

This Bylaws amendment relates to an expansion of the size of the Board of Directors of the Council. During my tenure on the Board, the Council has undertaken a number of new initiatives and activities – Public Outreach, Website expansion and our Members Evening Event among them. We have added Webinars and Younger Members programs to our professional offerings. We want to keep these successful initiatives going strong, and we have many new ideas.

Until the Amendment passed, the Board had 5 officers and 6 members at-large. Members-at-large served 3 year terms. It is an active Board, and most Board members serve on at least 2 (and often more) committees. The Board believes that we can best maintain the strength and innovation of our Council if the Board was expanded by adding 3 additional at-large members. The Board did not recommend extending the term of Board Members, but recommended limiting at-large membership on the Board to no more than two consecutive terms. The Board expansion will be phased in over the period 2011- 2013.

Proposed By-Law Amendment  
**Article V**  
**Board of Directors**

**Section 2. Number, Tenure and Qualifications.** The number of directors shall be fourteen, five of whom shall be the president, vice president, treasurer, secretary, and immediate past president, and nine of whom shall be members not occupying any of the foregoing positions (“directors-at-large”). Three directors-at-large shall be elected for a term of three years at each annual meeting of the members, as provided in Article VIII. Each director-at-large shall serve the term for which he or she was elected until his or her successor shall have been elected and qualified, unless prior thereto he or she is elected as an officer or disqualified to hold the office of director. No member shall serve more than two consecutive terms as a director-at-large. Only members entitled to vote may serve as directors.

In order to implement this By-Law, as amended, during the period 2011 – 2013, the number of directors for the 2011 – 2012 year shall be 12, with three directors-at-large to be elected in 2011 with terms to expire in 2014; and the number of directors for the 2012 – 2013 year shall be 13, with three additional directors-at-large to be elected in 2012 with terms to expire in 2015. This paragraph shall be deleted from the By-Laws after the 2013 annual meeting of members, at which time the election of three directors-at-large with terms expiring in 2016 shall provide a full complement of directors under this By-Law, as amended.

