rules are not in consistent with these Bylaws or with resolutions adopted by the Board.

Section 6. **Restrictions on Special Committees, National Committees of U.S. Servas, and Local Committees.** Special Committees, National Committees of U.S. Servas, and local Committees shall have only the lawful powers specifically delegated to them, but they shall not have or exercise the authority of the Board in the governance of U.S. Servas. [*Note:* Legal requirement. See N-PCL, Section 712.]

Section 7. **Tenure.** Unless otherwise specifically provided in the resolution designating the Committee, each Member of any Committee, by whatever method appointed, shall hold office until the conclusion of the next Annual Meeting of the Board, or until a successor is designated, or until her or his death, resignation, or removal, whichever occurs first.

Section 8. **Resignation or Removal.**

a. **Committee Chair.** Each Committee shall endeavor to name its own chair, who shall report to the Board on no less than a quarterly basis. With the sole exception of the Nominating Committee, the Board Chair, in consultation with either the Executive or Administrative Committee or the Board, may remove a committee chair for cause, such cause to be defined in the discretion of the Board Chair, including the failure to fulfill the specified functions of the committee or the individual tasks to which the committee chair has committed. Where the committee members cannot agree on a committee chair, the Board Chair shall appoint a committee chair, who may but need not already be a member of that committee.

b. **Committee Members.** Any Member of a Committee may resign from that Committee at any time by giving a written notice of resignation to the Board Chair or the Executive Director or Office Administrator, or the Chair of that Committee. Unless otherwise specified therein, the resignation shall take effect upon receipt thereof. Any Member of the Executive Committee of the Board may be removed from the Committee at any time, by resolution adopted by a majority of the entire Board. Any Member of any Special Committee of the Board or any National Committee of U.S. Servas may be removed from that Committee by resolution adopted by a majority of the Directors present at a Meeting at which a quorum is present. Any Member of a local Committee may be removed from the Committee by a majority vote of a quorum of the Board; or if the local Committee was authorized by a national committee upon the delegated authority of the Board, by a majority vote of a quorum of that national committee; or by other means consistent with the rules adopted by that local Committee. [*Note:* These different standards are implied by law for executive, special, and national committees. See N-PCL, Section 712.]

c. Committee Chairs. Each committee shall endeavor to name its own chair, who shall report to the Board on no less than a quarterly basis. With the sole exception of the Nominating Committee, the Board Chair, in consultation with either the Executive Committee, the Administrative Committee or the Board at large, may remove a committee chair for cause, such cause to be defined in the discretion of the National Chairperson, including the failure to fulfill the specified functions of the committee or the individual tasks to which the committee chair has committed. Where the committee members cannot agree on a committee chair, the Board Chair shall appoint a committee chair, who may but need not already be a member of that committee.

ARTICLE VI - OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a Board Chair, a Vice Chair, a Corporate Secretary, a Treasurer, a Peace and Social Justice Secretary, and a Legal Counsel. Any number of offices may be held by the same person except that neither the Corporate Secretary nor the Treasurer may serve as the Board Chair or Vice Chair of the Board. Unless elected in their own right as Directors, Officers are *ex officio* members of the Board.

Section 2. Treasurer. The Treasurer, who may or may not be a Director, shall be appointed by the Board to serve a term of two years. The Treasurer, under the general supervision of the Board, shall have custody of the monies and investments belonging to U.S. Servas; shall deposit all funds received, in the name of U.S. Servas, with a bank or banks designated by the Board; shall make disbursements and investments of U.S. Servas's funds in accordance with the guidelines or regulations prescribed by the Board; shall keep proper books of accounts; and annually and at other such times as may be required, shall submit to the Board or, as requested, to the Executive or Administrative Committee, a report on the financial condition of U.S. Servas including, but not necessarily limited to, receipts and disbursements; and shall verify the Board's Annual report to the Annual Meeting and such information regarding the assets and liabilities of U.S. Servas as may be required by Article III, Section 10 of these Bylaws. The Treasurer may delegate authority for making deposits and disbursements to the Executive Director or Office Administrator, subject to any restrictions or guidelines prescribed by the Board. [Note: Responsibility to "verify" the Board's report on U.S. Servas's financial condition is expressly required by law. See N- PC L, Section 519. If the Board Meeting occurs just after the Annual Meeting, the Board must find some means to discuss the Treasurer's report before the Board submits its own financial report to the Annual Meeting.]

Section 2. Corporate Secretary. The Board shall appoint a Corporate Secretary. The Corporate Secretary shall:

- a. Certify and keep at the National Office the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- b. Keep at the National Office or at such other place as the Board may determine, a book of minutes or all meetings of the Directors, and, if applicable, committees of Directors or Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;
- e. Keep at the National Office a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, the Corporate Secretary shall record such fact in the membership record together with the date on which such membership ceased. Such membership record may be kept in electronic form.
- f. Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of U.S. Servas; and
- g. In general, perform all duties incident to the office of Corporate Secretary and such other duties as may be required by law, by the Articles of Incorporation of U.S. Servas, or by these Bylaws, or which may be assigned from time to time by the Board.

Section 3. Peace and Social Justice Secretary. The Board shall appoint a Peace and Social Justice Secretary. Subject to the limitations imposed by Article II, the Peace and Social Justice Secretary shall seek to establish, expand, and maintain a network of Peace and Social Justice contacts throughout the United States, and shall encourage the establishment of local peace and social justice committees wherever possible. Such Committees and contacts shall be responsible to the Peace and Social Justice Secretary for actions within their areas of responsibility. Consistent with the purposes of U.S. Servas and the practice of Servas International, the Peace and Social Justice Secretary shall have general charge and supervision of providing for cooperation and exchange of information with other peace organizations; arranging representation of U.S. Servas at peace and social justice conferences, where possible and beneficial; contributing Articles to Servas International News and the U.S. Servas Newsletter; advising the Board and the Annual Meeting on peace and social justice issues; encouraging the peace and social justice functions of U.S. Servas; and carrying out any other powers and duties as are properly delegated to her or him by the Board.

Section 4. Legal Counsel. The Board shall name a Legal Counsel who shall be a licensed attorney familiar with New York's N-PCL. The Legal Counsel shall have and exercise general charge and supervision of the legal affairs of U.S. Servas, subject to the control of the Board, and shall perform such other duties as may be assigned by the Board.

Section 5. Other Officers. The Board may appoint other Officers of U.S. Servas by resolution adopted by majority vote at a Meeting at which there is a quorum.

Section 6. Compensation of Officers. Officers shall serve without compensation, except that their necessary, actual, and reasonable expenses associated with the performance of their duties, including attendance at required Meetings, may be

reimbursed as determined and approved by the Board. This provision, however, is not intended to prohibit any payment to Legal Counsel for expenses necessarily and reasonably incurred in connection with the defense of U.S. Servas in the course of litigation, in an amount as determined and approved by the Board.

Section 7. **Resignation or Removal.** Any Officer may resign at any time by giving a written notice of resignation to the Board of Directors. Unless otherwise specified therein, the resignation shall take effect upon receipt thereof. Any Officer may be removed from her or his position at any time, by resolution adopted by a majority of the Directors present at a Meeting at which a quorum is present.

ARTICLE VII - EXECUTIVE DIRECTOR or OFFICE ADMINISTRATOR

Section 1. **Appointment and Duties.** The Executive or Administrative Committee, subject to the approval of the Board of Directors, shall select and appoint an Executive Director or Office Administrator. The Executive Director or Office Administrator shall have responsibility for day-to-day decision making under the policy direction of the Board, the Executive Committee, the Administrative Committee, and the Board Chair, including the selection and supervision of authorized staff, management of National Office and National Office functions, and, under authority of the Treasurer, make deposits and disbursements of U.S. Servas funds. In addition, the Executive Director or Office Administrator shall coordinate the Administrative work undertaken by various Committees and provide other support to U.S. Servas governance processes and the Annual Meeting. Further, if denominated a Executive Director, he or she shall have responsibility for the development of U.S. Servas and its public relations and shall work towards increasing the profile of U.S. Servas. The Executive Director or Office Administrator shall be supervised by the Board Chair in consultation with the Executive or Administrative Committee, and such supervision may be delegated to a Board Member or Office who lives close to the National Office.

Section 2. **Compensation.** The Executive Director or Office Administrator shall receive a salary as compensation for all services required of her or him. The amount of such salary shall be fixed by the Executive or Administrative Committee and approved by the Board.

Section 3. **Resignation or Removal.** Resignation of the Executive Director or Office Administrator shall be communicated in writing to the Board Chair or the Executive or Administrative Committee. The Board Chair may remove the Executive Director or Office Administrator for cause after consultation with the Executive or Administrative Committee and subject to an appeal to the Board of Directors. The Legal Counsel shall be consulted before any decision to remove the Executive Director or Office Administrator or any other employee of U.S. Servas is reached.

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

Section 1. **Amendments by the Board.** When ever possible, amendments to these Bylaws shall be adopted by consensus of the Board of Directors. In case of failure to reach a consensus and subject to the N-PCL, the Certificate of Incorporation, or specific provisions of these Bylaws, these Bylaws may be amended or repealed by a vote of five Directors. Any changes to these Bylaws by the Board shall be placed on the agenda of the next Voting Membership Meeting, whether Annual or Special, for discussion.

Section 2. **Amendments by the Voting Membership.** Amendments to these Bylaws may be proposed to the Board for addition to the Board agenda by any participant of U.S. Servas. Any proposed amendment supported by a petition signed by ten percent (10%) of the Voting Membership, including the Annual Meeting Members and the Electors, or any fifty Voting Members of U.S. Servas, whichever is fewer, shall be the subject of a vote by the Voting Membership of U.S. Servas. Subject to specific provisions of the N-PCL or these Bylaws, these Bylaws may be amended by a majority vote of the Voting Membership, voting by mail ballot. Notice of any proposed amendment shall be sent to all Voting Members, postage prepaid, not less than thirty or more than sixty days before the due date of the ballot. A procedure shall be instituted for collecting the comments of members of U.S. Servas regarding the proposed amendments prior to the balloting and making at least a summary of these comments known to the Voting Members. Any amendments approved by the Voting Membership shall be placed on the agenda of the next Meeting of the Board. [Note: A mail ballot will guarantee the greatest level of participation.]

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of U.S. Servas and such Bylaws were duly adopted either by the Board of Directors or the Electors of U.S. Servas.

Grant Barnes
Legal Counsel and Corporate Secretary

August 25, 2007
Date

Adopted 7/23/90 by the Board of Directors and as Amended by the Board of Directors on 07/24/91, 01/25/92, 08/21/92, 05/17/93, 08/22/93, 08/21/94, 02/20/97, 06/18/97, 7/28/02, 10/26/04, 10/13/06, 12/3/06, 08/25/2007 and 05/04/2008, and as Amended by the Voting Membership by Mail Ballot effective 09/10/2004. On 7/22/2007 Grant Barnes corrected a typo to change "New York Office" to "National Office." Amended by the Board of Directors on 5/4/2008 to revise the date of approval of the fiscal year budget to January 31 of the budget year. Amended 10/2/11 to allow for electronic ballots to be used in the election of directors. Amended 1/21/12 to increase the number of directors to "up to 9."

ATTACHMENT A
Clarification of Article II, Section 3

Specifically, notwithstanding the purposes of U.S. Servas enumerated in Section 2 of Article II, U.S. Servas is expressly prohibited from participating in political campaigns for or against any nominee for public office in order to maintain its preferred 501(c)(3) tax status. See Title 26, I.R.C. Section 501. U.S. Servas also is prohibited from “substantial” lobbying, or expending any “substantial” monies for lobbying, to influence legislation either by making any attempt to influence legislation through a move to affect the opinions of the general public or any segment thereof regarding specific legislation; or by making any attempt to influence any legislation through communication with any member or employees of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Because “substantial” is not well-defined and each case will be determined on its own facts, U.S. Servas should be cautious in expending any funds for lobbying. Such prohibitions, however, do not restrict U.S. Servas from making available the results of non-partisan analysis, study, or research; providing technical advice or assistance (where such advice would otherwise constitute the influencing of legislation) to a government body, or to a committee or other subdivision thereof, in response to a written request by such body or subdivision; appearing before, or communicating with, any legislative body with respect to a possible decision of that body which might affect the existence of U.S. Servas, its powers and duties, its tax-exempt status, or the deduction of contributions to U.S. Servas; and participation, as an approved non-governmental organization or otherwise, in discussions with international organizations, including but not limited to the United Nations and its constituent bodies, in furtherance of the purposes of U.S. Servas.

ATTACHMENT B
Sample Time Table For Annual Meeting, Balloting and Resolutions

Numbers at right are days before Annual Meeting.
 Count back wards once the dates of the Annual Meeting are known.

- Publicize National Meeting to include: - 140 days
 - * date of Meeting and nomination dead line
 - * resolution submission deadline
 - * ballot request deadline
- Close of nominations - 110 days
 - * from Nominating Committee
 - * by petition (for Directors only)
- Deadline to propose bylaw amendments to be added to the ballot - 110 days
- Send ballots to all participants who have requested ballots and have agreed to be Electors - 90 days
- Deadline to become an Elector and/or to request a ballot - 70 days
- Ballots due back in the National Office - 60 days
- Count ballots: ASAP after due date but no later than 15 days before Meeting in order to notify nominees of the election results. - 60 to - 45 days
- Deadline for resolutions proposed for Annual Meeting of Voting Members - 60 days
- Send Formal Notice of Meeting to all Electors and all other Participants who have expressed their intention to attend the Annual Meeting to include: - 40 days
 - * proposed resolutions and deadline for non-attender's comments
 - * Required financial information
- Deadline for comments on proposed resolutions from participants who cannot attend the Annual Meeting - 10 days
- Date of record for establishing who are qualified as Annual Meeting Members: - 10 days before the Annual Meeting

ATTACHMENT C
Staggering of U.S. Servas Director Terms

Position	'08	'09	'10
1	Robert Allekotte ('08)		
2	Nancy Wilson ('08)		
3	John Gunther ('08)		
4		Daryl Chinn ('09)	
5		Grant Barnes ('09) [following term only one year]	
6		Carlos Bailey ('09)	
7			Nancy Mitchell ('10)