ORIGINAL ARTICLES AS IN 2009 BYLAWS
(Items to be changed are in *bold italics*)

Article II - Section 6.

The lesser of either 3% of all voting members or thirty (30) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person ***or by proxy***.

Article III - Section 2.

The Directors shall be elected for the term of three (3) years by a plurality of the voting members of the SOCIETY present in person ***or by proxy*** at the annual meeting of members. Approximately one-third of the Directors shall be elected at each annual meeting.

Article IV - Section 3.

The officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present, in person, ***or by proxy,*** at the annual meeting of the members.

ARTICLE IX AMENDMENTS

This Constitution and By-Laws may be amended by a majority vote of members present in person ***or by proxy*** at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II Section 4 hereinabove.

The notice of such meeting shall recite the wording of each proposed amendment.

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Items in Bylaws related to Term of Ofice
Starts and Completions

Article II - Section 2.

The annual meeting of members shall be held on such date in the month of May each year or as may be determined by vote of the Board of Directors.

Article III - Section 4.

If by reason of resignation or death, or any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members.

Article IV - Section 4.

If by reason of resignation or death or for any reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members.

Article V - Section 2.

The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting, at which time nominations from the floor may be taken.

Proposed Changes to ARTICLES AS IN 2009 BYLAWS

Article II - Section 6.

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Article III - Section 2.

The Directors shall be elected for the term of three (3) years by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Approximately one-third of the Directors shall be elected at each annual meeting.

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The officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present in person at the annual meeting of the members.

ARTICLE IX AMENDMENTS

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The notice of such meeting shall recite the wording of each proposed amendment.

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Items in Bylaws related to Term of Office
Commencements and Completions -- Discussion

Article II - Section 2.

The annual meeting of members shall be held on such date in the month of May each year or as may be determined by vote of the Board of Directors. ***Directors and officers elected during this meeting will begin their terms at this meeting.***

--defines the date of commencement of the terms. The other articles mentioned on the previous page define the <u>end</u> of the board members' and officers' terms. We have two choices as discussed in the previous meeting. Terms can start either at the Annual Meeting, or else at the beginning of the fiscal year, July 1st. The Annual meeting option is the simplest and most straightforward to use and does not require changes in other articles.

The Fiscal option also has its attractions, but it does require changes to other articles. I would opt for the Annual Meeting but the fiscal option is practicable. If that is picked then Article II Section 2 would read:

The annual meeting of members shall be held on such date in the month of May each year or as may be determined by vote of the Board of Directors. ***Directors and officers elected during this meeting will begin their terms on the first day of the next fiscal year..***

--And the other articles would have to be emended to:

Article III - Section 4.

If by reason of resignation or death, or any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the ***end of that current fiscal year.***

Article IV - Section 4.

If by reason of resignation or death or for any reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the ***end of that current fiscal year.***

Article V - Section 2.

The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the ***end of that current fiscal year.*** The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting, at which time nominations from the floor may be taken.