

Proposed Revisions to September 2010 Bylaws
(V.5, March 31, 2011)

[As approved in substance by the Board at the Special Meeting of 3-19-11, and finalized
by the Executive Committee on 3-31-11]

PROPOSED REVISIONS (BLACKLINE):

ARTICLE I
DEFINITIONS

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“Past President” (when capitalized) shall mean the Director, who last served as President of the Association.

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ARTICLE V
BOARD OF DIRECTORS

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SECTION 2. MEMBERSHIP OF THE BOARD. Membership of the Board of Directors shall consist of the following:

a. A President-Elect of the Association, elected by the membership to a two-year term at the Annual Meeting in the last year of the term of the incumbent President-Elect, or elected to fill a vacancy under the provisions of Article V, Section 4;

b. A President, who assumes the office of President automatically upon the completion of his or her term as President-Elect and thereafter serves a two year term, or is elected to fill a vacancy under Article V, Section 4;

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c. A Past President, who serves *ex officio*;

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SECTION 3. TERM OF OFFICE. Each At-Large Director shall be elected by the membership to serve for two years and until his or her successor is elected. Except as provided in Article XVI, terms of office begin at the beginning of the Association's fiscal year following the elections.

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No person may be elected to the position of Secretary, Treasurer, or At-Large Director of the Association to serve a third consecutive two-year term. No person who has served as President is ever again eligible to serve as President-Elect or as President. At-Large Directors and officers ineligible for re-election to a particular position may be elected to any other office; however, the Past President is ineligible to serve in any position for at least one year after the conclusion of his or her service as Past President.

Holding office solely to fill an unexpired term of less than a year as a result of a vacancy as described in Article V, Section 4, shall not be affected by a prior term of office or affect a person's ability to serve in any office under this section.

SECTION 4. VACANCIES. In case of any vacancy in the Board involving an officer (other than the President or President-Elect) or an At-Large Director, the remaining Directors, at any meeting, may appoint a successor to hold office for the unexpired portion of the term.

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If the office of the President-Elect becomes vacant before the expiration of his or her term, the Board may appoint a member in good standing to serve only the portion of the term of that office remaining until the next Annual Meeting, at which time the membership shall elect a President-Elect to serve the remaining portion of that term in conformity with the provisions of Article VIII. If the vacancy occurs under circumstances that do not permit sufficient time to elapse for the election of a President-Elect at the next Annual Meeting, a Special Meeting shall be scheduled to permit the election to be held, also in conformity with the provisions of Article VIII. Notwithstanding the above provision, in order to keep the terms synchronized, prior to the election by the membership, the Board may determine that the membership shall elect a President-Elect to serve a new two-year term, as opposed to the unexpired portion of the prior term, which shall be stated in the notice provided under Article VIII.

Deleted: If the office of the President becomes vacant before the expiration of his or her term, the President-Elect shall assume the duties of the President and continue in that office as prescribed in Section 2a and 2b.¶

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If the office of the President becomes vacant before the expiration of his or her term, the President-Elect shall assume the duties of the President and remain in that office for the remainder of the unexpired term. If the office of President and the office of President-Elect are both vacated, then the process described in the above paragraph shall be used to elect both a President and a President-Elect.

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ARTICLE VIII ELECTION OF OFFICERS AND DIRECTORS

SECTION I. NOMINATIONS. One candidate for each of the offices of the Association open to election and at least one candidate for each At-Large Director whose term is ending or which becomes vacant shall be selected by the Nominating Committee and presented to and ratified by the Board at a meeting sufficiently early to allow for notice of the nominations as required under these By-Laws and pursuant to any operating resolutions adopted by the Board. The consent of the proposed nominee shall be obtained prior to notice to the members of the Association.

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Notice of the proposed candidates and of the opportunity to submit nominations by Petition shall be distributed to the members at least eight weeks prior to the Annual Meeting at which the relevant elections will be held, The notice shall clearly describe the requirements for and procedure to nominate additional candidates by petition.

Other nominations for any of these offices may be made by Petition (a) signed by no fewer than twenty-five members of the Association in good standing, (b) accompanied by biographical sketches of proposed candidates and a certification that the consent of all such persons to becoming nominees has been obtained, and (c) presented to the Secretary or the Director of Alumni Relations at least four weeks prior to the Annual Meeting at which the relevant elections will be held.

SECTION 2. ELECTIONS. Elections shall be conducted at each Annual Meeting. Each member of the Association in good standing shall be entitled to cast one vote, in person or by Proxy, for a nominated candidate for each office of the Association, when such officers are to be elected at that Annual Meeting, and shall be entitled to cast one vote for each open position, in person or by Proxy, for nominated candidates for At-Large Directors, provided that no member may cast more than one vote for any individual. The candidates receiving the most votes (which need not be a majority) for each of the officer positions shall be declared elected, and the candidates for the open At-Large Director positions receiving the highest number of votes, until all open positions are filled, shall be declared elected; in the event of a tie for the last open position, a run-off election shall be held immediately. If there are no contested elections for officers or if there are six or fewer nominees for At-Large Directors, the presiding officer may entertain a motion to elect such nominees by voice vote, without tallying votes.

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