

**PROPOSED REDRAFTED BYLAWS
OF THE U.S. ELECTION ASSISTANCE COMMISSION
BOARD OF ADVISORS**

Article I: Authority

- A. Pursuant to the Federal Advisory Committee Act (FACA) and the Help America Vote Act of 2002 (HAVA) [Public Law 107-252], as such statutes may be amended from time to time, the Board of Advisors (hereinafter referred to as “The Board”) has been granted its authority through its Charter with the U.S. Election Assistance Commission (EAC). The Board and all committees thereof will comply fully with the provisions of FACA; and all other applicable Federal laws.

Article II: Objectives

The Board will:

- A. Advise the EAC through review of (1) the voluntary voting system guidelines described in Title II Part 3 of the HAVA; (2) voluntary guidance described under Title III of HAVA; (3) best practices recommendations contained in the report submitted under Section 242(b) of Title II (HAVA Title II section 212); and (4) such documents that the EAC presents to the Board.
- B. Pursuant to section 204(a)(3) of HAVA, appoint a search committee to recommend at least three (3) nominees for the position of Executive Director of the EAC when a vacancy exists.
- C. Function as an advisory body to the EAC.

Article III: Membership

- A. Pursuant to Section 214(a) of HAVA, the Board shall consist of 37 members appointed as follows:
1. Two members appointed by the National Governors Association;
 2. Two members appointed by the National Conference of State Legislatures;
 3. Two members appointed by the National Association of Secretaries of State;
 4. Two members appointed by the National Association of State Election Directors;
 5. Two members appointed by the National Association of Counties;
 6. Two members appointed by the National Association of County Recorders, Election Administrators, and Clerks;
 7. Two members appointed by the United States Conference of Mayors;
 8. Two members appointed by the Election Center;
 9. Two members appointed by the International Association of Clerks, Recorders, Election Officials, and Treasurers;
 10. Two members appointed by the United States Commission on Civil Rights;

11. Two members appointed by the Architectural and Transportation Barrier Compliance Board under section 502 of the Rehabilitation Act of 1973 (29 U.S.C. 792);
 12. The Chief of the Public Integrity Section of the Criminal Division of the Department of Justice, or the chief's designee;
 13. The Chief of the Voting Section of the Civil Rights Division of the Department of Justice or the chief's designee;
 14. The Director of the Federal Voting Assistance Program of the Department of Defense;
 15. Four members representing professionals in the field of science and technology, of whom
 - a. One (1) each shall be appointed by the Speaker and the Minority Leader of the House of Representatives; and
 - b. One (1) each shall be appointed by the Majority Leader and the Minority Leader of the Senate.
 16. Eight members representing voter interests, of whom-
 - a. Four (4) members shall be appointed by the Committee on House Administration of the House of Representatives, of whom two (2) shall be appointed by the chair and two (2) shall be appointed by the ranking minority member; and
 - b. Four (4) members shall be appointed by the Committee on Rules and Administration of the Senate, of whom two (2) shall be appointed by the chair and two (2) shall be appointed by the ranking minority members.
- B. Pursuant to section 214(c) of HAVA, Board members shall serve for a term of two (2) years and may be reappointed. Any vacancy on the Board shall be filled in the manner in which the original appointment was made.

Article IV: Officers

- A. The Board shall elect a Chair, Vice-Chair and Secretary from its members.
- B. Terms of Service.
 1. Officers shall serve for a term of one (1) year, which shall be measured from annual meeting to annual meeting.
 2. Officers may serve no more than two (2) consecutive terms in any one (1) office.
 3. In the event of an Officer vacancy, the remaining Officers may appoint an interim Officer until the next Board meeting.
Time served as an interim Officer shall not count toward the limitation of serving no more than two (2) consecutive terms in any one (1) office.
- C. Nominations.
 1. Expired Terms.
 - a. The Secretary shall solicit nominations for officers from the Board. The Secretary shall send to Board members a solicitation no later than forty-five (45) days immediately prior to the expiration of any Officer's term. The solicitation shall designate the address and form for submitting nominations.

- b. Board members may nominate themselves or other Board members by responding to the solicitation.
 - c. Nominations shall be submitted to the Board's Designated Federal Officer (DFO) in writing and may be submitted electronically no later than fourteen (14) days immediately prior to the next Board meeting at which elections will take place.
 - d. Upon receipt of nominations, the DFO will forward the names of nominees to the Secretary for development of a roster of candidates.
 - i. The roster of candidates shall be sent to the Board no less than seven (7) days prior to the next Board meeting at which an election will take place.
 - e. Nominations for Officers will be accepted from the floor of the Board's meeting at which elections will take place.
2. Elections.
- a. Separate elections for each office shall be by secret ballot and shall take place at the annual Board meeting of each calendar year. Officer elections shall take place sequentially.
 - b. In the event that there is only one (1) nominee for an Officer position, the election of that Officer position shall take place by voice vote.
 - c. All election results shall be tabulated and certified by the Election Certification Committee. All tabulation and certification processes shall take place in the presence of the Board members at a time and place designated by the Election Certification Committee.
 - d. All elections shall be decided by plurality vote.
 - e. In the case of a tie vote between the candidates at an election, the Election Certification Committee shall automatically recount the votes cast for the tied candidates. If a tie remains following a recount, the Board shall conduct a runoff election between the tied top vote-getters. If a tie remains following the runoff, the Election Certification Committee shall resolve the tie by the toss of a coin.
 - f. In the event that the Board is unable to meet for elections before the end of an Officer's term, the sitting Officers shall remain in their elected capacity until such time as the Board is able to meet again and a new Officer is elected.

Article V: Duties of Officers

A. The Chair shall:

- 1. Preside over meetings of the Board.
- 2. Appoint all standing, ad hoc, and special committees.
- 3. Serve as liaison with the Board's Designated Federal Officer (DFO).
- 4. Serve as official liaison to the EAC for all resolutions and recommendations adopted by the Board.

5. Coordinate with the DFO to request information from any federal agency and other EAC advisory boards necessary to assist with the functions of the Board.
 6. Appoint a Parliamentarian to advise the Chair on the conduct of Board meetings.
 7. Serve as *ex officio* member of all committees.
 8. Work with the DFO to schedule meetings of the Board and develop the proposed agendas for the meetings.
- B. The Vice Chair shall:
1. Assist the Chair in fulfilling his/her duties.
 2. Serve as Chair in the absence of the Chair.
 3. Serve as the Chair of the Resolutions Committee.
- C. The Secretary shall:
1. Serve as Chair of the Bylaws Committee.
 2. Solicit Officer nominations from Board members, including
 - a. Working with the DFO to prepare and distribute to Board members a roster of candidates prior to an election.
 - b. Working with the DFO to prepare and disseminate balloting materials.
 3. Review Board minutes before distribution to Board members.
 4. Ensure, with assistance from the DFO, that meeting minutes are distributed to the Board within sixty (60) days of the meeting for which the minutes were recorded and properly filed at the EAC.
 5. Assist the Chair at meetings and from time, as the Chair may designate.
 6. Serve as Chair in the event that both the Chair and Vice Chair positions are vacant; or the Chair and Vice Chair are absent for any meeting.
- D. The Designated Federal Officer (DFO) or his/her designee shall:
1. Serve as the government's agent for all Board activities.
 2. Approve or call all Board meetings.
 3. Approve all agendas proposed by the Officers.
 4. Attend all Board meetings.
 5. Adjourn Board meetings when such adjournment is in the public interest.
 6. Provide adequate staff support to the Board.
 7. Notice:
 - a. Notify members of the time and place for each Board meeting.
 - b. Notify the public of the time and place for the meeting.
 - c. Notify appointing authorities of any and all vacancies on the Board.
 - d. Perform other duties as required by these Bylaws.
 8. Recordkeeping and Administration. All documents, reports, or other materials prepared by or for the Board constitute official government records and shall be housed at EAC and maintained according to the Federal Records Act.
 - a. Maintain records for all meetings, including subgroup or working group activities, as required by law.

- b. Maintain the roll.
- c. Assure that minutes of meetings are prepared and distributed.
- d. Maintain and house at EAC all official Board records, including subgroup and working group activities.
- e. File all papers and submissions prepared for or by the Board, including those items generated by subgroups and working groups.
- f. Respond to official correspondence.
- g. Prepare and handle all reports, including the annual report required by FACA.
- h. Act as the Board's agent to collect, validate, and pay all vouchers for pre-approved expenditures.

Article VI: Meetings

- A. Pursuant to section 215(a)(2)(A) of HAVA, the Board shall meet not less frequently than once every year for purposes of voting on the voluntary voting system guidelines referred to the Board.
- B. Pursuant to section 215(a)(2)(C), the Board shall meet at such other times as it considers appropriate for purposes of conducting such other business as it considers appropriate consistent with HAVA.
- C. The Board shall hold an annual meeting in the month of May or the month of June of each year.
- D. Meetings shall be called by the DFO in consultation with the Officers.
- E. Meetings may be called at the request of the Chair, in consultation with the DFO.
- F. Meetings may be called by a request of a majority of the Board members, in consultation with the DFO.
- G. Meetings may only be called with sixty (60) days notice.
 - 1. Notice may be waived by written agreement of a majority of Board members, in consultation with the DFO and to the extent permitted by law.
- H. The DFO shall distribute the agenda to Board members prior to each meeting and shall publish notice of the meeting in the Federal Register as required by FACA.
- I. Board members and members of the public may submit agenda items to the DFO or Chair no less than forty-five (45) days prior to a Board meeting.
- J. To the extent permitted by law, meetings may be held by electronic means such as conference calls.
- K. Open Meetings.
 - 1. Unless otherwise determined in advance, all Board meetings shall be open to the public.
 - 2. Notices of meetings will be published in the Federal Register at least fifteen (15) days in advance.
 - 3. Members of the public may attend any meeting or portion of a meeting that is not closed to the public and may submit written statements. The Chair may decide in advance to include oral public comment during a meeting, in which case the meeting announcement published in the

Federal Register will note that oral comment from the public will be included.

4. All materials brought before, or presented to, the Board during the conduct of an open meeting, including, but not limited to, the minutes of the proceedings of the previous open meeting, will be available to the public for review or copying at the time of the scheduled meeting.
5. Minutes of open meetings shall be available to the public upon request.
6. Once an open meeting has begun, it will not be closed to the public unless prior approval of the closure has been obtained and proper notice of the closed meeting has been given to the public.
7. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chair will order such discussion to cease and will schedule it for a closed meeting.

L. Closed Sessions.

1. Sessions will be closed to the public only in limited circumstances and in accordance with applicable law. The Board must obtain prior approval of the DFO to conduct a closed session. Requests for closed sessions must be submitted by the DFO to EAC's Office of General Counsel a minimum of forty-five (45) days in advance of the proposed closed session.
2. Where the DFO, in conjunction with the Office of General Counsel, has determined in advance that discussions during a Board meeting will involve matters about which public disclosure would be harmful to the interests of the government, industry, or others, an advance notice of a closed session, citing the applicable exemptions of the Government in the Sunshine Act (GISA), shall be published in the Federal Register at least fifteen (15) days in advance. The notice may announce the closing of all or just part of a meeting.
3. Minutes of closed sessions are not available to the public, and as a result, not subject to the Freedom of Information Act (FOIA).

M. Minutes.

1. The DFO shall assure that detailed minutes of each meeting are prepared and distributed to Board members within sixty (60) days of the meeting for which the minutes were recorded.
2. Meeting minutes shall include the following: (1) Time, (2) date, (3) location, (4) record of persons present, including the names of Board members, EAC Commissioners and staff, and the names of members of the public making written or oral presentations, (5) a complete and accurate description of the matters discussed and conclusions reached, and (6) copies of all reports received, issued, or approved by the Board.
3. Meeting minutes are considered part of the official government record.

Article VII: Quorum and Proxy Voting

- A. Quorum shall exist when fifty (50) percent plus one (1) of the members currently serving on the Board are present for a meeting as determined by a roll call or quorum call.

- B. Proxy designations must be submitted in writing to the Chair.
- C. Proxy votes may only be cast by members of the Board provided the proxy designations have been timely filed in advance with the Chair clearly identifying the Board member to cast his/her proxy vote.
- D. The Chair shall appoint a Special Committee called the Proxy Committee to verify eligibility of proxy votes.
- E. Proxy votes shall be accepted for all Board votes.

Article VIII: Standing Committees

- A. Meetings.
 - 1. All committees may meet informally at any time for the purpose of conducting their business.
 - 2. Committee meetings may take place telephonically, or through electronic media, as permitted by law.
- B. Standing Committees.
 - 1. Bylaws Committee.
 - a. The Secretary shall serve as Chair of the Bylaws Committee.
 - b. The Bylaws Committee shall be comprised of not less than three (3) members and no more than five (5) members, including the Secretary.
 - c. All proposed bylaws amendments presented to the Board shall be referred to the Bylaws Committee for consideration; and be reported at the meeting immediately following submission of proposed bylaws amendments.
 - 2. Voting System Certification Committee.
 - a. The Chair of the Board shall appoint the Chair of the Voting System Standards Committee.
 - b. The Committee shall be comprised of no more than nine (9) members.
 - c. At least one (1) member, excluding the Chair of the Voting System Certification Committee, shall represent a disability advocacy group.
 - d. At least one (1) member, excluding the Chair of the Voting System Certification Committee, shall represent each of the following:
 - i. National Association of County Recorders, Election Officials and Clerks (NACRC);
 - ii. International Association of Clerks, Recorders, Election Officials and Treasurers (IACREOT);
 - iii. National Association of Secretaries of State (NASS);
 - iv. National Association of State Election Directors (NASSED);
 - v. Election Center.
- C. Ad Hoc Committees.
 - 1. As necessary, the Chair of the Board shall appoint Board members to ad hoc committees for ongoing or recurring specific purposes.
 - 2. Ad hoc committees must be established by majority vote.
 - 3. Any Board member may recommend the establishment of an ad hoc committee.

D. Special Committees.

1. As necessary, the Chair of the Board shall appoint Board members to special committees for limited purposes.
 - a. The Chair of the Board shall state the special committee's limited purpose, scope, and duration at its inception.
 - b. The Chair of the Board shall appoint three (3) Board members to a special Election Certification Committee on the first day of a Board meeting at which an Officer election is scheduled to take place. The special Election Certification Committee shall tabulate and certify all Officer election results as required in these Bylaws.
 - c. The Chair of the Board shall appoint four (4) Board members in addition to the Vice Chair to a Resolutions Committee on the first day of a Board meeting if it appears likely that the Board will present and/or adopt resolutions. The Vice Chair shall serve as Chair of the Resolutions Committee. The Resolutions Committee shall approve all resolutions as to form before they are considered by the Board.
 - d. The Chair of the Board shall appoint three (3) Board members to a Proxy Committee on the first day of a Board meeting at which voting is scheduled to take place. The Proxy Committee shall review and certify all proxy votes as required in these Bylaws.
 - e. Other special committees as the Chair may deem necessary.

Article IX: Amendments

- A. The bylaws may be amended based on a 2/3 vote of the members present and voting at any Board meeting.
- B. All proposed bylaw changes must be submitted to the DFO forty-five (45) days prior to a meeting. The DFO shall subsequently transmit proposed bylaws changes to the Bylaws Committee for consideration.
- C. The Bylaws Committee shall submit proposed bylaws amendments to the Board no later than thirty (30) days prior to a meeting.

Article X: Expenses and Reimbursement

- A. Expenses related to Board operations will be borne by the EAC.
- B. Expenditures of any kind must be approved in advance by the DFO.
- C. Board members shall not receive any compensation for their services, but shall be paid travel expenses, including per diem in lieu of subsistence, at rates authorized for employees of federal agencies under subchapter I of chapter 57 of title 5, United States Code, while away from their homes or regular places of business in performance of their services for the Board.

Article XI: Parliamentary Authority

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

Article XII: Effective Date

Re-Draft of Bylaws with Tracked Changes, May 13, 2008

A. These Bylaws are effective upon adoption by the Board.

_____	_____
Chair	Date
_____	_____
DFO	Date

These bylaws were adopted on _____, and supersede all previous versions.

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