

Proposed By-Law Amendments on virtual meetings:

Summary: During these trying times it is necessary that a change of by-law be entered to allow us to use a virtual medium to conduct business. A proposal by Past President Duane Booth has been re-worded by our Chancellor Raynor Duncombe and is put forward as follows:

SECTION IV MEETINGS

New subsection 7:

7. It is the intention of Section IV that all meetings either regular or special are to be held in the State of New York with the physical attendance of the members. However, the President, in consultation with the Executive Committee may determine due to existing circumstances, that any meeting of members may be postponed or cancelled and may be held partially or solely by electronic communication, such as Zoom or any other electronic platform. The platform on or by which the meeting is held shall be considered the place of the meeting. It shall be verified that each person participating in the meeting electronically is a member and that each participating member is given a reasonable opportunity to engage in the meeting including an opportunity to propose, object to and vote upon any action to be taken by the members and to see, read or hear the proceedings of the meeting substantially concurrently with the proceedings. A record shall be made of the proceedings consisting of minutes containing any votes or other actions taken by electronic communication. All notice and posting requirements contained in Section IV shall be adhered to for all non-physical attendance meetings.

If a biennial election is scheduled and then cancelled and the ballots have not yet been mailed, the election shall be cancelled and current officers and managers shall remain in office until the next year's Annual Meeting. The regular election process will then commence as outlined in the By-Laws with an election occurring at the next Annual Meeting. If ballots have been mailed and the biennial election is then cancelled, the

election process shall continue with modification as described in Sections VII and VIII of these By-Laws.

SECTION VII VOTING PERSONALLY OR BY MAIL

Revised subdivision 1:

1. When in physical attendance, members may vote for officers and managers to be elected at the Annual Meeting of a biennial election year either by casting their ballots personally as prescribed in Section IX of these By-Laws or by mail in accordance with instructions on or with said ballot. When not in physical attendance, only ballots received by mail, within the dates allowed, will be counted.

SECTION VIII INSPECTORS OF ELECTION

Revised Section:

Prior to the Annual Meeting of a biennial year, the President shall appoint three Inspectors of Election. Failure of an Inspector to attend at the opening of the polls at a meeting with physical attendance of the members shall make his place vacant. Any vacancies shall be filled by the President or presiding officer at the meeting and in the case that none of the Inspectors attend, other Inspectors shall be appointed by the President or presiding officer at the meeting. When a biennial election occurs at an Annual Meeting without physical attendance, the Secretary or other individual who receives the ballots and who has inspected the envelopes shall deliver the unopened envelopes to one of the inspectors prior to the meeting. The Inspectors will then meet prior to the meeting and follow accepted procedures to inspect and count the ballots. The results will then be reported in writing or by email, prior to or at the meeting, to the President or presiding officer at the meeting. If it is impossible due to existing circumstances for the ballots to be delivered to an Inspector or for the Inspectors to meet, the process shall take place as soon as possible when circumstances permit, with the results of the election reported to the President in writing or by email.