

7.05 Amendment of Bylaws. These Bylaws supersede and replace in their entirety any prior Bylaws of the corporation. The Bylaws of this corporation may be amended by a simple majority of the total number of Directors then in office. Such amendments must be provided to the membership, in writing, at least fourteen (14) days prior to a Board vote, and shall include the date and time of the start of the meeting the amendments shall be voted on. Such amendments shall be present before the Board at a Board meeting, at which a quorum is present, and is to be held at least on (1) week prior to a vote on the amendments by the Board.

## **Proposed Changes to the JRAC Bylaws**

### **Current Bylaw**

4.02b Tenure. The Board may change the number of Directors or their term of office by amendment to these Bylaws. Members of the Board of Directors shall be eligible to serve two (2) full and consecutive, two (2) year terms. After a one (1) year interval since his or her last service on the Board, a former Director shall again be eligible for election to the Board.

4.03a Election of Directors. In November of each year, the Nominating Committee provided for in these Bylaws shall prepare a slate of recommended Directors to be elected for the term commencing that year. Members may submit recommendations to the Nominating Committee through the Secretary of the corporation. The Nominating Committee shall make its recommendations to the Board at its December meeting. If the Board approves the recommendations, the Board shall present the proposed members of the Board to the membership of the corporation by ballot. If the Board does not approve the recommendations, the Board may substitute its own recommendations for Directors. Because of the nature of membership in the corporation, election of Directors shall be by ballot communicated to each member at their last know address. Ballots shall include space for write-in candidates. At least two (2) weeks after notification shall be allowed for return of the ballot. If less than fifteen percent (15%) of the members eligible to vote cast ballots, a new ballot shall be submitted to the members until the requisite percentage is met or exceeded. Provided that at least fifteen percent (15%) of the members eligible to cast ballots have cast ballots, then those persons receiving the highest number of votes on the ballot shall be elected as members of the Board, to take office on February 1 of the year in which they are elected. The President, Vice President, Secretary and Treasurer shall constitute a committee of the Board for purpose of conducting the election of members of the Board, at the general meeting. A majority of members of the committee shall be necessary for action by the Committee. This Committee shall report to the Board, at its first regular meeting following an election of Board members, the number of members entitled to vote, the total votes received by candidates and those persons elected as Directors.

### **Proposed Changes to Bylaw**

4.02b Tenure. The Board may change the number of Directors or their term of office by amendment to these Bylaws. Members of the Board of Directors shall be eligible to serve two (2) full and consecutive, three (3) year terms. After a one (1) year interval since his or her last service on the Board, a former Director shall again be eligible for election to the Board. The election of Directors will be such that three (3) are elected in first year of the election cycle and two (2) elected each of the next two consecutive years of the election cycle. This will begin at the January 2018 membership meeting with the election of two (2) Board of Directors to a two (2) year term (to expire January 2020) and three (3) Board of Directors to a three (3) year term. Thereafter, all elections for Directors, will be for a three (3) year term.

NOTE: The above changes to the length of term for board members will transition for all seven board members positions to three-year terms as follows:

2018—3 position will be elected to separate three-year terms.

2018—2 positions will be elected to separate two-year terms. When these terms expire in 2020, these positions will change to three-year terms

2019—currently two positions have terms that expire in January 2019. At end of the terms, these positions will change to three-year terms

4.03a Election of Directors. In November of each year, the Nominating Committee, provided for in these Bylaws, shall prepare a slate of recommended Directors to be elected for the term commencing the next year. Members may submit recommendations to the Nominating Committee through the Secretary of the corporation. The Nominating Committee shall make its recommendations to the Board at its December meeting. If the Board approves the recommendations, the Board shall present the proposed members of the Board to the membership of the corporation at least fifteen (15) days prior to the annual membership meeting in January. If the Board does not approve the recommendations, the Board may substitute its own recommendations for Directors, the Board shall present the proposed members of the Board to the membership of the corporation at least fifteen (15) days prior to the annual membership meeting in January. The election of new Board members shall be held at the annual membership meeting in January. Election of Directors shall be by ballot. Ballots shall include space for write-in candidates. At least fifteen percent (15%) of the members eligible to vote must cast ballots at the annual meeting. Provided that at least fifteen percent (15%) of the

members eligible to cast ballots have cast ballots, then those persons receiving the highest number of votes on the ballot shall be elected as Directors of the Board. New Directors shall take office on February 1 of the year in which they are elected. If fifteen percent (15%) of the membership does not cast ballots at the annual membership meeting the Board of Directors shall mail ballots to each member at his/her last know address in order to receive the required fifteen percent (15%). Ballots must be returned within a designated two-week period in order to be considered valid.