

**Bylaws of
The Turkish American
Scientists and Scholars Association, Inc.
(TASSA)**

Version 6.0.2

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Purpose and Programs

Article 1: Statement of Purpose

The Turkish American Scientists and Scholars Association, Inc., (TASSA), shall operate exclusively as a non-profit organization to achieve the following objectives:

1. Contribute to the social welfare and the industrial development in the USA and Turkey through the promotion of education and science.
2. Promote educational and scientific cooperation between the USA and Turkey.
3. Promote friendship and fellowship among its members engaged in physical and social sciences.
4. Enhance the professional and social status of its members engaged in physical and social sciences.
5. Promote science and cultivate the next generation of scientists and scholars.

Article 2: Programs

TASSA may engage in variety of activities and programs to further its mission. These may include, but are not limited by, the following:

1. Activities that advance social wellbeing and industrial development in the USA and Turkey
2. Activities that promote cooperation between the USA and Turkey in education and science
3. Scholarship and internship programs in the USA and Turkey
4. Conferences, symposiums, and workshops in the USA and Turkey
5. Production and distribution of publications, including the proceedings of meetings
6. Activities that promote friendship and fellowship among the members of the academic and scientific communities
7. Activities that enhance the professional and social status of the members
8. Programs that promote science and cultivate the next generation of scientists and scholars

Membership

Preamble

Membership in TASSA is open to scientists and scholars in arts and humanities, social or physical sciences, including all engineering, basic, and life sciences. For the purposes of membership in TASSA, “Scientist and Scholar” refers to an individual holding at least one earned graduate degree. Graduate students studying in these fields may join the organization under a different membership category as specified below.

Article 3: Membership Categories

1. TASSA membership shall consist of the following categories:
 - a. Regular member
 - b. Overseas member
 - c. Student member
 - d. Honorary member
 - e. Institutional member

Article 4: Qualifications for General Membership

All members identified in this section must possess the qualities articulated in the preamble. Depending on the residence and academic achievements, qualified individuals may apply for one of the following types of memberships. Unless otherwise noted, all members have voting rights and may hold elected or appointed positions (e.g. officer, auditor, director, or chair of a committee) as articulated in this bylaws. The board of directors or a committee empowered by it must approve the admission of all members.

1. Regular Member: A regular member is a resident of the United States or Canada
2. Overseas Member: An overseas member is not a resident of the United States or Canada.
3. Student Member: A student member is an individual seeking a masters, doctorate, or equivalent level degree, and residing in the United States or Canada.

Article 5: Qualifications for Honorary Membership

A TASSA member or committee may nominate an individual for honorary membership based on generally recognized distinction and devoted service to the field of education, science, and public service.

Upon unanimous approval, the board of directors shall have the authority to confer upon the nominees honorary membership with the nominees' consent. These members do not pay membership dues and have no voting rights.

Article 6: Qualifications for Institutional Membership

Institutions interested in and committed to the mission of TASSA may become institutional members. Institutional membership will include a prescribed number of individuals participate as part of the institutional membership as determined by the board of directors. The institutional members shall have one vote at the general assembly meetings, which may be cast by any designated individual by the member institution.

Article 7: Admission

Except for members described in Article 5, to become a TASSA member, applicants who possess the qualities described in article 4, must submit the TASSA membership application form and the annual dues to TASSA as designated by the board.

Article 8: Membership Dues

1. Executive committee shall determine the membership dues for each category, which will take effect upon approval by the board of directors.
2. If a member fails to pay the membership dues for one year, his or her membership shall be suspended. Such members may be reinstated upon the payment of their past and current year dues without reapplying for membership.
3. A member who has not paid his or her membership dues for two consecutive years will lose all membership privileges and has to reapply for membership.

Article 9: Disciplinary Actions

In accordance with the policies and procedures adopted by the board, the board may suspend the rights and privileges of membership or expel any member who violates the bylaws or TASSA policies or obstructs TASSA goals and business.

Article 10: Meetings

1. General Assembly: Members shall meet annually for transacting official business that may properly come before the meeting. Normally, the annual meeting takes place in the month of March.
2. Special Meetings: Special meeting may be initiated at any time by (i) a majority of the board of directors, or (ii) by the executive director at the written request of at least one-tenth of the voting regular members. Such request shall state the purpose of the meeting. Business transacted at all special general assembly shall be confined to the purpose stated in the notice of the meeting.
3. Manner and Place of Meeting:
 - a. Meetings may be held in person at places designated by the board and announced to the membership as indicated below in section 4.
 - b. At the discretion of the board, the members may hold meetings entirely by electronic means. In such cases, the board must adopt procedures and guidelines to permit members to participate in the discussions and vote on motions at these meetings by means of remote communications.
4. Notices: Unless otherwise indicated, notice of each meeting stating the time and place where it is to be held, shall be delivered either personally, by mail, e-mail, fax or by other electronic means not less than twenty (20) or more than fifty (50) days before the meeting, to each eligible member. Notice of a special meeting shall also state the purpose for which the meeting shall convene, and shall indicate the person or persons calling the meeting. Such a notice shall be directed to each member's address of record. For Internet-mediated meetings, the notice will take the form of posting of the agenda on the electronic meeting hall and the sending of an e-mail to alert the members to the start of the meeting.
5. Quorum: Except as otherwise provided in these bylaws or by statute, at all general assemblies, the presence, including electronic presence, of one-tenth of the voting members shall be necessary and sufficient to constitute a quorum for the transaction of any business.
6. Voting: At all general assemblies, every voting member shall have one (1) vote. Such vote may be cast in person, by mail, or by electronic means, as authorized by the board. All elections shall be held and all questions shall be decided by a majority of the votes cast except as otherwise provided by law or by these bylaws.

Board of Directors

Article 11: Directors

1. A board consisting of the following members shall govern the affairs of TASSA:
 - a. President
 - b. President-Elect
 - c. Past-President
 - d. Executive Director
 - e. Treasurer
 - f. All elected representatives of the technical groups
 - g. One student representative, elected exclusively by the student members
 - h. Elected chairs of the standing committees
 - i. Ad hoc committee chairs or appointed committee chairs can attend board meetings but have no voting rights
2. All board members must be regular members of TASSA in good standing
3. The term of all elected board members is two years corresponding to the term of their positions. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the board. The term of the replacement is the remaining term of the replaced person.

Article 12: Functions of the Board

In addition to its general responsibilities and corresponding authority, the board shall deliberate and make decisions on the following items:

1. Confirmation of the executive director
2. Recommendation to enact new bylaws or to amend the current bylaws
3. Approval of new and amended policies and procedures
4. Approval of the audited annual report presented by the executive committee, and the business plan and budget of the coming term
5. The appointment of replacement members for those directors who have become unable to serve the duties of their office for various reasons
6. The appointment of replacement chairpersons to those committees whose chair have become unable to serve the duties of their office for various reasons

Article 13: Board Meetings

1. Annual and Special Meetings: The president shall convene the annual board meeting, and may convene special board meetings when necessary. The meeting agenda should be sent to all board members at least 20 days before the scheduled meeting. For Internet-mediated meetings, the notice will take the form of posting of the agenda on the electronic meeting hall and the sending of an e-mail to alert the members to the start of the meeting.
2. Manner and Place of Meetings: The board may hold meetings entirely or in part by remote communication, including email, fax, and postal mail. In such case, the board must adopt procedures and guidelines to permit members to participate in debate and to vote at the meeting by means of remote communications. Meetings may be held in person at places as designated by the board. Unless otherwise restricted by the Articles of Incorporation or these bylaws, the board

may decide to vote by mail or by electronic means, without a meeting in person, on a stated proposal.

3. **Quorum:** For meetings held in person or by direct telecommunications, the presence in person or by proxy at such meeting of fifty percent (50%) of the board members shall constitute a quorum for the transaction of any business.
4. **Voting:** At all meetings of the board, every voting member shall have one (1) vote. Such vote may be in person, by mail, or by electronic means, as authorized by the board. All questions shall be decided by a majority of the votes cast.

Article 14: Salary

No salary shall be paid to directors for their services as such. However, nothing in these bylaws shall be construed to preclude any director from serving TASSA in any other capacity and receiving compensation therefore.

Officers and Auditors

Article 15: Officers

1. The officers of TASSA shall consist of the following:
 - a. President
 - b. President-Elect
 - c. Past-President
 - d. Executive Director
 - e. Treasurer
2. The executive director shall be nominated by the president and confirmed by the board.
3. Upon the completion of her or his term, the president becomes the past-president and the president-elect assumes the presidency for the coming term.
4. The term for all elected officers is two years. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the board. The term of the replacement is the remaining term of the replaced person.

Article 16: Duties

1. **President:** The president coordinates and oversees the work and functioning of all offices and committees. The president may sign and execute all contracts or other obligations authorized by the board in the name of TASSA. The president shall seek the approval of the executive committee on significant matters other than those previously set forth in the policies adopted by the board. The president shall serve as chair at board meetings and meetings open to the general membership, including the General Assembly.
2. **President-Elect:** The president-elect shall assist the president and serve as president when the president cannot fulfill the duties of the position.
3. **Past-President:** The president who is replaced by a new elected president continues to be an officer and member of the executive committee until the next election.
4. **Executive Director:** The executive director shall perform duties under the direction of the president and the executive committee. The executive director shall report and maintain the records of all meetings and activities of TASSA relevant to her or his responsibilities.

5. Treasurer: The treasurer shall prepare and present the budget to the executive committee, report and maintain the records of all activities of TASSA relevant to her or his responsibilities.

Committees

Article 17: Executive Committee

1. Membership: The following members of the board shall serve as the executive committee: President, past-president, president-elect, executive director, and treasurer.
2. Functions: Executive committee is responsible for managing the affairs of TASSA. It shall deliberate and make decisions on the following items:
 - a. Business plans and management of TASSA.
 - b. Budget and financial reports to be submitted to the board.
 - c. Items delegated by the board.
 - d. Matters authorized by the bylaws.
 - e. Other appropriate matters.
3. Meetings: The president shall convene executive committee meetings as necessary. Any executive committee meeting may be conducted in person, by mail, or by electronic means.
4. Quorum: For meetings held in person or by direct telecommunications, the presence in person or by proxy at such meeting of fifty percent (50%) of the executive committee members shall constitute a quorum for the transaction of any business.
5. Voting: At all meetings of the executive committee, every committee member shall have one (1) vote. All matters shall be decided by a majority vote.

Article 18: Standing Committees

The following are the standing committees of TASSA:

1. Bylaws and Elections Committee: consists of a chair elected by the general assembly and minimum of two members nominated by the chair and confirmed by the board. The Bylaws and Elections Committee is the keeper of the bylaws and is charged with deliberating the amendments to the bylaws at the direction of the board, the executive committee, or one-tenth of the members. It is also charged with organizing the elections according to the rules articulated in this document or procedures developed by the board.
2. Membership Committee: consists of a chair elected by the general assembly and minimum of two members nominated by the chair and confirmed by the board. The Membership Committee is charged with enforcing the membership standards as articulated in the bylaws. Additionally, it engages in activities to retain current membership, to promote membership and recruit new members.

Standing committee chairs serve for a two-year term and are voting members of the board.

Article 19: Other committees

The board may establish additional committees by direct appointment. The chairs of these committees are non-voting members of the board of directors.

Article 20: Auditors

1. Election: The voting members at the annual general assembly shall elect three auditors, from among the candidates.

2. **Term:** The auditors shall serve for two years. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the board. The term of the replacement is the remaining term of the replaced person.
3. **Exclusions:** An auditor may not also simultaneously serve as an officer or director.

Duties: The auditors shall audit TASSA affairs according to standard accounting rules and TASSA policies, and report the results to the board.

Elections

Article 21: Elections

TASSA holds elections every year for electing officers, board members whose term is up for renewal, standing committee chairs, and the auditors. The Bylaws and Elections Committee is responsible for accepting nominations from among eligible members and organizing the elections in a timely and organized manner.

1. The election for the president-elect and the treasurer occurs in alternating years.
2. One half of the board membership is renewed every year.
3. The standing committee chairs are elected in alternating years.

Article 22: Eligibility to Run for Office and to Vote

Regular and overseas members have voting rights. Only regular members may run for an elected or appointed office. Overseas members may not serve in elected positions, or as chairs of committees, except those committees that operate in their country of residence. Student members may only run and be voted for the student member seats on the board of directors. To avail themselves of these rights, members must have paid their membership dues for the current year at least 30 days prior to a vote. A nominee for any elected position must have been a member of TASSA for at least 12 months as of the start of the voting for election.

Technical Groups, Chapters

Article 23: Technical Groups

Upon the recommendation of the executive committee, the board of directors will establish the technical groups.

1. **Technical Groups:** The board shall determine the number of directors for each technical group (elected directors.) Elected-directors of a technical group shall be elected by all voting members of that technical group within TASSA from the candidates nominated by the board. The term of all elected-directors is two years. They cannot be elected to the same position more than two successive terms.

2. The current technical groups are:
 - a. Engineering and Applied Sciences
 - b. Health and Biomedical Sciences
 - c. Social Sciences and Arts and Humanities
 - d. Natural Sciences

Article 24: Chapters

The board of directors may develop procedures to define, to establish, and to dissolve chapters. Such chapters must have bylaws consistent with the mission of TASSA and must operate as not-for-profit organizations.

Finance

Article 25: Annual Reports

The following items shall be reported to all members after the approval of the board:

1. The final income & expense statement and the final business report for the previous year by the past-president
2. The business plan and budget for the current year by the current president
3. Other items deemed necessary by the board

Article 26: Income and Expenses

TASSA has the following sources of income and all expenses of TASSA shall be paid using these sources:

1. Membership fees
2. Sponsorships, contributions, and donations
3. Other sources of income derived from TASSA businesses

Article 27: Fiscal Year

The fiscal year of TASSA shall commence on January 1 and end on December 31.

Article 28: Bank Accounts

The board may designate one or more banks or financial institutions as depository of TASSA funds. The board shall designate the officers who shall have the authority to deposit or withdraw TASSA funds, and the number of signatures required to draw against the funds. If no officers are designated, all checks shall be signed by the president and countersigned by the executive director or the treasurer.

Article 29: Indemnification

1. Definitions: Any word or words that are defined in Section 2-418 of the Associations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

2. Indemnification of Directors and Officers: TASSA shall indemnify and advance expenses to a director or officer of TASSA in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
3. Indemnification of Employees and Agents: With respect to an employee or agent, other than a director or officer of TASSA, TASSA may, as determined by the board of directors of TASSA, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with indemnification section.

Miscellaneous

Article 30: Offices

The TASSA Headquarters shall be located in the metropolitan Washington, DC area. The current location is “1526 18th St, NW, Washington, DC 20036”. The board may change the principal office as it sees fit. The president, with the approval of the executive committee, may establish subsidiary administrative offices in other areas as necessary.

Article 31: Amendment of Bylaws

The Bylaws and Elections Committee, working at the request of the board, the executive committee, or one-tenth of the members, reviews and revises the amendments to the bylaws and presents it for approval to the general assembly. The quorum for approving amendments to the bylaws shall be one-fifth of all voting members. To take effect, amendments shall require two-thirds of the total votes cast.

Article 32: Effective Date

These bylaws shall be effective immediately upon approval by the members.

The undersigned certifies that the foregoing bylaws have been adopted as the amended bylaws of TASSA, in accordance with the requirements of the laws of the State of Maryland.

Article 33: Special Elections

In order to fill the vacant positions and to comply with the election rules articulated in this bylaws, there will be a special election held in 2006. At this election, the following will be elected:

1. A president-elect, who will serve in that capacity for one year
2. A treasurer will be elected who will serve a normal term of office of two years
3. By the toss of a coin, one of the standing committee chairs
4. New board members to replace those determined by attrition or a fair lottery system by each technical committee
5. Three auditors

Starting in 2007, the election cycle as articulated in this bylaws will commence and this article will be removed from the bylaws.

Dated, Original Signed
TASSA President

Dated, Original Signed
TASSA Executive Director

Appendix 1 - TASSA Guidelines for e-Meetings and e-Voting

Supporting Document 1

TASSA Guidelines for e-Meetings and e-Voting

Proposed by TASSA Bylaws And Election Committee, September 29, 2004

Approved by the Council October 9, 2004 (25-2-0)

In addition to the regular assembly type meetings, TASSA will conduct its official business using a secure and private online electronic forum. Members of each working body within TASSA can freely discuss their ideas in this electronic forum in a dedicated and private environment, and can vote confidentially when necessary. The TASSA committee in charge of information technology will establish and maintain this forum at the official TASSA web site. All entitled members shall receive e-mail notices of the current forum activity. Each body will make the necessary arrangements to approve the minutes of all online meetings and will make the minutes public for all members to see.

The main building block of an electronic meeting in a forum environment is a motion, a proposal that requires a decision by the body that is considering it within a prescribed period. The board of directors, all committees, subcommittees, technical groups, and local chapters are governing bodies of TASSA. All governing bodies of TASSA will follow these guidelines for conducting their official business online:

1. Each governing body will designate a session chair for a specified period. The session chair shall be responsible for receiving the motions from the eligible members and bringing them before the body for discussion in an orderly and timely manner.
2. Each body may choose to appoint and to change the session chair as they see fit. The session chair is responsible for knowing the rules and regulations as set forth in the bylaws or other documents defining the conduct of meetings, and be familiar with the general manner and rules of running meetings.
3. In general, any individual may make a motion to a TASSA body of which he or she is a member.
4. A committee may bring a motion to the governing body where it is a member
5. Any motion introduced by an individual must be seconded by another individual before a debate can start.
6. Motions introduced jointly by two or more individuals who are members of that body, or motions coming directly from sub-groups within that body do not need to be seconded and are considered official immediately.
7. The debate on a motion will start after it is seconded and each motion will be discussed and voted on independently. The passage of a motion requires a simple majority of the votes but cannot be less than 25% of the all the eligible votes of that body. In case of a tie vote, the motion fails.
8. Unless otherwise stated, all voting will be of secret-ballot type, results being tabulated at the end of the voting period. Members, if they choose to do so, may announce their votes in the forum.
9. An amendment may be made for open ballot voting, and if the amendment is approved, the votes will be displayed next to the names of each member.
10. Every motion will pass through the following stages:
 - a. After a motion is made and seconded, the period of discussions and amendments begins.
 - b. Amendment period may be between 2 to 7 days, but cannot be longer than the discussion period.

- c. Voting period for the amendments, if any, will end 2 days after the end of the amendment period. Amendment made early may have a longer effective voting period.
 - d. Results of voting of amendments, if any, will be made public.
 - e. The debate period of the main or the amended motion is a minimum of 2 days
 - f. Voting Period of the main or the amended motion is a minimum of 2 days after the debate period ends. Early voting may start if the question is moved. However, the total voting period could not be more than 10 days.
 - g. The result of the vote on the motion is made public.
11. “Day” in these guidelines refers to calendar days including Saturday, Sunday, and holidays. If a motion made before 9:00 a.m. U.S. Eastern Time, that day will be counted as day 1, otherwise as day 0. The end of a business day is similarly defined as 9:00 p.m. U.S. Eastern Time.
12. Possible amendments to a motion may include:
- a. Modifications or additions to the original motion
 - b. Referral to another committee
 - c. To limit or extend the total processing or amendment period, which takes precedence over the above types
 - d. Tabling the motion preventing debate and decision until it is brought back to the floor by a motion at a later time, which takes precedence over the above types and is not debatable
13. Voting for an amendment starts immediately after it is introduced and ends at the end of the dedicated 2-day amendment-voting period, which is stated at the time of making the initial motion. Consequently, early amendments may have significantly longer effective voting period if the declared amendment period is sufficiently long. Based on the results of the vote, the original motion is changed to read as amended. If the amendment creates an inconsistent condition in the original motion, this inconsistency has to be cleared before bringing the amendment to a vote.
14. The voting will start with the presentation of the amended motion and will last until the end of the voting period as stated in the original motion, or until all the possible votes are cast.
15. The session chair will announce for each motion the following important steps in the process to all members of the corresponding body via an email lists dedicated for each body of the TASSA:
- e. Initiation of the motion
 - f. List of amendments (at the end of the amendment period)
 - g. Amended motion, if voting of the amendments results in a change, reminding the start and end dates of the debate period
 - h. Any late amendment proposals by the owner of the motion and associated voting results
 - i. Final results of the vote for the motion
16. These notices should be sent between the end of the business day of the stated deadline and the start of the following day to prevent the shifting of the voting period by one day since any motion made later in a day is counted as being made on Day 0.
17. Any technical problems and conflicts during the implementation of this policy could be brought to the attention of the Bylaws and Elections Committee either during the debate period or after the vote. The Bylaws and Elections Committee may choose to stop the timetable of any relevant motion within two days after it receives a complaint or opinion request. Bylaws and Elections Committee has to clear all the issues it receives within 7 days. In order nullify a motion retroactively, the Bylaws and Elections Committee requires $\frac{3}{4}$ of the votes cast by at least 50% of the committee membership. If a situation requires permanent clarification, these guidelines may be amended and presented to the board like any other motion. Such an amendment will take effect upon its approval by the board of directors.

Appendix 2 - The Matter of Quorum for Online Meetings

Supporting Document 2

**The Matter of Quorum
For Online Meetings**

Quorum, the required number of officers to be present for the decisions to be legally sound, became important to make sure that a few of the members could not get together and make legally binding decisions. The concept of quorum exists to protect the interests of all and to make sure that every voice was heard. If the required quorum was not achieved, the decisions would not be legally binding. At a time when all the meetings took place at a physical location for relatively short periods of time, and when the modes of communication were not as plentiful or efficient, the concept made eminent sense. It is still an important matter of order at meetings where people physically attend them.

As we try the new frontiers of conducting business, we must still consider the basic premise of protecting the integrity of the meetings, virtual or otherwise, and must make sure that every qualified member has had a chance to make his or her voice heard. Where meetings take place over great distances asynchronously, using the same standard for maintaining the quorum becomes difficult, to say the least. The fundamental benefits that maintaining the quorum are still valid but may need to be fulfilled in an appropriate manner for the medium of meetings. These benefits are:

1. Allow every member an opportunity to be heard
2. Make sure that the decision reached is the result of careful deliberation
3. Prevent a small group from affecting legally binding decisions without the knowledge and approval of all qualified members
4. Provide ample time for deliberations

It is reasonable to take the following as given and as the foundation of maintaining quorum at electronic meetings:

1. All members of the governing bodies of TASSA have access to the Web and electronic mail
2. Regardless of where a TASSA member may be, Internet access is pervasive and ubiquitous

Then, it is also reasonable to presume that, given an appropriate length of time, everyone involved in a governing body will always be present, unless incapacitated by illness or the highly special nature of their physical location. Therefore, with the exceptions noted, we may presume that quorum is present at all times in electronic meetings, as long as the meeting period covers a reasonably long time window. Thus, the critical elements germane to maintaining a quorum shifts from being tied to the number of individuals, and become linked to the length of the time and the pacing of the decision process, vis a vis the timing of the start and end of debate and the time allotted for voting.

If the above are taken as the basis of establishing quorum, we can base the quorum on the “**presumption of persisting quorum**” which needs to be augmented only by the minimum times allotted for the debate and voting. Both of these matters are articulated in the supporting document 1, TASSA Guidelines for e-Meetings and e-Voting.