

## Bylaw Revision Proposal

### ARTICLE XIII Board of Directors

- A. The Board of Directors of the Corporation shall be elected by the membership at its Annual General Meeting. The number of Board members will be 5.
- B. The officers of the Corporation shall be annually elected by the Board of Directors. Officers shall include Chairman, Secretary, and Treasurer.
- C. Unless otherwise stated by the Board of Directors, the term of Board members shall be three years and no individual shall serve more than ~~2~~ 3 consecutive three year periods. The term of those members elected in 2007 shall establish staggered terms for elections and shall be as follows: one elected for a one year term, two elected for two year terms, and two elected for three year terms.
- D. Any vacancy occurring on the Board of Directors of the Corporation shall be filled for the balance of the term by appointment of another person for the duration of the term by the Board of Directors, unless otherwise determined by the Board of Directors.
- E. Directors may be removed by the Board of Directors for cause or without cause, or may resign.
- F. Each Board member must attend at least three fourths of the Board meetings in a calendar year or may be subject to removal.
- G. Committees will be established by Board resolution.
- H. The Governance Chair of the Board of Directors shall produce a slate of Board members for nomination and approval at the Annual General Meeting of the Membership. The slate of nominees will be sent to the membership no later than 30 days in advance of the meeting. Nominations for Board positions from the membership shall be delivered to the State office no later than 45 days in advance of the scheduled meeting.
- I. To provide geographical balance, the Governance Chair shall comply with the following guidelines when presenting their slate of nominees: 1 central, 1 east, 1 west, 2 at-large. The central member will come from one of the following counties: Boone, Dallas, Jasper, Madison, Marion, Polk, Story, Warren. The east member will be east of I35 with the exception of the central counties; the west will be west of I35 with the exception of the central counties. The 2 at-large positions may be chosen from any location within the state.
- J. The Board will adopt and maintain a conflict of interest policy.