

Draft: Bylaws Cover letter to General Membership 1-16-2014

Dear LWGA Members:

The Board of Directors met on January 6 at a regularly scheduled Board meeting and voted to amend the revised Bylaws that you received late last year for your review and consideration for approval. A vote on the approval of the revised Bylaws is scheduled for the January 26, 2014 General Meeting. Please note the most recent changes below.

We look forward to seeing you at the General Meeting and in the interim should you have any questions or need additional information, please don't hesitate to contact me.

Sincerely,
Susan Captain
LWGA President

1. Section 5. Nominations (page 8) (First and Second Paragraphs)

The Board shall identify, contact and recommend qualified Board candidates and the president, in written announcements, solicit candidates from the Membership for election to the Board at least sixty (60) days before the date of any election of directors. Qualified candidates will then prepare candidacy statements for posting on the LWGA Web site by the CIO director, no later than 45 days prior to the Board election. The secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated for the Board under this Section.

Voting timeframes for Board elections will be determined by the Board and announced by the president. Voting will be in the form of Web site (electronic), postal, by ballot at the annual general meeting and proxy voting. All names for nomination must be submitted prior to the annual general meeting.

2. Section 8: Annual, Regular & Special Director's Meetings (page 9)

If any Director is absent from a "regular planned board meeting, and/or a required Board meeting" without an approved excuse, which may be granted by the Board, for two (2) consecutive meetings or (3) absents in any fiscal year, his or her term shall automatically expire. A notification of expiration shall be mailed to the person, and a new Director shall be appointed by the Board to fill out the remainder of that term. An approved excused absence is defined as an absence in which the Director in question informs the President by phone or in writing of the absence within 24 hours prior to Board meeting, unless it is an emergency and then the 24-hour notice is waived. An unexcused absence is

defined as one in which the Director in question does not notify the President of his or her intention not to attend the Board meeting.

3. Article VI: Officers (page 10)

The officers of the corporation shall be a president, a vice president, a secretary and a treasurer who shall be the chief financial officer of the corporation. The corporation also may have such other officers with such titles and duties as shall be determined by the Board of Directors by written ballot, after the annual General Meeting. Any number of offices may be held by the same person.