

April 2, 2021

**GOVERNANCE COMMITTEE DRAFT AMENDMENTS TO  
ARTICLES VIII (OFFICERS) AND XIV (BOARD OF DIRECTORS)**

*[New language is underlined. Language to be deleted is crossed through.]*

**ARTICLE VIII—OFFICERS**

Section 2. Nominations for election to fill Officer positions shall be presented by the Nominating Committee to the members participating in an ~~at the~~ Annual Meeting. ~~Nominations may also be made at the Annual Meeting from the floor, providing that a written commitment signed by the candidate confirming that he/she will serve if elected, is submitted.~~ Nominations from members also may be presented, provided that such nominations are submitted to the Nominating Committee at least thirty days before the Annual Meeting, together with a resume and written commitment by the nominee confirming that he or she is willing to serve if elected.

**ARTICLE XIV—BOARD OF DIRECTORS**

Section 1a. The Board of Directors shall ~~be elected at Annual Meetings, and shall~~ consist of not less than nine nor more than sixteen members of the Association, to include the President, who shall be ex-officio Chairman of the Board, the Vice President, Treasurer, the Recording Secretary and Membership Secretary. ~~Nominations may also be made at the Annual Meeting from the floor, providing that a written commitment signed by the candidate confirming he/she will serve if elected, is submitted.~~

b. Directors shall be elected by a majority of members participating and voting at an Annual Meeting. Nominations for election shall be considered and presented to the members by the Nominating Committee. Nominations from members also may be presented, provided that such nominations are submitted to the Nominating Committee at least thirty days before the Annual Meeting, together with a resume and written commitment from the nominee that he or she is willing to serve if elected.

c. Each member of the Board shall serve for a term of two years, ~~or until a successor has been elected.~~ unless appointed by the President to serve for a temporary period, in accordance with Article IX, Section 3 of the Bylaws. The terms of the Directors ~~may be staggered at the option of the Board~~ are staggered, and only the number of Directors ~~positions with expiring terms, or whose positions are vacant~~ or otherwise vacant shall be elected ~~at the~~ open for election at each Annual Meeting.

*Proposed New Language:*

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b. Directors shall be elected by a majority of members participating and voting at an Annual Meeting. Nominations for election shall be considered and presented to the members by the Nominating Committee. Nominations from members also may be presented, provided that such nominations are submitted to the Nominating Committee at least thirty days before the Annual Meeting, together with a resume and written commitment from the nominee that he or she is willing to serve if elected.

c. Each member of the Board shall serve for a term of two years, unless appointed by the President to serve for a temporary period, in accordance with Article IX, Section 3 of the Bylaws. The terms of the Directors are staggered, and only the number of Director positions with expiring terms or otherwise vacant shall be open for election at each Annual Meeting.