

specified in these bylaws, the Board shall have the authority at any meeting properly noticed as described in these bylaws to appoint a replacement to fill a vacancy for an Officer or Director. If the vacancy will not result in the number of Officers or Directors dropping below the minimum required in these bylaws the board may wait until the annual election meeting to fill the vacancy

- 12) These bylaws may be amended in any way by a majority vote of a quorum at any properly noticed meeting as long as notice of the intent to amend the bylaws, including the wording of the proposed amendment is included in the meeting notice as described in section 2. The version number and amendment date shall be added to the title of the amended bylaws.
- 13) Removal of Directors and Officers: Any Director or officer may be removed for actions inconsistent with the mission of the KGA or for being unable to fulfill commitments to take action on behalf of the KGA. Such removal shall be by a majority vote of all Directors of the KGA at the time a motion for removal is made.
- 14) Voting by proxy: If attendance in person or by electronic connection is not possible a member may submit a written proxy authorizing any Director to vote on their behalf and leaving any desired written guidance on how that director should vote on behalf of the member. The vote of the Director based on the proxy shall be binding on the member and the member waives all right to contest in any manner the vote made based on the proxy (including waiving the right to pursue legal action against the Director for actions taken using the proxy.)
- 15) Records: Minutes of all meetings shall be reduced to writing and kept by a Director designated by the majority of the Directors. Printed copies of all meeting notices, agendas and proposals sent out in advance of any meeting shall be included in the official records. Records of all projected and actual budgets and all income and expenses shall be kept by a Director designated by a majority vote of the Directors. Printed copies of these records shall be maintained. All tax and other filing with governmental agencies shall be kept in the official records. All such records shall be maintained in a central records book, to be kept in the possession of a Director