

Bylaws Changes – Ballot Questions 2015

1. Allow Members to vote before the Annual Meeting starts, and restate the purpose of Annual Meeting.

___ YES ___ NO

ARTICLE 4

Section 1. Annual Meeting. The annual meeting of the Members shall be held in the month of October, or during such other month as may be designated by resolution of the Board of Trustees from time to time, and shall commence on the date designated by the Board of Trustees. The purpose of the annual meeting ~~of the Members is to elect Trustees, appoint Members committees, and is to conduct transact~~ such ~~other~~ business, including elections, as may come before the Members at or before the meeting.

2. Change the definition of Quorum so that it is defined as a majority of current Members.

___ YES ___ NO

ARTICLE 4

Section 5. Quorum. ~~At each meeting of Members, the presence, through one or both representatives, of~~ A quorum is defined as a majority of the ~~current~~ Members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Members, a majority of ~~those~~ see Members present may adjourn the meeting ~~from time to time~~ without further notice.

3. Allow Members to vote remotely, thus not requiring presence at the Members Meeting to vote.

___ YES ___ NO

ARTICLE 4

Section 6. Manner of Acting. Members act through their Members Representatives. Members may act by voting in elections (remotely, electronically or in person) and on any other business brought before the Members. Unless otherwise required by law or these bylaws, the act of a

majority of the Members ~~voting present at a meeting at which a quorum is present~~ shall be the act of the Members. ~~Each Member has one vote as to all matters required by law or these bylaws.~~

Section 7. Voting. Voting may be in person or remotely by electronic or paper ballot. Members may vote without a meeting in elections or on any other matter where the ballot is provided in written form to Members (hard copy or electronically), with the Member votes submitted by postal or other delivery, facsimile, email or any other electronic or digital means by the close of voting. Each Member has one vote as to all matters required by law or these bylaws. For an election to be valid, a majority of Members must cast votes.

4. Change the election of the Members Nominating Committee and the Trustees so that the candidates receiving the highest number of votes cast will be elected.

 YES NO

ARTICLE 5

Members Committees

Section 1. Members Nominating Committee. At each annual meeting of the Members, the members of the Nominating Committee shall be elected from among the Member Representatives by the Members for three-year terms. The candidates receiving the highest number of votes cast will be elected. The three-year terms shall be staggered so that in the first year after the bylaw amendment: three members are elected to a one-year term; three are elected to a two-year term; and three are elected to a three-year term. In subsequent years, members will be elected as vacancies arise. The Board of Trustees shall also appoint one member to the Nominating Committee for a one-year term who is an Institutional Trustee in her/his second term on the Board of Trustees. The Nominating Committee will make nominations for election of Trustees at the next annual meeting of the Members and for election to fill any vacancy or vacancies on the Board of Trustees. The Nominating Committee shall also nominate persons to serve on the other Members committees provided for in this Article. A report of all such nominations shall be included in the notice of each meeting of Members at which an election is to take place, except when the election is to fill a vacancy and the report is not available when the notice of the meeting is given.

ARTICLE 6

Section 3. Election and Term of Elected Trustees. At each annual meeting of the Members, Trustees shall be elected by the Members. The candidates receiving the highest number of votes cast will be elected. The terms of the

Trustees elected at each annual meeting of the Members shall begin at the start of the first regular meeting of the Board of Trustees following their election and shall expire upon the commencement of the first regular meeting of the Board of Trustees after the third annual meeting of the Members following their election. Each Trustee shall hold office for the term for which such Trustee is elected and until the first meeting of the Board of Trustees following the annual meeting of the Members at which such Trustee's successor is elected. Any Trustee who has served two successive three-year terms shall not be eligible for reelection as a Trustee until the annual meeting of the Members following the date on which the second of said successive three-year terms expires. The provisions of this Section shall in no way limit the provisions set forth in Section 5 of this Article 6 concerning the filling of any vacancy occurring in the Board of Trustees.

5. Change the affirmative requirement for election and re-election of Members, and Bylaw Amendments from two-thirds (2/3) of Members present where a quorum is present, to two-thirds of Members voting.

 YES NO

ARTICLE 2

Section 4. Election of Members. Members may be elected at any annual meeting of the Members duly held by ~~a the~~ vote of two-thirds of the Members ~~voting present at a meeting at which a quorum is present.~~ Before an entity may be elected to membership in the corporation, it must have filed an application for election to membership with the Membership Committee, in accordance with the procedures and the schedule established by the Membership Committee from time to time, and must have been nominated for membership by the Membership Committee, and notice of such nomination must have been included in the notice of said annual meeting of Members.

Section 5. Reelection of Members. Written notice of the expiration of the term of membership of a Member shall be transmitted by the Secretary to said Member at least twelve months before the effective date of such expiration. Each Member so notified may file an application for reelection to membership in accordance with the procedures and the schedule established by the Membership Committee from time to time. Said application, unless withdrawn, shall be voted upon at the annual meeting of the Members held during said calendar year. The Membership Committee shall review applications for reelection and recommend action at the annual meeting of the Members; however, a recommendation by the Membership Committee for rejection of an application for reelection will not limit the right of any Member to have its application for reelection voted upon at such a meeting. A

Member may be reelected to a new term at any annual meeting of the Members by ~~a~~ ~~the~~ vote of two-thirds of the Members ~~voting present at a meeting at which a quorum is present~~. If the Membership Committee, because of unusual circumstances pertaining to a Member's application for reelection, is unable to arrive at a recommendation regarding reelection of a Member in time to present it at such annual meeting, the question of reelection may be postponed until the following annual meeting of the Members at the request of the Membership Committee if approved by action of the Members. Such a postponement may be requested by the Membership Committee only once with respect to a Member's application for reelection. If, for any reason, an annual meeting of the Members is not held in a given year, or if an application for reelection to membership duly filed is not voted upon at a given annual meeting of the Members, the membership of a Member due to be considered for reelection at such meeting will be automatically extended, without lapse, until the next annual meeting of the Members. In such cases of delay, the new term of the reelected Member shall begin on the date such reelection would have been effective had no delay occurred, and the reelection fee to be paid by such Member upon reelection shall be that fee which would have been payable had there been no delay.

ARTICLE 14

Amendments to Bylaws

These bylaws may be amended at any regular or special meeting of Members ~~, duly called and held,~~ by ~~a~~ ~~the~~ vote of two-thirds of the Members ~~voting present at a meeting at which a quorum is present~~.