

ARTICLE III - Board of Delegates

Section 1. The representation of Member Societies and participation in the affairs of LES International as provided in the Articles of Incorporation and these By-Laws shall be vested in a Board of Delegates composed of delegates designated by each Member Society. Each Member Society shall, for each annual period commencing on 1 January and terminating on 31 December, be entitled to designate two delegates and in addition each Member Society having more than 200 members shall be entitled to designate one additional delegate for each 200 members, or fraction thereof, above its first 200 members. For this purpose the number of members of each Member Society shall ~~include dues paying~~ be the number of members ~~only~~ as determined ~~and certified by the Secretary of LES International~~ in accordance with Article IX, Section 1 hereof as of the 31st day of December of ~~each year~~ the preceding year and in respect of which the Member Society has paid the requisite dues to LES International in accordance with Article IX, Section 2 hereof.

Section 2. Delegates shall be appointed and designated by each Member Society in such manner as its own governing laws shall provide, except that at least one of such delegates shall be an officer of such Member Society, preferably its highest executive officer.

Section 3. If any delegate becomes an officer of LES International, or Counsel to the Board of Directors, then the Member Society to which he or she belongs shall appoint and designate ~~another~~ a substitute delegate as provided for in Section 4 below to serve in his or her place.

Section 4. Each Member Society shall, ~~by prior~~ be entitled to replace a delegate with a substitute delegate, effective thirty days after written notice ~~to is provided to, or upon written acknowledgement and confirmation by,~~ the Secretary, ~~be entitled to designate a substitute delegate for the purpose of a particular meeting of LES International,~~ to serve in place of any of its delegates ~~who are unable to attend.~~ A person who is appointed and designated to be a substitute delegate ~~for the purposes of a particular meeting of the Board of Delegates~~ shall be entitled to attend meetings of the Board of Delegates and act as a delegate ~~for that particular meeting~~ in the place of the delegate in whose place he or she has been appointed ~~to serve~~ and designated to serve and the person so substituted shall forthwith cease to be a delegate, and any proxies tendered by the person so substituted shall forthwith cease to be recognized. A substitute delegate may himself or herself be substituted.

Section 5. Each Member Society shall notify the Secretary of LES International of the names of its ~~designated delegates and of each substitute delegate designated for the purpose of a particular meeting of the Board of Delegates~~ delegates by 28 February of each year.

Section 6. Each delegate, whether an appointed and designated delegate or a substitute delegate ~~present,~~ shall be entitled to one vote at a meeting of the Board of Delegates ~~shall be entitled to one vote.~~

Section 7. ~~Subject to Section 8, a~~ A delegate, whether an appointed and designated delegate or a substitute delegate, who does not attend any portion of a Board of Delegates meeting may, by prior written notice to the Secretary, appoint any delegate ~~or substitute delegate~~ of any Member Society to be his or her proxy at

such meeting or the portion of such meeting from which the delegate is absent. At a meeting of the Board of Delegates, a person who has been appointed to be a proxy for one or more delegates in accordance with this section may exercise the vote of the delegate or delegates who made the appointment in the same manner as the appointing delegate or delegates could have voted, in addition to the vote to which the proxy is himself or herself entitled as a ~~delegate or substitute~~ delegate.

Section 8. ~~A delegate may not appoint a proxy pursuant to Section 7 hereof if a substitute delegate is appointed in accordance with Section 4 hereof to serve in place of the delegate for the purposes of a particular meeting of the Board of Delegates, and that substitute delegate attends such meeting. Section 9.~~ A quorum shall exist at any meeting of the Board of Delegates if, at the start of such meeting, fifteen or more delegates are present with the right to exercise an aggregate number of votes (including proxy votes) greater than one half of the total number of delegates of all Member Societies at that time. Withdrawal of delegates during the course of any meeting shall not cause a failure of a duly constituted quorum at that meeting.

Section 10.9. Unless and except so far as expressly otherwise provided in these By-Laws, a resolution passed at a meeting of the Board of Delegates at which a quorum is present by a majority of the votes (including proxy votes) exercisable by the delegates (present at that meeting, including appointed and designated delegates and substitute delegates) ~~present at that meeting,~~ will be effective as a resolution of the Board of Delegates and action may be taken thereon accordingly.