



# Bylaws of Family History Information Standards Organisation, Inc.

1 August 2017

*Enacted on 1 September 2013, and last updated on 1 August 2017.*

## Article 1: Name

The name of the corporation shall be Family History Information Standards Organisation, Inc., herein after “FHISO,” the “Organisation” or the “Corporation.”

## Article 2: [Deleted]

## Article 3: Mission, Goal, and Scope

### 3.1 Mission

FHISO brings together stakeholders from the full community for the purpose of developing open, international, technology standards and supporting documentation and services to benefit the community. All members ascribe to, and the Organisation operates in accordance with, the Code of Conduct—we organise ourselves and operate without prejudice or bias toward any company, organisation, product, service, individual, ethnic group, culture or country.

### 3.2 Goal

FHISO shall work transparently and collaboratively to identify, develop, disseminate, and maintain voluntary, open, consensus-based technical standards, including necessary supporting documentation and services. The standards shall be publicly available at no or nominal cost on a non-discriminatory basis. Anyone may implement the standards for any purpose, without royalty or license fees. These rights, granted to users or implementers, may not be revoked by FHISO.

### **3.3 Scope**

The scope of FHISO's work encompasses all aspects of technical standards and guidelines used to manage information in genealogy and family history:

- a. Identify existing technical, scientific data practices or emerging trends in the international community that require standardisation.
- b. Provide a collaborative environment for innovation and problem solving.
- c. Prepare new international standards and guidelines.
- d. Publish and disseminate standards and guidelines.
- e. Provide education and support to encourage adoption and use of the published standards.
- f. Review, modify, reaffirm or terminate, as appropriate, existing standards or guidelines.
- g. Review and participate in developing relevant regional international standards.
- h. Monitor interoperability between implementations and, if relevant, develop test suites and cases or manage a certification process for selected FHISO standards.
- i. Cooperate with other organisations developing standards that fall within the scope of, or may relate to, FHISO standards.

### **Article 3A: Non-discrimination Policy**

FHISO does not and shall not discriminate on the basis of race, colour, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation or military status, in any of its activities or operations. These activities include, but are not limited to, dealing with the public, selection of volunteers and vendors, hiring and firing of staff, and provision of services.

### **Article 4: Membership**

Membership shall be voluntary and open to all who are active, interested in or materially affected by technology standards for genealogy and family history. Membership in FHISO shall not be conditional on membership in any other organisation or unreasonably restricted on the basis of technical qualifications or other such requirements.

#### **4.1 Code of Conduct**

All members agree to abide by the FHISO Code of Conduct, which may be amended from time to time by the Board of Directors.

## **4.2 Membership Categories (Membership Classes)**

Members shall be classified as Individual Members or Organisational Members. The Board approves the form of membership applications, determines the annual dues, and may establish other membership goals and policies.

### **4.2.1 Individual Membership**

An “Individual Member” is any natural person who has an expressed interest in technology standards for genealogy and family history and has agreed to the Code of Conduct. An Individual Member also:

- a. submits a completed Individual Membership application without falsification, and
- b. pays the annual Individual Membership Fee. The Board has the authority to waive the Membership Fee on a case-by-case basis.

Individual Members represent themselves and not Organisational Members. Individual Members are entitled each to a single vote. Individual Members associated with an organisation not a member of FHISO are expected to make their organisation aware of the benefits of membership and encourage their organisation to become members of FHISO.

### **4.2.2 Organisational Membership**

An “Organisational Member” is any corporate or organisational entity with an expressed interest in technology standards for genealogy and family history. An Organisational Member has agreed to the Code of Conduct and also:

- a. submits a completed Organisational Membership application without falsification, and
- b. pays the annual Organisational Membership Fee. The Board has the authority to waive the Membership Fee on a case-by-case basis.

The FHISO Governance and Operations Policies Manual (the “FHISO Manual”), as approved and published by the Board of Directors, determines the number of voting representatives allotted to Organisational Members. For each vote allotted, the Organisational Member is entitled to appoint an Organisational Member Representative. Organisational Members shall identify in writing or by e-mail (a) those individuals authorised and designated as Organisational Member Representatives with confirmation that each has executed the Code of Conduct, and (b) a Key Representative from among this group. Organisational Member Representatives are entitled each to a single vote. FHISO must receive timely notification of any changes to the designated representatives in writing or by e-mail.

## **Article 5: Participation**

### **5.1 Voting Privileges and Member Participation**

Individual Members and Organisational Member Representatives shall be eligible to participate in meetings and activities of the Organisation, if they are determined to be “in good standing” as defined by the Board and set forth in the FHISO Manual. New applicants shall be eligible to participate in meetings and activities of the Organisation as Individual Members or Organisational Member Representatives upon submitting the application, remitting the payment of annual dues, and otherwise meeting the criteria to be “in good standing.”

The Board of Directors may establish a waiting period of not more than sixty (60) days from the receipt of a new member’s completed application before a new Individual Member or Organisational Member Representative becomes eligible to exercise voting privileges for the election of Officers, changes to the Bylaws or Articles of Incorporation, and other administrative matters as specified by the bylaws, the Chair, the Board, or the FHISO Manual. At the expiration of the waiting period (if any) and thereafter, Individual Members and Organisational Member Representatives shall be eligible to exercise their voting privileges if they are determined to be “in good standing.”

### **5.2 Associate Participation**

An “Associate” is neither an Individual Member nor an Organisational Member Representative of FHISO. An Associate is any natural person who has an expressed interest in technology standards for genealogy and family history and has agreed to the Code of Conduct. Associates may individually be invited to join, subscribe to, comment on or participate in specific forums, wikis, working groups, and circulars or project teams sponsored or managed by FHISO. Irrespective of the administrative titles or description assigned in the conduct of such forums, wikis, working groups, circulars or project teams, Associates are not members of FHISO and are not entitled to vote, nor may they participate in consensus-building or member-only activities.

### **5.3 Founding Members**

Individuals and Organisations who become members of FHISO during the extended organisational period will become designated as “Founding Members.” Organisational Member Representatives during this period will also become designated as “Founding Members.”

The Board may from time to time confer benefits on Founding Members in accordance with the FHISO Manual and consistent with Article 6 herein.

## **Article 6: Supporters and Benefactors**

In accordance with the FHISO Manual, the Board may establish guidelines and confer benefits on members or non-members, whether individuals or organisations, in accordance with the Organisation's purposes, including but not limited to recognition of those individuals or organisations who provide exceptional support to FHISO. Benefits conferred shall not affect voting rights, nor shall they increase or decrease the number of or weight of votes otherwise granted by these bylaws.

## **Article 7: Registered Office and Registered Agents**

### **7.1 Registered Office**

The Organisation shall continuously maintain a registered office in the state of Arizona at a place designated by the Board of Directors. The principal office of the Corporation, and such other offices as it may establish, shall be located at such place(s), either within or outside the state of Arizona, as may be designated by the Board of Directors.

### **7.2 Registered Agent**

The Organisation shall continuously maintain within the state of Arizona a registered agent, which shall be designated by the Board of Directors.

### **7.3 Changes**

Any changes in the registered office or the registered agent of the Organisation shall be accomplished in compliance with the Arizona Nonprofit Corporation Act and as provided by these Bylaws.

## **Article 8: Officers**

### **8.1 Officers**

The Officers of the Corporation shall be the Chair, Vice-chair, Treasurer, Secretary, Technical Coordinator, Technical Co-coordinator, Membership Coordinator and Membership Co-coordinator.

## **8.2 Duties**

- a. Chair. The Chair is the chief officer of the Corporation and, under the jurisdiction and supervision of the Board of Directors, directs the Corporation. The Chair serves as chair of the Board of Directors and presides over meetings. The Chair may also serve as an ex officio member without right to vote on all Board committees. The Chair, with the approval of the Board of Directors, may discharge one or more members of any Committee.
- b. Vice-chair. The Vice-chair shall, in the absence of the Chair, preside over meetings and temporarily assume the responsibilities of the Chair.
- c. Treasurer. The Treasurer shall assist in the development of the annual budget and the financial plan and shall assist in raising funds for the Corporation's operation. The Treasurer is responsible for developing and reviewing fiscal procedures, and shall assist any committee in the preparation and administration of committee or project budgets. In the absence or temporary vacancy of the Treasurer, the Secretary shall serve as Treasurer.
- d. Secretary. The Secretary is also the Chief Transparency Officer of the Organisation. The Secretary shall maintain the FHISO Manual, agendas and minutes of Board and Member meetings, and such other records of the Corporation as required by Arizona Law, these bylaws, the Articles of Incorporation or FHISO Manual. In the absence or temporary vacancy of the Secretary, the Vice-chair shall serve as Secretary. In the absence of both these officers, another member of the Board shall be appointed to assume these duties; such appointment made by a vote of the Board members present, irrespective of whether a quorum is met.
- e. Technical Coordinator. The duties of the Technical Coordinator are listed in Section 10.2.1 of these Bylaws.
- f. Technical Co-coordinator. The duties of the Technical Co-coordinator are listed in Section 10.2.2 of these Bylaws.
- g. Membership Coordinator. The Membership Coordinator is responsible for working to ensure, to the extent possible, the membership of FHISO represents all international stakeholders, provides a full range of standardisation and technical expertise, and works to achieve FHISO's other substantial membership goals as expressed by the Board. The Membership Coordinator shall maintain the FHISO membership list, and administer the FHISO Code of Conduct. The Membership Coordinator also assists the Technical Standing Committee in selecting members for technical work, and in monitoring and, as practical, arranging support for the implementation of FHISO standards.
- h. Membership Co-coordinator. The Membership Co-coordinator shall assist the Membership Co-ordinator in the latter's duties and responsibilities.

## **8.3 Terms of Office (Officers)**

Terms of office shall be two-year, staggered terms, as follows:

- a. The Chair, Treasurer, Technical Co-coordinator, and Membership Coordinator serve as Class A Board Members. Class A Directors terms expire in odd-numbered years.
- b. The Vice-chair, Secretary, Technical Coordinator, and Membership Co-coordinator serve as Class B Board Members. Class B Directors terms expire in even-numbered years.

## **8.4 [Deleted]**

## **8.5 Officer Succession and Term Limits**

### **8.5.1 Succession**

- a. In the event of a vacancy in the position of the Chair, the Vice-chair shall succeed to the position of Chair and so serve for the duration of the unexpired term of the vacated office.
- b. In the event of a vacancy in the position of Technical Coordinator, the Technical Co-coordinator shall succeed to the position of Technical Coordinator and so serve for the duration of the unexpired term of the vacated office.
- c. In the event of a vacancy in the position of Membership Coordinator, the Membership Co-coordinator shall succeed to the position of Membership Coordinator and so serve for the duration of the unexpired term of the vacated office.

## **8.6 Officer Vacancy**

When a vacancy exists among the Officers listed in Section 8.3, the Secretary, or acting Secretary, shall compile a list of qualified candidates by soliciting nominations from the remaining Board members. The Board will meet in executive session to deliberate and vote about the qualified nominees until a majority vote of the board elects the new officer, who shall serve out the unexpired term of the vacated office. If reasonable notice has been provided in accordance with the FHISO Manual, then for the purpose of meeting to fill officer vacancies, a quorum of the Board is preferred, but not required.

## **Article 9: Board of Directors**

### **9.1 General Powers and Duties**

The governing body of FHISO shall be the Board of Directors (“Board”). The Board shall manage and control FHISO’s affairs and property, it shall establish member policies and set member dues and be responsible for all other aspects of FHISO’s policies and direction. The Board shall exercise all powers and perform all duties that are necessary or convenient to carry out FHISO’s purposes, except as may be otherwise provided in the Arizona Nonprofit Corporation Act or the Articles of Incorporation.

### **9.2 Composition**

The composition of the Board shall, in so far as possible, reflect FHISO’s international scope and purpose including that it shall be representative of the varied stakeholder interests and provide required technical, standardisation and project management expertise.

### **9.3 Size and Constituency**

The Board consists of the Officers of FHISO, who shall be no fewer than three in number. All members of the Board shall have an equal vote.

### **9.4 [Deleted]**

### **9.5 Resignation; Removal**

A Director may resign at any time by giving written notice to the Chair. A member of the Board may be removed for cause by a two-thirds vote of the Board.

### **9.6 [Deleted]**

### **9.7 Board Member Compensation**

The members of the Board shall receive no compensation for serving as Directors of the Organisation.

### **9.8 Regular Board Meetings**

The Board shall hold meetings at least quarterly. Meetings shall be called as agreed at previous Board Meetings, or upon the request of the Chair, Vice-chair or one-third of the Board.

### **9.9 [Deleted]**

### **9.10 Conduct of Meetings**

Meetings shall be conducted in accordance with Article 17.

Meetings of the Board of Directors shall be presided over by the Chair, or, in the absence of the Chair, by the Vice-Chair, or in the absence of these officers, by a Chairperson chosen by a majority of the voting Board members in attendance.

### **9.11 Quorum of the Board**

Three-fifths of those voting members of the Board who are not taking a sabbatical shall constitute a quorum for transacting business at any meeting, except that if a quorum is not present at a meeting, a majority of the voting Board members present may adjourn the meeting to another time without notice.



### **9.12 Majority Vote**

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Board members present and voting at a meeting at which a quorum exists.

### **9.13 Board Action by Written Consent Without a Meeting**

Any action which may be taken by majority vote at a Board Meeting may be taken without a meeting provided that:

- a. a written proposal is made available to all Board members;
- b. written consent is received from sufficient Board members to constitute a quorum; and
- c. no request is made under Section 9.8 of these Bylaws to hold a Board Meeting to discuss the proposed action.

### **9.14 Attendance**

Board Members are expected to attend meetings of the Board of Directors. Any Officer or Director who is absent from three consecutive regular meetings of the Board shall be deemed to be on sabbatical unless the Board determines otherwise, and may give cause for removal under Section 9.5 of these Bylaws.

### **9.15 Sabbaticals**

A Board Member may take a sabbatical from FHISO at any time by giving written notice to the Chair or as provided in §9.14, which shall last until written notice of the member's return is given to the Chair. In the case of a sabbatical by the Chair, notice shall be given to the Vice-chair. A Board Member on sabbatical shall be deemed absent for purpose of Section 8.2 of these Bylaws, and any duties not otherwise reassigned by these Bylaws may be reassigned amongst the Board for the duration of the sabbatical as the Board sees fit. A Board Member on sabbatical may participate in all Board activities and retains full voting rights, but is not counted when determining the quorum for Board Meetings.

## **Article 9A: Budget**

The Treasurer is responsible for developing and reviewing the annual budget. FHISO's budget requires Board approval, and only expenditures within the approved budget may be authorised for payment.

The fiscal year shall be the calendar year.

## **Article 10: Committees**

There shall be one Standing Committee — the Technical Standing Committee. The Board may create other committees as appropriate to meet FHISO's goals. All committees shall keep regular minutes of meetings and report the same to the Board in accordance with the FHISO Manual. Any reference to a committee that no longer exists shall be interpreted as referring to the Board of Directors.

### **10.1 [Deleted]**

### **10.2 FHISO Technical Standing Committee**

The Technical Standing Committee (TSC) is responsible for coordinating work towards FHISO's technical goals.

The committee

- a. determines the overall strategy for technical work, which is reviewed by the Board and made available to the general membership;
- b. determines the requirements for all technical work, including the scope of work, expected deliverables, time and resource requirements; and
- c. determines technical priorities unless the Board determines otherwise, either on their own or following an appeal from members per Article 18.

Additional roles of the Technical Standing Committee are documented in the Technical Standing Committee Charter, including

- d. defining of technical processes and policies;
- e. overseeing all technical work;
- f. assigning technical leadership roles to FHISO members as appropriate;
- g. defining which roles provide membership of the Technical Standing Committee beyond those outlined in these by-laws; and
- h. recommending proposed standards for ratification under Article 10A.

The Technical Standing Committee Charter is subject to approval by the Board.

There shall be no fewer than two officers of the Technical Standing Committee; their titles and duties are set forth below. The Board may appoint and/or remove additional members to the TSC in order to ensure sufficient expertise or regional diversity. These are known as TSC Special Members. The Technical Standing Committee reports to the Board.

#### **10.2.1 Technical Coordinator**

- a. Chair meetings of the Technical Standing Committee;
- b. Oversee and report regularly to the Board about all standardisation and specification work, and other technical activities. As directed by the Chair, report about such activities to the membership;
- c. Administer the Technical Standing Committee Charter;
- d. Work with the Membership Coordinator to ensure a full range of global standardisation and technical competency is available to FHISO.

#### **10.2.2 Technical Co-coordinator**

- a. Chairs Technical Standing Committee meetings in the absence of the Coordinator;
- b. Ensures records are maintained reporting the activities of the Technical Standing Committee and other technical activities. These duties may be delegated to a Technical Standing Committee Recorder, under the direction or management of the co-coordinator.

#### **10.3–4 [Deleted]**

#### **10.5 Other Board Committee Formation**

The Board may create or dissolve other committees (“Board Committees”) as needed, such as fundraising, public relations, etc. At the direction of the Chair, the functions, scope, and responsibilities of a Board Committee, together with rules for operation and guidance (collectively, “Committee Charter”), shall be developed. The approved Committee Charters are filed with the Secretary, and become part of the FHISO Manual.

## **Article 10A: Ratification of Standards**

At the recommendation of the Technical Standing Committee, each recommended standard shall be made available to the general public and its recommended status shall be announced to the FHISO membership and the general public.

A recommended standard does not become a standard until approved by a vote of the general FHISO membership. These votes are administered by the Board in accordance with policies on who may vote given in Articles 4 and 5; the Board may optionally produce an additional Vote Administration Policy to clarify the voting process. The vote should be scheduled no less than 60 days after the recommended policy's recommended status was announced to the FHISO membership and no more than 365 days after it became a recommended standard.

If the recommended standard passes by a simple majority of the votes cast, it shall become a full standard and be returned to the Technical Standing Committee to be published and maintained, following the process outlined in the Technical Standing Committee Charter. If it does not pass by a simple majority it shall be identified as a "rejected standard proposal" and published along with the results of the vote.

## **Articles 11–13: [Deleted]**

## **Article 14: Nominating Committee**

When the Board sets a date for the election of Officers, a Nominating Committee is formed to oversee the process. The Nominating Committee's members are the Class A Directors in even-numbered years, and the Class B Directors in odd-numbered years.

## **Article 15: Nomination and Election of Officers**

Members eligible to vote shall annually elect or re-elect Officers.

### **15.1 Call for Nominations**

The Nominating Committee shall secure proposals for nominations for elected Officers by preparing a call for nominations distributed to all FHISO voting members. The request shall clearly indicate, describe, and present requirements of the positions for which nominations are being requested, in accordance with the FHISO Manual. The request shall contain all information necessary for Voting Members to propose nominations. Nominations may also be proposed by Officers. The Nominating Committee may make a second call for nominations to all or parts of the FHISO membership in order to certify a properly identified roster of eligible candidates.

### **15.2 Qualifications for Officers**

Members being nominated to serve as an Officer of the Corporation should (a) fully meet the requirements set forth by the Nominating Committee, (b) have consented to their name being entered into candidacy; and (c) commit to both time and resources demands required for the duration of the term. Nominations must be submitted in a timely fashion and accompanied by necessary biographical information.

### **15.3 [Deleted]**

### **15.4 Designation of Nominees and Preparation of Ballots**

Working from the proposals submitted and in accordance with the FHISO Manual, the Nominating Committee shall work to certify a properly identified roster of eligible candidates for the election of Officers. The ballot shall also include a statement encouraging members to consider both individual qualifications for the position and increasing the diversity of the Board.

### **15.5 Election Schedule**

The Nominating Committee shall deliver a ballot to every FHISO Voting Member at least thirty (30) days prior to the date set for the election. The nominating committee shall also provide for and oversee whatever electronic balloting procedures are required for the voting.

### **15.6 Election to Office**

For each elected office, the nominee receiving the largest number of votes shall be elected. The Secretary shall tabulate the votes, determine the results and promptly notify the nominees of the election results. The election results shall be announced at the Annual Business Meeting and notice shall be made to all Voting Members.

### **15.7 Tie Vote**

In the case of a tie vote, the FHISO Board shall break the tie by majority vote at a meeting at which a quorum is present or by unanimous written consent.

## **Article 16: General Membership Meetings**

The Chair, with the advice of the Board of Directors, shall hold Business Meetings or other electronic gatherings (Special Membership Meetings) of the Voting Members as the Chair or Board of Directors deem necessary.

### **16.1 Business Meetings**

The Voting Members, when gathered electronically or otherwise for the purpose of transacting business of the Corporation, shall constitute a Business Meeting of the Corporation. At least one such Business Meeting, which shall constitute the Annual General Meeting, will be called by the Chair each fiscal year, at a time and date determined by the Board. Meetings shall be conducted in accordance with Article 17.

#### **16.1.1 Notice of Business Meetings**

Written notice of any Business Meetings, including the Annual General Meeting, shall be provided to Voting Members at least sixty (60) days prior to such a meeting.

The Secretary shall make all agendas, proposals, exhibits and any prepared remarks (collectively, the "Business Meeting Materials") available to members at least thirty (30) days prior to the meeting and shall make arrangement for members to attend by electronic connection.

#### **16.1.2 Quorum for Business Meeting**

At any Business Meeting, those Voting Members in attendance, whether gathered electronically or otherwise, shall constitute a quorum.

#### **16.1.3 Majority Vote**

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Voting Members shall be decided by a majority vote of the Voting Members present and voting at a meeting at which a quorum exists.

### **16.2 Special Membership Meetings**

Special membership meetings of the members shall be called by the Board of Directors or the Chair. In addition, special membership meetings for any lawful purpose may be called by twenty percent (20%) or more of the voting members. Meetings shall be conducted in accordance with Article 17.

## **Article 17: Conduct of Meetings**

### **17.1 Meeting Accessibility**

Meetings shall be conducted in a manner accessible to those not present in the same physical location, for example by phone or other electronic communication. A reasonable effort should be made to facilitate participation from all regions.

### **17.2 Notice of Meetings**

Reasonable advance notice of meetings shall be given to intended participants in an appropriate form.

### **17.3 Meeting Materials**

A reasonable effort shall be made to ensure that any agendas, proposals, reports, or other meeting materials are available to intended participants in an appropriate form and sufficiently in advance of the start of the meeting.

### **17.4 Meeting Minutes**

Minutes shall be taken during the non-executive session of all meetings, and shall be made accessible to the general membership.

## **Article 18: Appeals of Decisions**

Appeals of decisions made by individuals, committees, teams, or groups acting as part of FHISO shall be governed by the FHISO Appeals Process Policy as determined by the Board of Directors and set forth in the FHISO Manual.

## **Article 19: [Deleted]**

## **Article 20: Construction**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arizona Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

## **Article 21: Dissolution**

### **21.1 Action of Board and Members**

Should membership fall below 20 members, the Board may recommend that FHISO be dissolved. In the case of such a recommendation, the Board shall prepare a plan of dissolution and submit it to a vote of the members. The plan of dissolution shall be approved upon receiving an affirmative vote of two-thirds (2/3) of the votes cast.

### **21.2 Plan of Dissolution**

The plan of dissolution shall include provisions to implement the following in the priority set forth below:

- a. Payment and discharge of all liabilities and obligations
- b. Compliance with all conditions of any applicable tax exemptions
- c. Return, transfer, or conveyance of all assets received and held upon condition that the assets be returned, transferred, or conveyed upon dissolution
- d. Transfer or conveyance of all assets received and held subject to limitations on their permitted use, but not held upon condition set forth in item c, above, to one or more organisations engaged in activities substantially similar to those of the Organisation
- e. Liquidation of all remaining assets with all proceeds being donated to one or more foundations engaged in furthering the use of standards in genealogy and family history and/or promoting genealogy and family history information technology interoperability.

## **Article 22: Revising the Bylaws and/or Articles of Incorporation**



### **22.1 Revisions to the Bylaws**

- a. A proposal to amend may be made either by:
  - i. Petition by a minimum of twenty percent (20%) of the Voting Membership of FHISO, in writing, filed with the Chair.
  - ii. Petition by a minimum of fifty-one percent (51%) of the Board of Directors of FHISO, in writing, filed with the Chair.
- b. All proposals will be referred to a Bylaws Review Committee, chaired by the Secretary, which shall be responsible for a timely investigation of the petition. The review committee shall obtain advice, as appropriate, and make the results of its investigation and its recommendations available to the Membership.
- c. At least thirty (30) days in advance of the Annual General Meeting or other business meeting of the members called by the Chair in which the balloting is to be conducted, the Secretary shall give notice of a proposed amendment to be voted on by the Membership. Such notice will include the proposed amendment, in final form, together with the required administrative ballot and details of the balloting procedures.
- d. The proposed amendment shall pass if a two-thirds (2/3) majority of those participating in the balloting vote in favor of the amendment. The amendment shall be effective as of the date of approval, or at such later date as provided in the amendment itself.

### **22.2 Trivial Corrections to the Bylaws**

Typographical errors or errors of omission, consistency or terminology use shall be corrected, by or with the concurrence of the Secretary, without recourse to a ballot of the membership.

### **22.3 Revisions to the Articles of Incorporation**

- a. A proposal to amend may be made either by:
  - i. Petition by a minimum of twenty percent (20%) of the Voting Membership of FHISO, in writing, filed with the Chair.
  - ii. Petition by a minimum of fifty-one percent (51%) of the Board of Directors of FHISO, in writing, filed with the Chair.
- b. All proposals will be referred to an Articles of Incorporation Review Committee, chaired by the Secretary, which shall be responsible for a timely investigation of the petition. The review committee shall obtain advice, as appropriate, and make the results of its investigation and its recommendations available to the Membership.
- c. At least thirty (30) days in advance of the Annual General Meeting or other special meeting called by the Chair in which the balloting is to be conducted, the Secretary shall give notice of a proposed amendment to be voted on by the Membership. Such notice will include the proposed amendment, in final form, together with the required administrative ballot and details of the balloting procedures.

- d. The proposed amendment shall pass if a two-thirds (2/3) majority of those participating in the balloting vote in favor of the amendment. The amendment shall be effective as of the earliest date so permitted by the laws of the State of Arizona.

### **Article 23: Severability**

If any provision of these Bylaws is held to be invalid or unenforceable for any reason, the remaining provisions shall remain in full force and effect.

### **Article 24: Extended Organisational Period**

The initial period of operation of the FHISO shall be known as the “Extended Organisational Period”.

During the Extended Organisational Period, the Technical Standing Committee will establish full functionality, and the Organisation’s Membership will become populated, balanced and diversified as to multi-stakeholder interests and regional diversity. Once the Board has determined by majority vote that these objectives have been achieved, they will publicly announce that decision; said public announcement shall be deemed to terminate the Extended Organisational Period and Article 24 shall be stricken from the bylaws.

During the Extended Organisational Period, the Board shall have the authority to create positions, delegate authority and fill vacancies. The term of office of Officers is deemed to begin once the Extended Organisational Period ends.

During the Extended Organisational Period, the Board may, as necessary, amend the bylaws to fully support organisational requirements without the consent of an Annual General Meeting or other business meeting. The requirement to hold an Annual General Meeting is waived during the Extended Organisational Period.