

Directors is needed. In this case, no quorum count needs to be taken since all members of the Board of Directors are assumed to be available and eligible to vote.

4. Each member of the Board of Directors physically present at the annual or duly called special meetings shall be eligible to vote on any matter of business presented at such meeting. Absentee ballots shall not be accepted. For mail or electronic balloting, every member listed on the current SEA Board of Directors shall be eligible to vote on the item of business by the means specified.
5. Votes on any item of business shall be tabulated either by tellers as outlined in the current Robert's Rules of Order or may be determined on a case-by-case basis by the Executive Board. Unless specified elsewhere in this document, approval by a simple majority of eligible voters is sufficient to pass any item of business.

ARTICLE VIII – DUTIES OF OFFICERS

The duties of the officers shall be defined in the Standing Rules of SEA.

ARTICLE IX – LIABILITY

No member of the Executive Board, Board of Directors, committee member, family members or volunteers shall be personally liable for the debts, liabilities, or obligations of SEA. The Executive Board, Board of Directors or an FMCA member shall be indemnified in accordance with FMCA's Bylaws. This liability clause does not apply if an individual has committed a deliberate and/or malicious fraud or crime.³ In these cases, the incident and individual will be reported to the FMCA Review Council for review.

ARTICLE X – COMMITTEES

1. NOMINATING COMMITTEE

A. COMPOSITION

- 1) The committee shall consist of not less than five (5) members nominated and elected by the Board of Directors for a two (2) year term. To insure equal representation, the committee shall consist of one (1) member from each Region.
- 2) Election of an individual to the Nominating Committee shall not prohibit that person from being nominated for a position on the SEA Executive Board.

B. DUTIES

- 1) To elect one of its members as chairperson.
- 2) To nominate candidates and prepare a slate of potential SEA Officers selected from the Area Chapters.
- 3) To obtain clear acceptance of the nominees to serve as a SEA Officer, should they be elected.