

Proposal for Bylaws Amendments
2020 Annual Meeting

Current Article IV:

Section 5: Voting

(A) At all meetings of the Society, each Professional and, Associate Member shall have one vote and may take part and vote in person or by proxy. A professional or associate member may vote by proxy and must provide authorization in writing for a proxy vote to act in his or her place by at least one (1) day in advance of the action(s) being voted upon. Except as otherwise noted herein, all voting at meetings may be either written or oral. Unless otherwise specifically provided by the Bylaws, a majority vote of those Professional and Associate Members present and voting shall govern. Proposals to be offered to the members for a vote, except election ballots and business conducted at a special meeting pursuant to Article IV, Section 3 above, shall first be approved by the Board of Directors. To the extent permitted by applicable law, the Board of Directors may determine to conduct any membership vote by mail or electronic mail ballot.

(B) Electronic Voting may be used for all actions except election of members of the Board of Directors concerning the merger, consolidation, or sale of assets of the Society. The following voting procedures shall be followed for electronic voting:

- (i) The Society will furnish notice to all members (voting and non-voting), in advance, setting forth the proposed action for which it is seeking consent of the voting members by email;
- (ii) The action will not be considered approved unless a majority of the voting members of the Society ratify their acceptance by emailing an appropriate response evidencing such consent;
- (iii) The proposed action shall not be deemed effective until at least ten days shall have passed after the giving of the notice under (i) above;
- (iv) The notice under (i) above must recite that at least ten (10) days must elapse before the action is effective; and
- (v) After the action is taken, consistent with the preceding steps, the emails evidencing the requisite consent shall be maintained with the minutes of the proceedings of the Society.

Proposed Amendments to Article IV:

Section 5: Voting

(A) At all meetings of the Society, each Professional and, Associate Member shall have one vote and may take part and vote in person or by proxy. A professional or associate member may vote by proxy and must provide authorization in writing for a proxy vote to act in his or her place by at least one (1) day in advance of the action(s) being voted upon. Except as otherwise noted herein, all voting at meetings may be either written or oral. Unless otherwise specifically provided by the Bylaws, a majority vote of those Professional and Associate Members present and voting shall govern. Proposals to be offered to the members for a vote, except election ballots and business conducted at a special meeting pursuant to Article IV, Section 3 above, shall first be approved by the Board of Directors. To the extent permitted by applicable law, the Board of Directors may determine to conduct any membership vote by mail or electronic mail ballot.

~~(B) Electronic Voting may be used for all actions except election of members of the Board of Directors and any vote concerning the merger, consolidation, or sale of assets of the Society. The following voting procedures shall be followed for electronic voting:~~

- (i) The Society will furnish notice to all members (voting and non-voting), in advance, setting forth the proposed action for which it is seeking consent of the voting members by email **or another electronic vehicle;**
- (ii) The action will not be considered approved unless a majority of the voting members of the Society ratify their acceptance by emailing an appropriate response evidencing such consent **or indicating such consent via another electronic vehicle;**
- (iii) The proposed action shall not be deemed effective until at least ten days shall have passed after the giving of the notice under (i) above;
- (iv) The notice under (i) above must recite that at least ten (10) days must elapse before the action is effective; and
- (v) After the action is taken, consistent with the preceding steps, the emails **or other electronic submission** evidencing the requisite consent shall be maintained with the minutes of the proceedings of the Society.
- (vi) The Society shall have in place necessary security protocols to validate the membership status of anyone submitting an electronic vote and ensure that individuals can only record one electronic vote per action being voted upon.

Amendment Rationale:

With necessary security procedures in place, electronic voting for all Society actions allows for more agile activities and will likely drive greater membership review and participation in activities requiring approval. Further, additional vehicles such as electronic survey tools provide more flexibility for membership participation versus requiring a direct email response.

Current Article VI:

Section 3: At-Large Directors

There shall be a minimum of six At-Large Directors of the Society, of which no more than two shall be Associate Members. At-Large Directors may serve a maximum of two consecutive terms (4 years) as At- Large Directors which shall correspond with the fiscal year of the society, at which time they may move into an officer position or retire from the board. At-Large Directors who have not assumed officer positions, must remain off the board for at least one year before participating as a director again. When possible and practical, only three Directors shall be elected each year to allow for staggered terms.

Proposed Amendment to Article VI:

There shall be a minimum of six At-Large Directors of the Society, of which no more than two shall be Associate Members. At-Large Directors may serve a maximum of two consecutive **2-year** terms (**for a total of** 4 years) as At- Large Directors which shall correspond with the fiscal year of the society, at which time they may move into an officer position or retire from the board. At-Large Directors who have not assumed officer positions, must remain off the board for at least one year before participating as a director again. When possible and practical, only three Directors shall be elected each year to allow for staggered terms.

Amendment Rationale:

The current section of the Bylaws does not explicitly define the term length for an At-Large Director. This amendment is offered to provide additional clarity.

Current Article VII:

Section 1: Nominating Committee

At least 60 days prior to the Annual Meeting, a nominating committee shall be appointed by the President. The Policies and Procedures Manual shall outline the makeup and responsibilities of this committee and will include the qualification required to run for office. No member of the Nominating Committee shall stand for election. The Nominating Committee shall place in nomination the name of one eligible member for each Officer and Director position which is vacant or about to expire. Upon acceptance by each candidate, the Nominating Committee shall report such names to the President, who shall ensure all members are notified in writing of the Nominating Committee's selections, and any nominees by petition, at least 45 days prior to the Annual Meeting.

Section 2: Nomination By Petition

Members not receiving a nomination from the Nominating Committee may run by petition. Such a petition must be filed with the Board of Directors, through the Society's office, at least 45 days prior to the Annual Meeting and must be signed by at least 25% of the Members in the same membership category as the petitioner.

Section 3: Voting in Elections

If no nominations are made by petition, a voice vote of all Professional Members in attendance at the Society's Annual Meeting will be taken to elect those nominated by the Nominating Committee. When there are multiple nominations for a position, a written ballot for the contested position(s) shall be distributed to each Professional Member at the Society's Annual Meeting. Candidates receiving the highest number of votes shall be declared elected. The Board of Directors may determine that Officer and Director elections shall be conducted by mail or in person.

Proposed Amendments to Article VII:

Nominating Committee

At least 60 days prior to ~~the Annual Meeting~~ **the end of the fiscal year of the society** a nominating committee shall be appointed by the President. The Policies and Procedures Manual shall outline the makeup and responsibilities of this committee and will include the qualification required to run for office. No member of the Nominating Committee shall stand for election. The Nominating Committee shall place in nomination the name of one eligible member for each Officer and Director position which is vacant or about to expire. Upon acceptance by each candidate, the Nominating Committee shall report such names to the President, who shall ensure all members are notified in writing of the Nominating Committee's selections, and any nominees by petition, at least 45 days prior to ~~the Annual Meeting~~ **the end of the fiscal year of the society**.

Section 2: Nomination By Petition

Members not receiving a nomination from the Nominating Committee may run by petition. Such a petition must be filed with the Board of Directors, through the Society's office, at least 45 days prior to ~~the Annual Meeting~~ **the end of the fiscal year of the society** and must be signed by at least 25% of the Members in the same membership category as the petitioner.

Section 3: Voting in Elections

If no nominations are made by petition, a voice vote of all Professional Members in attendance at ~~the Society's Annual Meeting~~ **any regular or special meeting convened by the society** will be taken to elect those nominated by the Nominating Committee. When there are multiple nominations for a position, a

written ballot for the contested position(s) shall be distributed to each Professional Member ~~at the Society's Annual Meeting~~. Candidates receiving the highest number of votes shall be declared elected. The Board of Directors may determine that Officer and Director elections shall be conducted by mail or in person.

Amendment Rationale:

The MASAE Board has elected to change the schedule of the annual and mid-year meetings in 2021 and potentially beyond. The Society Bylaws establish elsewhere that Board Officer and Director terms shall coincide with the Society's fiscal year (January 1-December 31). The proposed amendments align the nomination and election schedule with the fiscal year term rather than anchoring schedules and activities to "the annual meeting".