

Proposed Bylaw Change

ARTICLE VI — CONTROL & MANAGEMENT, SECTION C

Currently Reads:

1. COMPOSITION -- The Board of Directors shall be composed of seven Active Members of the Corporation who shall be elected by ballot to serve a term of three years. No Director shall be elected to serve more than two consecutive terms.

Proposed Amendment:

2. COMPOSITION -- The Board of Directors shall be composed of **five** Active Members of the Corporation who shall be elected by ballot to serve a term of three years. No Director shall be elected to serve more than two consecutive terms.

Rationale for the composition of the Board of Directors in Article VI--Control & Management, Section C :

This change in the stated composition of the Board of Directors is to align the verbiage of Article VI--Control & Management, Section C with the proposed change to the by-laws in Article IV--Officers.