

Amendment:

Election Outside Annual Meeting

This amendment is in four parts which form a complete proposal. A single vote should be taken on all parts together.

Rationale

Under the current bylaws, a Judge Foundry member must be present during the Annual General Meeting in order to vote on the next slate of Board Members. Many Judges have expressed a discontent with this status quo, and have asked for this to be broadened to an extended period of time over a number of days. Many non-profits with elected boards use this option to better engage with the membership. This should allow for a greater participation in the decision making of this body.

Proposed by

Part A: Election outside a meeting

Amendment

Amend bylaws § 6, Board elections and vacancies, § 6.1, Election, by substituting the following and renumbering the subsequent sections appropriately:

6.1 Election method. The member directors are elected using proportional ranked choice voting. The details of casting and counting votes under proportional ranked choice voting may be specified in special rules of order.

6.2 Balloting. The election of the member directors is conducted by a ballot vote outside of a meeting. The voting period is 7 to 14 days and ends on the day of the annual meeting, no later than 30 minutes after the annual meeting is scheduled to begin. The precise starting and ending times of the voting period are selected by the election committee. The record date to determine the voting members for the election is the day that the ballots are first sent to the members at 12:01 a.m. local time at the organization's registered office; this record

date is distinct from the record date of the annual meeting. In order for the election to be valid, the number of ballots received must be at least the percentage of voting members stated in § 4.4 for establishing a quorum. The notice of the election that accompanies the ballot must state the number of ballots required to be cast for a valid election and the date and time the ballot must be received in order to be counted.

6.3 **Eligibility** To be eligible for election as a member director, including an election to fill a vacancy, a candidate’s name must appear on the ballot; write-in votes are not allowed. An individual is ineligible for election as a member director if they were a member of the election committee while the committee was deliberating or performing tasks related to that election.

Effect

Current wording	Proposed amendment	If adopted, will read
6.1 Election. The member directors are elected during the annual meeting using proportional ranked choice voting. The details of casting and counting votes using proportional ranked choice voting may be specified in special rules of order. To be eligible for election as a member director, including an election to fill a vacancy, a	6.1 Election method. The member directors are elected during the annual meeting using proportional ranked choice voting. The details of casting and counting votes using proportional ranked choice voting may be specified in special rules of order.	6.1 Election method. The member directors are elected using proportional ranked choice voting. The details of casting and counting votes using proportional ranked choice voting may be specified in special rules of order. 6.2 Balloting. The election of the member

Current wording	Proposed amendment	If adopted, will read
<p>candidate's name must appear on the ballot; write-in votes are not allowed. An individual is ineligible for election as a member director if they were a member of the election committee while the committee was deliberating or performing tasks related to that election.</p>	<p>6.2 Balloting. The election of the member directors is conducted by a ballot vote outside of a meeting. The voting period is 7 to 14 days and ends on the day of the annual meeting, no later than 30 minutes after the annual meeting is scheduled to begin. The precise starting and ending times of the voting period are selected by the election committee. The record date to determine the voting members for the election is the day that the ballots are first sent to the members at 12:01 a.m. local time at the organization's registered office; this record date is distinct from the record date of the annual meeting. In order for the election to be valid, the number of ballots received must be at least the percentage of voting members stated in § 4.4 for establishing a quorum. The notice of the election that accompanies the ballot must state the number of ballots required to be cast for a valid election and the date and time the ballot must be received in order to be counted.</p> <p>6.3 Eligibility. To be eligible for election as a member director, including an election to fill a vacancy, a candidate's name must appear on the ballot; write-in votes are not allowed. An individual is ineligible for election as a</p>	<p>directors is conducted by a ballot vote outside of a meeting. The voting period is 7 to 14 days and ends on the day of the annual meeting, no later than 30 minutes after the annual meeting is scheduled to begin. The precise starting and ending times of the voting period are selected by the election committee. The record date to determine the voting members for the election is the day that the ballots are first sent to the members at 12:01 a.m. local time at the organization's registered office; this record date is distinct from the record date of the annual meeting. In order for the election to be valid, the number of ballots received must be at least the percentage of voting members stated in § 4.4 for establishing a quorum. The notice of the election that accompanies the ballot must state the number of ballots required to be cast for a valid election and the date and time the ballot must be received in order to be counted.</p> <p>6.3 Eligibility. To be eligible for election as a member director, including an election to fill a vacancy, a candidate's name must appear on the ballot; write-in votes are not allowed. An individual is ineligible for election as a member director if they were a member of</p>

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	member director if they were a member of the election committee while the committee was deliberating or performing tasks related to that election.	the election committee while the committee was deliberating or performing tasks related to that election.

Part B: Elections for vacancies—conditions

Amendment

Amend bylaws § 6, Board elections and vacancies, § 6.11, Vacancy, filled by member election, § 6.11.1 by striking out “a special meeting of the members may be called to elect a member” and insert “a special election may be called”.

Effect

Current wording	Proposed amendment	If adopted, will read
6.11.1 If a vacancy in a member director position is created at least 90 days prior to the end of the term, a special meeting of the members may be called to elect a member to fill the vacancy if either of the following are true: a) the election committee certifies that the process described in § 6.10 failed to elect a member to fill the vacancy b) the election committee fails to complete the process described in § 6.10 within 14 days after the board of directors notifies the committee of a vacancy	6.11.1 6.13.1 If a vacancy in a member director position is created at least 90 days prior to the end of the term, a special meeting of the members election may be called to elect a member to fill the vacancy if either of the following are true: a) the election committee certifies that the process described in § 6.10 failed to elect a member to fill the vacancy b) the election committee fails to complete the process described in § 6.10 within 14 days after the board of directors notifies the committee of a vacancy	6.13.1 If a vacancy in a member director position is created at least 90 days prior to the end of the term, a special election may be called to fill the vacancy if either of the following are true: a) the election committee certifies that the process described in § 6.10 failed to elect a member to fill the vacancy b) the election committee fails to complete the process described in § 6.10 within 14 days after the board of directors notifies the committee of a vacancy

Part C: Elections for vacancies—when optional

Amendment

Amend bylaws § 6, Board elections and vacancies, § 6.11, Vacancy, filled by member election, § 6.11.2 by substituting the following:

- 6.13.2 If the conditions stated in § 6.13.1 are satisfied:
- a) A special election is required if the vacancy is created at least 180 days prior to the end of the term.
 - b) A special election is optional if the vacancy is created at least 90 but less than 180 days prior to the end of the term.

(Editor’s note: 6.13.1 and 6.13.2 are the correct section number references. Part A of this bylaw amendment bumps all subsections within § 6 up by one, so § 6.11 becomes § 6.13.)

Effect

Current wording	Proposed amendment	If adopted, will read
6.11.2 If the vacancy is created at least	6.11.2 If the vacancy is created at least	6.13.2 If the conditions stated in § 6.13.1

Current wording	Proposed amendment	If adopted, will read
<p>180 days prior to the end of the term, a special meeting for the election must be called. If the vacancy is created at least 90 but less than 180 days prior to the end of the term, a special meeting for the election is optional.</p>	<p>180 days prior to the end of the term, a special meeting for the election must be called. If the vacancy is created at least 90 but less than 180 days prior to the end of the term, a special meeting for the election is optional.</p> <p>6.13.2 If the conditions stated in § 6.13.1 are satisfied:</p> <ul style="list-style-type: none"> a) A special election is required if the vacancy is created at least 180 days prior to the end of the term. b) A special election is optional if the vacancy is created at least 90 but less than 180 days prior to the end of the term. 	<p>are satisfied:</p> <ul style="list-style-type: none"> a) A special election is required if the vacancy is created at least 180 days prior to the end of the term. b) A special election is optional if the vacancy is created at least 90 but less than 180 days prior to the end of the term.

Part D: Elections for vacancies—procedure

Amendment

Amend bylaws § 6, Board elections and vacancies, § 6.11, Vacancy, filled by member election, § 6.11.3 by substituting the following:

6.13.3 If a special election is called, it must be announced to the members within 30 days of the vacancy, and the voting period must begin within 30 days of this announcement. If there are multiple vacancies to be filled, the voting and ballot counting will use the rules currently in effect for the regular annual election of member directors. If there is only one vacancy to fill, the election will use instant runoff voting. Otherwise, the rules for the regular annual election of member directors stated in § 6.1 through § 6.3 apply to the special election.

(Editor's note: 6.13.3 is the correct section number reference. Part A of this bylaw amendment bumps all subsections within § 6 up by one, so § 6.11 becomes § 6.13.)

Effect

Current wording	Proposed amendment	If adopted, will read
6.11.3 If a special meeting is called, the notice for the meeting must be sent to the members within 30 days of the vacancy, and the meeting must be held within 30 days of the sending of the notice. If there are multiple vacancies to be filled at the meeting, the voting and ballot counting will use the rules currently in effect for the regular annual election of member directors. If there is only one vacancy to fill, the election will use instant runoff voting.	6.11.3 6.13.3 If a special meeting election is called, the notice for the meeting it must be sent announced to the members within 30 days of the vacancy, and the meeting voting period must be held begin within 30 days of the sending of the notice this announcement. If there are multiple vacancies to be filled at the meeting , the voting and ballot counting will use the rules currently in effect for the regular annual election of member directors. If there is only one vacancy to fill, the election will use instant runoff voting. Otherwise, the rules for the regular annual election of member directors stated in § 6.1 through § 6.3 apply to the special election.	6.13.3 If a special election is called, it must be announced to the members within 30 days of the vacancy, and the voting period must begin within 30 days of this announcement. If there are multiple vacancies to be filled, the voting and ballot counting will use the rules currently in effect for the regular annual election of member directors. If there is only one vacancy to fill, the election will use instant runoff voting. Otherwise, the rules for the regular annual election of member directors stated in § 6.1 through § 6.3 apply to the special election.