

**ATTACHMENT A – Proposed Amendments to CPLC By-Laws**

**AMENDMENT 1:**

<b>ARTICLE IV, Section 1 (Board of Directors, Number)</b>	
<b>Current By-Law</b>	<b>Proposed Change</b>
The Board of Directors, also referred to as the Board, shall consist of eighteen (18) persons elected by the membership.	The Board of Directors, also referred to as the Board, shall consist of fifteen (15) persons elected by the membership.

**Explanation:** *Adoption of this amendment will reduce the size of the Board of Directors from 18 members to 15 members. This is being proposed to allow for easier attainment of a quorum (8 instead of 10 members) for Board Meetings.*

**AMENDMENT 2:**

<b>ARTICLE IV, Section 2 (Board of Directors, Terms of Office)</b>	
<b>Current By-Law</b>	<b>Proposed Change</b>
The Directors shall serve for terms of three years but shall be elected in such a manner that one-third of the Board shall be elected each year. Upon establishing this system, one-third of the Directors shall be elected for a term of one year, one third for a term of two years, and one-third for a term of three years. In subsequent years, Directors shall be elected to fill the positions of the Directors whose terms will then expire. No person shall serve on the board for more than six consecutive years. Any vacancies shall be filled by the Board for the unexpired term, subject to the approval of the membership at the next Annual Meeting.	The Directors shall serve for terms of three years but shall be elected in such a manner that one-third of the Board shall be elected each year. Upon establishing this system, one-third of the Directors shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years. In subsequent years, Directors shall be elected to fill the positions of the Directors whose terms will then expire. Any vacancies shall be filled by the Board for the unexpired term, subject to the approval of the membership at the next Annual Meeting. No person shall be elected to the board for more than two consecutive full terms. An individual completing less than one-half of an unexpired term shall be eligible for re-election to two additional full terms. An individual completing more than one-half of an unexpired term shall be eligible for re-election to one additional full term.

**Explanation:** *Board members currently are prohibited from serving more than six consecutive years. Adoption of this amendment will allow Board members completing less than one-half of an unexpired term to be eligible for two additional full terms on the board. **This proposed change will NOT affect the eligibility of board members scheduled to rotate off of the board this year.***