

**Draft Bylaw Amendment:
Article III, Section 2**

Purpose: No commencement date for a Director’s term is currently set out in the Bylaws. The purpose of this amendment is to clarify Director’s terms commence at the conclusion of the Annual Meeting following his/her election.

Current Bylaw:

Article III, Section 2

2. Election and Term

Any Member seeking election to the Board of Directors must first be nominated pursuant to Article VI of these Bylaws. Directors shall be elected by ballot voting of the Membership held prior to the Annual Meeting each year, by either mail or electronic means as determined in advance by the Board of Directors. The Board of Directors shall establish the commencement date of the election each year, which date shall be not more than sixty (60) days, nor less than thirty (30) days prior to the Annual Meeting. Voting shall remain open for thirty (30) days after the commencement date. No vote received by the Association after voting closes shall be counted.

The Board of Directors shall cause notice of the election to be mailed to the Members by United States Mail, or by email to any Member who has elected to receive correspondence from the Association by electronic means (“Notice of Election”). Inclusion of such notice within the Association’s newsletter shall satisfy this notice requirement. If the election is conducted by mail, the notice shall include a Ballot for voting. If the election is conducted through electronic means, the notice shall contain instructions for accessing an electronic ballot.

Ballots (whether provided by mail or electronic means) shall list the names the nominated candidates and indicate how each candidate was nominated. Voting shall remain open for a period of thirty (30) days commencement date established by the Board of Directors.

The Board of Directors shall establish, from time to time, such administrative and procedural rules necessary to ensure the election of Directors under this Section. Voting shall comply with such rules established by the Board of Directors.

Once cast, a Members vote may not be changed or withdrawn. Members shall not cast more than one (1) vote for each Board vacancy to be filled. Cumulative voting shall not be permitted. The candidates receiving the largest number of votes cast shall be elected to fill the positions. In the event of a tie, a run-off will be conducted at the Annual Meeting by a ballot vote of the Members present in person or by proxy.

Directors shall serve for three years, or such lesser term for which they may have been elected, and, in any case, until their successors shall have been elected and taken office. At least three Directors shall be elected each year in order to provide for staggered terms.

During any election at which more than three (3) candidates are seeking election, the Board of Directors shall retain the services of a third-party to review the election process to ensure compliance with these Bylaws and the election rules established, and the votes cast by the members, and to certify the election results to the Association.

A tabular breakdown for the election of Directors shall be made available on request to any Member eligible to vote, which shall include: (a) the total number of votes cast, (b) the total number of candidates, (c) the winning candidates and the votes each received, and (d) the number of disqualified ballots received. Upon request, any candidate shall be informed of the number of votes he or she received.

Proposed Bylaw Amendment: Article III, Section 2

New language is underlined and deleted language is marked with strike-through.

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