

Summary of Significant Changes to By-Laws

1. Clarifies language relating to calling Special Meetings
2. Eliminates requirement that Board of Directors establish a record date
3. Clarifies that a majority vote of members and a majority vote of directors is sufficient, unless otherwise required by the by-laws
4. Clarifies that certain provisions relating to nominations, voting and vacancies apply only to the elected directors
5. Clarifies that directors can serve more than one term
6. Modifies language relating to the powers of the Board of Directors
7. Authorizes the Board of Directors to purchase D&O insurance
8. Establishes other committees, including nominating and ad hoc committees
9. Revises language relating to appointment and make-up of committees
10. Nominating Committee must have 2 non-director members
11. Clarifies that the by-laws can be amended at an annual meeting
12. Provides that the Executive Committee can meet by phone, e-mail etc.
13. Eliminates language containing reference to an earlier amendment
14. Provides that officers can serve more than one term, but not more than three consecutive terms in same office
15. Provides that committee members can serve more than one term, but not more than three consecutive terms on the same committee
16. Eliminates the requirement that the Vice President shall be the chairperson of the Membership Committee and provides that the Vice President shall be an ex-officio member of the Grants Committee and the Membership Committee