JFED Bylaws FINAL PROP Four FILLING VACANCIES

ARTICLE III Entitled TRUSTEES, Section 3 thereof entitled Vacancies, is hereby amended by deleting same

in its entirety and substituting therefor the following :

3. a. Any vacancy on the Board of Trustees occurring other than by the expiration of the term of office

for any such seat which shall be filled at the next election held at the Annual Membership meeting, shall

be filled as follows :

1. By the affirmative vote in favor of a candidate to fill such vacancy of a simple majority of the

total number of seats on the Board whether filled or unfilled at a meeting of the Board held

for that purpose among others.

1. Following such election by the Board to fill such vacancy, the person so elected to fill such

seat shall serve therein until the next Annual Membership meeting at which the general

membership shall vote to elect an eligible person to serve out the remainder of the term for

such seat if any; and following the completion of said term at the next Annual Membership

meeting an eligible person shall be elected by the membership of the organization to serve

in such seat for the new term of office applicable thereto.

COMMENTARY : Once the number of seats on the Board has been fixed at 21, this is a simple way of filling vacancies while preserving the proportional staggered terms – i.e. elect seven seats every year to serve three year terms each, and to preserve the number of members on a full Board with all the prerogatives of Board membership.