



# Proposed By-Law Amendments

## Article 4: Principal Office

The principal address of this Corporation shall be ~~40 Hawthorne Street, Roslindale, MA 02131~~ 77 Mount Vernon Street, West Roxbury, MA 02132. The Corporation may also have an office in such other place or places as the Board of Directors may from time to time appoint or the purposes may require.

## **Article 6: Meetings of Members**

### ***Section 9 – Voting by Mail and/or Electronically***

Whenever in the judgment of the Board of Directors a question arises that requires a vote of the membership and the calling of a meeting does not appear to be necessary, the membership may be polled by mail and/or electronically. In conducting a mail and/or electronic ballot, the Clerk shall send ballots to all members of the Corporation in good standing. A majority of the ballots must be returned for the vote to be valid. The question submitted on the ballot shall be determined in accordance with the majority of the votes returned.

## Article 7: Board of Directors

### *Section 1 – Make-up of Board*

The Board of Directors shall consist initially (previous to first Annual Meeting of the Members in 1990) of three (3) individuals. At all times thereafter The Board of Directors shall comprise of ~~three (3)~~ five (5) members in good standing. \*At least three (3) from Massachusetts and At least three (3) board members must be a Regular Membership Classification (Contractor). No more than two (2) board members can be an Associate Membership Classification (Manufacturer/Distributor).

~~from each of the three (3) regions designated below, for a total of nine (9).~~

~~(A) Region 1: Vermont, New Hampshire, and Maine.~~

~~(B) Region 2: Metro Boston – This will include (approximately) the communities around Boston bordered on the north and west by Route 495, and by Route 24 and 128 to the south.~~

~~(C) Region 3: Western, Central, and Southeastern Massachusetts – This will include all communities not included in Metro Boston, plus any members in Rhode Island and Connecticut.~~

The ~~nine (9)~~ five (5) Board members shall consist of President, Vice President, Treasurer, Clerk, and ~~five (5)~~ one (1) additional duly elected members in good standing. (See **Article 9: Section 1** for elections of Officers)

\*This item was voted to be removed by the members at the annual meeting.

## *Section 2 – Meetings of the Board*

Meetings of the Board of Directors shall be held in person one time ~~in each region~~ annually, but not including the Annual Members Meeting.

## *Section 3 – Term*

The Board of Directors shall be elected for a two (2) year term by the members and shall take office immediately after the election. The Board shall have ~~five (5)~~ three (3) members term expiring in one (1) year and ~~four (4)~~ two (2) expiring the following year. A Board Member shall only serve two (2) consecutive terms, and will not be eligible to serve on the Board for two (2) subsequent years, after which time may be nominated to serve again.

## **Article 8: Nominations and Election of Directors**

The members shall elect the Board of Directors at the Annual Meeting of Members. The election procedure shall be as follows:

No later than forty-five (45) days prior to the Annual Meeting at which an election is to occur, the President shall select a nominating committee of ~~five (5)~~ three (3) individuals, which shall consist of two (2) members of the Board of Directors (one (1) of whom shall be the Chairman of the committee) and ~~three (3)~~ one (1) members in good standing of the general membership (other than the remaining Directors or Officers then holding office).

## Article 10: Dues and Assessments

### *Section 3 – Payment of Dues*

Dues will be paid annually on a date to be determined at the discretion of the Board. If an additional assessment is levied by the Board of Directors, the Board will specify in writing to each of the members the due date of such assessment. Any member whose dues or assessment shall be delinquent for a period of sixty (60) days shall forfeit, at the discretion of the Board of Directors, all rights and privileges of Membership. Any New Member who submits dues on or after ~~September 1<sup>st</sup>~~ **90 days before renewal date** will gain membership privileges for the remaining calendar year as well as the following year. New Members are defined as any individual, firm, or corporation that has not been an active member in the IANE at any time during the previous 5 years from year in question.