

2016 SBA BY-LAWS – Additional Amendments (7/28/16)

The Governance Task Force unanimously recommends adding the **bold-faced** sentences below to Article V - Directors based on proposals by Peter Strauss. The provisions relating to Organization Directors have been moved into new Sections 2(a) and 2(b).

Section 2 – Qualification and Election of Directors. Any individual member and any organization member is eligible to be a director. Such directors shall be known as “individual directors” and “organization directors” for purposes of these By-Laws. Nominees for individual and organization directors who are qualified and willing to serve on the board and nominees for officers shall be proposed by the board. **Members will be notified of such nominees in the SBA Newsletter, or by email or other writing, not less than two weeks before the Annual Meeting. Members may make further nominations for directors by written notification to the Governance Committee at least one week before the Annual Meeting or by proposing a candidate from the floor of the annual meeting.** The nominees receiving the largest number of votes up to the total number of individual and organization directors for the applicable Class, as provided in Article V, Section 3 below, shall be elected as directors.

Section 2(a) – Organization Directors. Each organization elected as an organization director shall designate a representative to serve on its behalf (an “organization representative”) and shall provide notice of the name and contact information of such organization representative to the Secretary not later than thirty days after the organization director’s election. An organization director may change its organization representative at any time immediately upon giving written notice (including by email) to the Secretary.

Section 2(b) – Rights and Duties of Organization Directors. Each organization director elected will have all of the rights and duties of a member of the board. For purposes of Articles V-IX of these By-Laws, reference to directors shall mean individual directors, organization directors, and where appropriate, organization representatives.