

Proposed By-Law Amendments

1. Amend Article II, Section 4 to delete the word "Chairman" in the third sentence of the section. (This amendment corrects a typographical error.)

2. Amend Article II, Section 2 to add the following new sentence at the end of the section: "The terms of office of all officers and directors elected at the annual meeting shall commence on the first of the month following the annual meeting." (This amendment resolves an ambiguity in the current by-laws. When a board member is elected at the annual meeting in June, it is unclear in the current by-laws whether the term of office begins when the member is elected, or whether it begins on the first of the following month, *i.e.*, on July 1. The board's practice has been the latter. The amendment follows the board's practice.)

As amended, Article II, Sections 2 and 4 would state as follows (new material is in bold, deleted material is in strikethru mode):

ARTICLE II

SECTION 2. Election: The President, Vice-President, Secretary and Treasurer and directors shall be elected by the members at the annual meeting of the corporation, except that an outgoing President shall automatically become a director for a one-year term. **The terms of office of all officers and directors elected at the annual meeting shall commence on the first of the month following the annual meeting.**

SECTION 4. Board of Directors: The Board of Directors shall have the general management and control of all the property and affairs of the corporation. The President shall serve as Chairperson of the Board and minutes of all meetings of the Board shall be kept by the Secretary. Meetings of the Board shall be held from time to time as the affairs of the corporation may require upon call of the ~~Chairman~~ Chairperson of the Board or of any three (3) directors. No meeting of the Board of Directors shall be a legal meeting unless a quorum is present; a quorum being six (6) members of the Board. Meetings of the Board may be conducted in-person and/or by means of remote participation. Acceptable means of remote participation include telephone or Internet-enabled audio or video conferencing, or any other technology that enables the remote participants and the people present at the meeting location, if any, to be clearly audible to one another. Remote participation in a meeting constitutes presence at the meeting.