



April 15, 2010

To: The RMSCA Membership
From: The RMSCA Board of Directors

Re: Proposed changes to the bylaws to revise voting procedures for electing the Directors.

Current wording of the by laws includes the following language:

Article IV. Board of Directors

Section 1. *"The business and all activities of the Association shall be managed by a Board of Directors, each of whom shall be either a member or an employee of a member company. The Board of Directors shall consist of nine (9) members who shall be elected for a two-year term at an annual meeting of the Association and shall serve until their successors are elected and qualified. It is intended that the terms served by directors shall be staggered so that approximately half of the terms will expire in any given year and the Board of Directors shall have authority to lengthen the term served by any Directors(s) by no more than one year in order to achieve this objective. There shall be no limitation on the number of terms an individual may serve as Director."*

The language is clear, and provides no further instructions regarding nomination or election procedures.

Since we commonly do not have half of the membership at the annual meeting, we have had difficulties in obtaining an adequate number of votes. The current ad hoc procedure has evolved from an effort to involve the complete membership in the nomination and voting procedure.

It appears that the best strategy is to make an adjustment that accomplishes the following goals.

1. Ensure that all members have the opportunity nominate board members each year.
2. Ensure that all members have the opportunity to vote for board members each year.
3. Provide maximum flexibility to the board to accomplish the annual nomination and election

The following revised language is proposed:

Section 1. *"The business and all activities of the Association shall be managed by a Board of Directors, each of whom shall be either a member or an employee of a member company. The Board of Directors shall consist of nine (9) members who shall be elected to a two year term. The Board shall conduct an annual call for nominations and an election among all the members during the final quarter of each year. Each Director shall serve until their successors are elected and qualified. It is intended that the terms served by directors shall be staggered so that approximately half of the terms will expire in any given year and the Board of Directors shall have authority to lengthen the term served by any Directors(s) by no more than one year in order to achieve this objective. There shall be no limitation on the number of terms an individual may serve as Director."*