

Amendments Proposed by Governmental Member Representatives

*In accordance with Article XVIII, ss. 18.1, the following proposed amendments to the Bylaws of the corporation have been signed by at least ten Governmental Member Representatives and presented to the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting. **In accordance with the Bylaws, the Board will present to the membership at the Annual Business Meeting its recommendation, if any, on these proposed amendments.***

Amendment 2-2009

Proposed by Governmental Member Representatives

ARTICLE IV — GEOGRAPHICAL REPRESENTATION

4.1 Limitations: To encourage wide geographical representation, no more than two Governmental Member Representatives designated by Governmental Members located in the same state may serve simultaneously on any one committee nor may more than two Governmental Members Representatives designated by Governmental Members located in the same state serve simultaneously on the Board of Directors.

4.2 Distribution: To provide for geographical representation on the Board of Directors, the following sections are established:

Section A Alaska, British Columbia, Washington, Oregon, California, Nevada Hawaii

Section B Idaho, Montana, Wyoming, North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Alberta, Saskatchewan, Manitoba

Section C Utah, Arizona, Colorado, New Mexico, Oklahoma, Texas, Arkansas, Mexico

Section D Nebraska, Kansas, Missouri, Illinois, Michigan, Indiana, Ohio, Kentucky, Ontario

Section E Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island,

Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington, D.C., Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland

Section F Tennessee, Louisiana, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, the Caribbean

4.3 Transition: The seat of the most senior Director-at-Large within a Section, as provided in Table 4.2, shall be designated as the Section seat, at the end of the term of such Director-at-Large, which is currently anticipated to occur as follows:

Sections C & F 2010

Sections B & D 2009

Sections A & E 2011

In the event the term of a senior Director-at-Large does not end in the applicable year set forth by Table 4.3, the designation of an open seat for the applicable Section shall be determined by the Board of Directors. This Section 4.3 shall sunset on January 1, 2012, and shall editorially be deleted from the Bylaws.

ARTICLE IV — LIMITATION BY GEOGRAPHICAL REPRESENTATION

To encourage wide geographical representation, no more than two Governmental Member Representatives designated by Governmental Members located in the same state may serve simultaneously on any one committee nor may more than two Governmental Members Representatives designated by Governmental Members located in the same state serve simultaneously on the Board of Directors

ARTICLE V — BOARD OF DIRECTORS

~~5.1 Governing Body – Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by the Board of Directors. The Board of~~

Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, the most Immediate Past President eligible; eight (8) Directors-at-Large, and six (6) Directors, one elected from each Section ("Sectional Directors"). Each member of the Board of Directors shall be a Governmental Member Representative. All members of the Board of
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Directors, except as provided in the Bylaws, shall be elected for a term of three years, and shall not serve for more than two consecutive full terms. However, nothing in this section shall preclude a Director initially appointed to a one or two year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full term(s). Each Sectional Director shall be and remain, throughout his or her term, a Governmental Member Representative for a Governmental Member within the applicable Section.

ARTICLE V - BOARD OF DIRECTORS

5.1 Governing Body - Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, the most Immediate Past President eligible and, 14 Directors-at-Large. Each member of the Board of Directors shall be a Governmental Member Representative; Directors-at-Large shall be elected for a term of three years, and shall not serve for more than two consecutive full terms. However, nothing in this section shall preclude a Director initially appointed to a one or two year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full term(s).

5.1.1 Any Section seats previously designated based upon geographic representation shall revert to and shall be designated as Director-at-Large seats for the entire term, and the individuals elected to said Section seats shall fulfill their terms as Directors-at-Large. Except for officers, all subsequent elections for members of the Board of Directors shall be for Director-at-Large seats. This Subsection 5.1.1 shall sunset upon the expiration of the 3 year term of office for those initially elected to a Sectional seat and shall editorially be deleted from the Bylaws.

Amendment 3-2009

Proposed by Governmental Member Representatives

5.4.1 Voting – Each Voting Member present at the Annual Business Meeting shall be allowed the same number of votes as there are full term open seats to be filled on the Board of Directors. Only one vote per candidate may be cast by a Voting Member who is present.

5.4.1.1 Full Term Open Board Seats. The candidate(s) receiving the highest number of votes and a majority vote count of the ballots cast (50% plus one) for the respective number of full term open Board seats, shall be declared the winner(s) of the election. If the election results in fewer than the number of open Board seats being filled due to the candidates failure to obtain a majority vote of the ballots cast, the remaining open seat(s) shall be filled by runoff elections between the remaining candidates. The balloting for such a runoff election shall be conducted individually for each remaining open seat, with each Voting Member present allowed one vote for each such seat. In the event that this does not result in the election of a full term Board Member by a majority vote, a final runoff election for each remaining full term open Board seat shall be conducted between the two candidates receiving the two (2) highest vote counts from the first runoff elections.

5.4.1.2 Vacant (Unexpired) Board Seats. In the event that one or more vacant Board seats exist for an unexpired term, an election for the remainder of the unexpired term shall be conducted between the remaining candidates who were not elected to a full term Board seat. The voting procedures shall be the same as indicated in 5.4.1.1 above. In the case where more than one vacant Board seat for an unexpired term exists, each such seat shall be voted upon individually with each Voting Member present allowed one vote for each unexpired Board seat.