

# **SRUTI - THE INDIA MUSIC AND DANCE SOCIETY - CONSTITUTION AND BY-LAWS**

## **ARTICLE 1. NAME**

The name of the organization shall be “SRUTI – The India Music and Dance Society,” hereinafter called SRUTI or the Society.

## **ARTICLE 2. AIMS, OBJECTIVES AND ACTIVITIES**

SRUTI is a non-profit association organized exclusively for cultural, charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future Federal tax code). Specifically, its aims and objectives are:

1. To promote and foster the classical music and dances of India, in particular, of South India.
2. To bring together, in a spirit of cooperation and unity, all those people of the Delaware Valley that are interested in these arts, and to effectively serve their common interest.

SRUTI will pursue these objectives through the following activities:

- a) Arrange programs of classical music and dance by reputed artistes;
- b) Collaborate with, support and assist, other sponsors (individuals as well as institutions) of such programs;
- c) Seek the cooperation of other cultural associations in developing a large body of members so the Society may serve as large a number of people as possible, and
- d) Act in any other manner that would create, promote, and nurture interest in the aforementioned arts. e.g., organize workshops, seminars.

## ARTICLE 3. MEMBERSHIP

### Section 1. Eligibility

Any individual or family that subscribes to the objectives of the Society is eligible for membership of the Society. Eligibility shall in no case be governed by race, color, sex, nationality, language or religion.

### Section 2. Categories of Membership and Dues

#### (1.1) General

a) General Membership: This category of membership is open to any individual or family that pays the appropriate annual membership dues in a manner stipulated by the Board of Directors.

b) Regular Life Membership: This category of membership is open to any eligible individual or family that pays the appropriate dues in a manner stipulated by the Board of Directors. Any benefits provided to a regular life member at the time of becoming a regular life member shall not be reduced subsequently.

c) Donor Life Membership: This category of membership is open to any eligible individual or family that pays the appropriate dues in a manner stipulated by the Board of Directors. A donor life member will receive all the benefits given to a regular life member. The Board of Directors may institute additional benefits to a donor life member. Any benefits provided to a donor life member at the time of becoming a donor life member shall not be reduced subsequently.

d) Patron Life Membership: This category of membership is open to any eligible individual or family that pays the appropriate dues in a manner stipulated by the Board of Directors. A patron life member will receive all the benefits given to regular life members. The Board of Directors may institute additional benefits to a patron life member. Any benefits provided to a Patron life member at the time of becoming a patron life member shall not be reduced subsequently.

#### (1.2) Special

a) Core Annual Supporter Membership: This category of membership is open to a member who pays the appropriate dues in a manner stipulated by the Board of Directors. The Board of Directors shall determine the benefits and duration of membership of this category. Any benefits provided to a core annual supporter member shall be valid for the entirety of the membership period.

b) Honorary Life Membership: Upon the recommendation of the Board of Directors, the Honorary Life Membership may be conferred by the Society on individuals who have made significant contributions to the Society in furthering its objectives, or to the fields of art that are of interest to the Society, or to the community at large.

**(2) Family**

For purposes of membership and its incidents, a family is considered as consisting of parents, their dependent children, and any other dependent relative or relatives living with them. Any person belonging to a family, if he or she should so desire, can become a member of the Society in his or her own individual capacity, subject to the conditions of eligibility, by paying the appropriate membership dues.

**(3) Membership Dues**

The Membership dues shall be as determined by the Board of Directors from time to time. The annual membership dues shall be payable as of January 1 of each year.

A General membership may be converted to any category of Life membership by paying the difference between the respective dues.

A Regular life membership may be converted to a donor or patron life membership by paying the difference between the respective dues.

A Donor life membership may be converted to a patron life membership at any time by paying the difference between the respective dues.

**(4) Admission to Membership**

An individual or family shall be considered a member of the Society upon receipt of membership dues in the proper amount by the Society.

## **ARTICLE 4. THE BOARD OF DIRECTORS**

### **Section 1. Definition**

1. The affairs of the Society shall be managed by a Board of Directors, hereafter referred to as the Board, consisting of the following per article 6 below:

President,  
President-Elect,  
Secretary,  
Treasurer,  
Director (Marketing and Publicity),  
Director (Resources and Development),  
Director (Publications and Outreach),  
Director (1),  
Director (2)

2. The members of the Board of Directors will be elected by the general membership at an Election Meeting.

### **Section 2. Eligibility of members of the Board**

A member of the Board must be of legal age, a member in good standing, and must have been a member of the Society for at least 6 months prior to the date of election. At any given point no more than one person belonging to a family (as defined in Article 3, Section 2(2)) can hold office in the Board.

### **Section 3. Terms of office**

The terms of office of the President and President-Elect shall generally be for one year or until the next Election Meeting. The President-Elect shall automatically become the President at the close of the next Election Meeting. The terms of office of each of the other members of the Board shall be for two years or until a successor is elected. The terms of all members of the Board shall begin at the close of the Election Meeting at which they are elected.

### **Section 4. Resignation**

Any member of the Board deciding to resign from the Board of Directors shall submit his/her resignation in writing to the Board of Directors.

### **Section 5. Vacancy**

1. President: If the Presidency falls vacant for any reason, the President-Elect shall act as the President for the remainder of the term and shall become the President at the close of the next Election Meeting. The acting President shall appoint within four (4) weeks of the arising of such vacancy on the Board, a member of the Society to fill the vacancy on the Board for the remainder of the term, subject to the majority consent of the Board. This

person shall only hold the title of a Director of the Board and perform any duties assigned by the President. The member so chosen for appointment shall not already have been a member of the current Board, and shall, in addition fulfill the other conditions of eligibility of members of the Board described in Section 2 of this article. The members of the Society shall be informed of the changes within four (4) weeks of the date of the appointment.

2. President-Elect: If the President-Elect position falls vacant, the President shall appoint within four (4) weeks of the arising of such a vacancy on the Board, a member of the Society to fill the vacancy in the Board for the remainder of the term, subject to the majority consent of the Board. This person shall only hold the title of a Director of the Board and perform any duties assigned by the President. The member so chosen for appointment shall not already have been a member on the current Board, and shall, in addition fulfill the other conditions of eligibility of members of the Board described in Section 2 of this article. The members of the Society shall be informed of the appointment within four (4) weeks of the date of the appointment. Also there shall be an election for the office of the President at the next Election Meeting along with the other offices described in Article 6, Section 2.

3. If both the President and the President-Elect positions fall vacant, a special Election Meeting shall be held within four (4) weeks of such vacancies to elect a President to fill the remainder of the term of the President. The meeting shall be called by the Secretary. The person elected shall continue as the President after the close of the next Election Meeting. To fill the vacancy of the office of the President-Elect, the President shall appoint within four (4) weeks of the arising of such a vacancy on the Board, a member of the Society to fill the vacancy in the Board for the remainder of the term, subject to the majority consent of the Board. This person shall only hold the title of a Director of the Board and perform any duties assigned by the President. The member so chosen for appointment shall not already have been a member on the current Board, and shall, in addition fulfill the other conditions of eligibility of members of the Board described in Section 2 of this article. The members of the Society shall be informed of the appointment within four (4) weeks of the date of the appointment

Exception: If the two vacancies occur within three (3) months of the next Election Meeting, the members of the Board shall elect one amongst themselves to act as the President, and the members of the Society shall be informed of the appointment within four (4) weeks of the date of the appointment. There shall be an election for the office of President at the next Election Meeting along with the other offices described in Article 6, Section 2.

4. Othermembers of the Board: If any other board position falls vacant, the President shall appoint within four (4) weeks of the arising of such vacancy a member of the Society to fill the vacancy for the remainder of the term, subject to majority consent of the Board of Directors. The member so chosen for appointment shall not already have been a member of the current Board of Directors, and shall, in addition, fulfill the other conditions of eligibility of members of the Board described in Section 2 of this Article. The members of the Society shall be informed of the appointment within four (4) weeks of the date of the appointment.

5. If, due to unusual circumstances, four or more such vacancies occur within twelve months of the election, fresh elections shall be called to elect a Board of Directors. If the vacancies include both the President and the Secretary, then the elections shall be called by a Director authorized by the remaining members of the Board of Directors.

## **Section 6. Duties of members of the Board**

The duties of the members of the Board, shall include the following:

### **1. President:**

- Preside over all meetings of the Society/Board of Directors and be responsible for maintaining order and discipline during its proceedings;
- Keep the Board of Directors fully informed of all proposals received from artistes and their sponsors and any request coming from a member;
- Carry out all the resolutions of the Society and be responsible for overseeing all of its activities;
- Coordinate the work of various committees;
- Maintain good relationship with the membership, the public at large, and with other organizations;
- Represent, or authorize another member of the Board or member to represent, the Society in dealing with outside organizations and agencies;
- Serve as ex-Officio member of various committees of the Society, if so desired by the Committees, except the Election Committee.

### **2. President-Elect:**

- Assist the President in the overall discharge of his/her duties, and in particular, in developing and maintaining public relations;
- Work with the Director (Resources and Development) and be in charge of publicity efforts to maintain and enlarge membership;
- Present an activities report at the Election Meeting;
- Function as President in the latter's absence;
- Along with the President, manage all tasks related to event production, including contracts with the artistes, cosponsors, technical requirements for the event, hosting and local hospitality for the artistes, event execution;
- Perform any duties assigned by the President.

### **3. Secretary:**

- Keep minutes of the Board meetings;
- Take charge of all documents belonging to the Society when requested;
- Maintain an up-to-date list of all members, members of the Board, and members of various committees of the Society;
- Notify members of the Board and members of all meetings and other activities of the Society;
- Perform any duties assigned by the President.

4. Treasurer:
  - Maintain up-to-date records of all financial transactions of the Society;
  - Receive and deposit monies owed to the Organization;
  - Pay bills of all expenses authorized by the President;
  - Assist the Secretary in maintaining a current list of members;
  - Present a complete, audited financial report at the Election Meeting.
  
5. Director (Marketing and Publicity):
  - Plan and implement all marketing efforts;
  - Manage publicity in the print and electronic media;
  - Work with the President in all efforts towards improving the image of the Society with the community at large;
  - Work with the Director (Publications and Outreach); Perform any duties assigned by the President.
  
6. Director (Resources and Development):
  - Be the chair of the Resources and Development Committee;
  - Assist the President-Elect in membership drives;
  - Identify sources of funding agencies including individuals and benefactors;
  - Work with funding agencies to improve the financial strength of the Society;
  - Work toward the long range development of the Society;
  - Perform any duties assigned by the President.
  
7. Director (Publications and Outreach):
  - Be the chair of the Publications and Outreach Committee;
  - Responsible for all print and electronic publications of the Society;
  - Responsible for the Society's website maintenance and development;
  - Develop contact with area school, colleges, and cultural institutions and propagate Indian classical music and dance among them;
  - Coordinate with local music and dance teachers, visiting artistes and scholars and develop the Society's mission of fostering Indian classical music and dance;
  - Perform any duties assigned by the President.
  
8. Director (1):
  - Work with the rest of the members of the Board in promoting the programs of the Society;
  - Perform any duties assigned by the President.
  
9. Director (2):
  - Work with the rest of the members of the Board in promoting the programs of the Society;
  - Perform any duties assigned by the President.

## **Section 7. Quorum**

A quorum consisting of a majority of the Board of Directors shall be required at all meetings of the Board. No proxies shall be allowed. A meeting postponed due to lack of quorum may not be reconvened the same day. Quorum shall be required at the reconvened meeting.

## **Section 8. Notification**

Members can be notified via direct mail (to valid addresses currently on file) or e-mail (to valid email addresses currently on file). This would apply to all correspondence the Society has with members, including Election notification. All notifications must also be posted on Sruti's official website.

## **ARTICLE 5. OTHER COMMITTEES**

### **Section 1. Marketing and Publicity committee**

1. A Marketing and Publicity Committee shall be appointed by the President in consultation with the Director, Marketing and Publicity, promptly after the Election Meeting at which the Director, Marketing and Publicity is elected. It shall be composed of Director, Marketing and Publicity, and two to four (2-4) other members.
2. The term of office of each appointed member of Marketing and Publicity Committee shall be two (2) years.
3. The Marketing and Publicity Committee shall be responsible for
  - Disseminating the information about the upcoming programs, outreach events and sponsorship schemes to the Sruti community and to the mainstream audience
  - Managing the Sruti sponsorship, annual and life memberships and maintaining contacts with the sponsors and members on an ongoing basis
  - Posting the event information in various avenues such as websites and publications
  - Managing the ticketing for individual events in various outlets
  - Conducting audience satisfaction results and providing feedback for ongoing improvements to the Sruti Board of Directors
  - Working with the Publication and Outreach committee in their outreach programs.
4. The Director, Marketing and Publicity Committee shall be the Chair of the Marketing and Publicity Committee.
5. Any vacancies in the Marketing and Publicity Committee of the appointed members shall be filled by the President in consultation with the Director, Marketing and Publicity.
6. The Marketing and Publicity Committee shall report to the Board on a regular basis.

A report of the Marketing and Publicity Committee shall be presented at the Election Meeting by an authorized member of the Committee.

## **Section 2. Resources and Development committee**

1. A Resources and Development Committee shall be appointed by the President in consultation with the Director (Resources and Development), promptly after the Election Meeting at which the Director (Resources and Development) is elected. It shall be composed of Director (Resources and Development), and the Treasurer (both ex-officio) and three (3) other members.
2. The term of office of each appointed member of Resources and Development Committee shall be two (2) years or until a successor is appointed.
3. The Resources and Development Committee will function in an advisory capacity to the Board of Directors. Its functions would be develop and make recommendations to the Board of Directors concerning the following;
  - Fund-raising programs;
  - Membership drives;
  - Long-range plan;
  - Any other activities needed to improve the financial and other resources of the Society.
4. The Director (Resources and Development) shall be the Chair of the Resources and Development Committee.
5. Any vacancies in the Resources and Development Committee of the appointed members shall be filled by the President in consultation with the Director (Resources and Development).
6. The Resources and Development Committee shall report to the Board on a regular basis.
7. A report of the Resources and Development Committee shall be presented at the Election Meeting by an authorized member of the Committee.

## **Section 3. Publications and Outreach Committee**

1. A Publications and Outreach Committee shall be formed by the President in consultation with the Director (Publications and Outreach), promptly after the Election Meeting at which the Director (Publications and Outreach) is elected. It shall be composed of the Director (Publications and Outreach) (ex-officio) and two to four (2-4) other members.
2. The term of office of each appointed member of the Publications and Outreach Committee shall be two (2) years or until a successor is appointed.
3. The Publications and Outreach Committee shall

- Be responsible for all the Society's print and electronic publications including but not limited to periodical newsletters, souvenirs as needed, any book publications of the Society;
  - Maintain the Society's website on the Internet and enhance it as warranted;
  - Any other activities needed to enhance communication between the Society and the members;
  - Keep an inventory of all electronic and audio products of the Society pertaining to the SRUTI concert recordings.
4. The Publications and Outreach Committee shall develop materials and make recommendations to the Board concerning:
- Reaching out to the educational institutions in the area to propagate Indian music and dance;
  - Working with other cultural organizations in the area to enrich the cultural life of the community;
  - Any other activities that enhance the effectiveness and standing of the Society in the area.
  - Any special publications and communications of the outreach committee shall be with approval of the Board of Directors.
  - Working with the Marketing and Publicity Committee in the outreach activities.
5. The Director (Publications and Outreach) shall be the Chair of the Publications and Outreach Committee.
6. The Publications and Outreach Committee shall report to the Board on a regular basis.
7. A report of the Publications and Outreach Committee shall be presented at the Election Meeting by an authorized member of the Committee

### **Section 3. Other Standing or Special Committee**

The President shall appoint such other Committees, Standing or Special, as the Board shall deem necessary to carry on the work of the Society effectively. The President shall serve as an Ex-officio member of any or all such committees, if so desired by those committees, except the Election Committee.

## **ARTICLE 6. ELECTION AND OTHER MEETINGS**

### **Section 1. Election Meeting**

1. A general meeting of the Society shall normally be held once a year, at a time and place decided by the Board, for the purpose of electing new Board of Directors. This meeting shall be known as the Election Meeting. Financial and Activities reports of the Society for the term shall also be presented at this meeting by duly authorized members of the Board, the Marketing and Publicity Committee, the Resources and Development Committee, and the Publications and Outreach Committee.
2. An Election Meeting may also be held in the event that, during the normal term, five vacancies have been filled within six (6) months after the last election. The election would be for the offices which were filled to replace previously elected members of the Board and shall be for the remainder of the respective terms of those offices.
3. The notice of the Election Meeting shall be sent to all members of the Society at least three (3) weeks prior to the date of the meeting.
4. Twenty-five (25) members of good standing including proxies, if any, shall constitute a quorum.
5. A quorum shall be required at the Election Meeting. If the quorum is not satisfied, the meeting shall be adjourned and reconvened between two (2) and four (4) weeks. A notice of at least one (1) week shall be given of the reconvened meeting. Quorum shall be required at the reconvened meeting.

### **Section 2. Election of members of the Board**

1. Elections for the offices of the Board shall alternate each year per the following scheme
  - (a) President-elect, Secretary, Director (Publications and Outreach), Director (Marketing and Publicity), Director (1)
  - (b) President-elect, Treasurer, Director (Resources and Development), Director (2)

Exceptions:

- (a) Election for the office of the President shall be held when needed as described in Article 4, Section 5(1)
- (b) If at any time elections are held for the full Board, the above sequence of elections would be followed.

2. The election shall be conducted by an Election Committee consisting of a Chairman and two members appointed by the President at least three (3) weeks prior to the date of election. The President shall not be eligible to serve on this Committee in any capacity. All three members of the Election Committee shall be members of the Society in good standing and in addition, the Chairman of the Election Committee shall have been a member of the Society for at least six (6) months prior to the date of the appointment. None of the members of the Election Committees shall be a candidate for any office for which the election is being held.

3. The functions of the Election Committee shall be as follows;

- Receive nominations: nominations for any office shall be received until the time of election;
- The nomination form should contain a certification by the nominee that he or she has read and agrees to abide by the by-laws;
- Verify eligibility of each nominee and present a list of candidates for each office;
- Devise a suitable procedure for voting that ensures fairness and impartiality;
- Conduct the Voting Process;
- Determine the validity of votes cast and count the votes; and
- Declare results.

4. If, in the case of election to any office, there is a tie between/among candidates, there will be a run-off election between/among candidates involved in the tie. The run-off election shall be held at the same election meeting.

5. Each member, individual or family, has one vote. Splitting of votes shall not be allowed.

6. A member entitled to vote may vote by proxy, appointed in writing by the member. Such proxies shall be filed with the Election Committee before or at the Election Meeting.

7. The Election Committee shall automatically cease to exist after one (1) week from the date of the election, unless its term is extended by the President.

8. In all matters pertaining to the election, the decision of the Election Committee shall be final and binding.

### **Section 3. General Meeting**

1. A General Meeting of all members, in addition to the Election Meeting, may be held if the members of the Board so decide or at the written request of not less than twenty (20) members of the Society who are in good standing. The purpose of the meeting shall be stated in the notice.

2. The notice of a General Meeting shall be sent to all members of the Society at least three (3) weeks prior to the date of the meeting.

3. Quorum as outlined in Article 6, Section 1(4), is required at any General Meeting.

### **Section 4. Proxies**

Written proxy voting would be permitted at election and general meetings. The voting should be specific to any issue or issues per the agenda and shall be restricted to an “aye” or a “nay” vote only. The vote should be registered with the Secretary before the meeting. Proxy voting shall not be considered for any issues arising at the meeting.

## **ARTICLE 7. FINANCES**

### **Section 1. Inurement of Funds**

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, members of the Board, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on

- (a) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or
- (b) by a corporation/organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

### **Section 2. Bank Accounts**

One or more accounts in the name of the Society shall be opened in one or more financial institutions. These will be operated by the President and/or Treasurer of the Society. Any expense of one thousand dollars (\$1000.00) or more shall require the signatures of both the President and the Treasurer on the check and the financial institution(s) shall be notified accordingly. In addition to these two members of the Board, any other members(s) of the Board may be authorized by the Board of Directors to operate the account(s). A copy of the bank statement and the investment report when received shall be sent to the President by the Treasurer; unless otherwise advised by the President.

### **Section 3. Financial Year**

The calendar year shall constitute the financial year.

### **Section 4. Financial Audit and Report**

The Society's accounts shall be audited by one (1) to three (3) members of good standing of the Society appointed by the President. The audited report of all financial transactions shall be presented by the Treasurer at the Election Meeting.

## **ARTICLE 8. AMENDMENT**

The Constitution and the by-laws of the Society may be amended at an Election Meeting or a General Meeting of the Society, provided;

1. The amendment has been introduced by not less than five (5) members in good standing;
2. A copy of the statement of the amendment has been
  - a) sent to the members of the Board not less than five (5) weeks prior to the date of the meeting at which the amendment is to be voted on;
  - b) distributed to all members of the Society not less than three (3) weeks prior to the date of the meeting at which the amendment is to be voted on; and
- 3) The quorum is satisfied as defined in Article 6, Section 1(4).
- 4) At least a two-thirds majority of members present at the meeting and the proxies favor the amendment.

In case the amendment is being introduced by the Board of Directors, the requirement in Article 8 (2)(a) shall not apply.

## **ARTICLE 9. DISSOLUTION**

### **Section 1. Dissolution of the Society**

The dissolution of the Society shall be determined by a two-thirds majority vote of the members at a General Meeting. A quorum defined in Article 6, Section 1(4) shall be required at this meeting.

### **Section 2. Disposition of Funds**

Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for a public purpose.

## **ARTICLE 10. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Society may adopt.

## **ARTICLE 11. INDEMNIFICATION**

Any member of Sruti, as a condition of membership, waives, releases and forever discharges the Society, and its employees, representatives, board of directors, successors, assigns and any other persons acting under the authority of the Society (all of whom are hereinafter collectively referred to as '**THE RELEASEES**') from and against all claims, actions, causes of action costs, expenses and demands by reason of any damage, loss, or injury to person or property arising out of or in connection with the individual participation in activities of the Society, directly or indirectly from any cause whatsoever, including but not limited to negligence or gross negligence on the part of the releasees. This indemnification shall not apply to any releasee named in a criminal complaint pertaining to any action arising out of or in connection with the releasee's participation in the activities of the Society.

## **ARTICLE 12. GRIEVANCE RESOLUTION**

The 3 –step procedure set forth below will be the mechanism for remedy for any member ("affected individual") with regard to grievances.

1. Board of Directors: The affected individual shall submit a written petition to the Board of Directors describing the grievance. The Board of Directors shall respond in writing within ninety calendar days, with the Board's determination.

If the affected individual is not satisfied with the Board's determination, he or she may file an appeal to the Grievance Panel.

2. The Grievance Panel: The Grievance Panel shall be formed by the board, consisting of three past Presidents, starting with the immediate three, who are available and willing. The grievance panel shall render its determination in writing, to the board and the affected individual, within ninety calendar days of the affected individual's appeal.

3. General Body Meeting: If the affected individual is still not satisfied with the determination of the panel, he or she can bring the matter before the General Body.

The determination by the General Body shall be final.

## ARTICLE 13. REMOVAL PROCEDURES

**Removal of elected officials:** An elected official of Sruti (member of the Board of Directors) may be removed by the vote of a simple majority in the General Body Meeting with quorum present.

**Removal of appointed officials:** An appointed official of Sruti (any of the committee members or any board member appointed by the President) may be removed by a vote of the Board of Directors as set forth below. The Board shall meet in executive session with the affected official in absentia. To make the removal of the affected official effective, at least 6 Board members shall vote in favor of removal.