BYLAWS
OF THE U.S. ELECTION ASSISTANCE COMMISSION
BOARD OF ADVISORS

Article I: Authority

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)(A) of HAVA, appoint a search committee to recommend at least three 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

Pursuant to Section 214(a) of HAVA, the Board shall consist of 37 members.

Article IV: Officers

A. The Board shall elect Executive Officers to consist of the Chair, Vice-Chair and Secretary from its members.[1]
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 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 office.
C. Nominations.
    1. Expired Terms.2
        a) The Election Certification Committee shall solicit nominations for the Executive Officers from Advisory Board members. The Election Certification Committee shall send to Advisory Board members a solicitation no later than 60 days immediately prior to the expiration of any Executive Officer's term. The solicitations shall designate the

[1] Article IV, Section A was amended on May 5, 2016 at the Chicago Board of Advisors meeting.
[2] Article IV, Section C was amended on May 5, 2016 at the Chicago Board of Advisors meeting.

address and form for submitting nominations.

b) Advisory Board members may nominate themselves or other Advisory Board members by responding to the solicitation.

c) Nominations shall be submitted to the Advisory Board's Designated Federal Officer (DFO) (or the DFO's designee) in writing and may be submitted electronically no later than 30 days prior to the expiration of any Executive Officer's term. In the event that the 30th day falls on a federal holiday or weekend, nominations are due no later than the next business day.

d) Upon receipt of nominations, the DFO shall notify all Advisory Board members of nominated names at least fifteen (15) days prior to the date of the Advisory Board meeting immediately following the submission deadline.

e) In the event the Election Certification Committee receives no Nominations for Officers before the submission deadline, Nominations 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. Elections of officers shall take place sequentially starting with Chair and ending with Secretary.
   b. In the event that there is only one 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 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 Chair of the Resolutions Committee.

C. The Secretary shall:
1. Serve as Chair of the Bylaws Committee.
2. Review Board minutes before distribution to Board members.
3. 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.
4. Assist the Chair at meetings and from time to time, as the Chair may designate.
5. 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 perform the duties as defined in the Federal Advisory Committee Act (FACA), 5 U.S.C. Appx 1, et seq, and regulations promulgated pursuant thereto.

Article VI: Meetings

A. Pursuant to section 215(a)(2)(A) of HA VA, 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 no later than 60 days prior to the end of the federal fiscal year of each calendar year, unless a majority of the members agree in writing to a meeting date to be held later in the year.[3]
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 at least sixty (60) days' notice. 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 may submit agenda items to the DFO or Chair no less than forty-five

[3] Article VI, Section C was amended on May 5, 2016 at the Chicago Board of advisors meeting.

(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 with in 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: 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 Standards 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 eleven (11) members.
        c. At least one (1) member, excluding the Chair of the Voting System Standards Committee, shall represent a disability advocacy group.
        d. At least one (1) member, excluding the Chair of the Voting System Standards 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 (NASED);
            v. The 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 in person and by proxy 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

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 XI: Parliamentary Authority

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Article XII: Effective Date

These Bylaws are effective upon adoption by the Board.

These Bylaws were amended at the May 4-5, 2016, Chicago, IL Board of Advisors meeting.

Neal Kelly, Chair — 8/24/16 Date

Thomas Hicks, DFO — 8/24/16 Date