

## MINUTES

Judge Foundry Special Meeting

January 14, 2026

A special meeting of the members of Judge Foundry was held on Wednesday, January 14, 2026, at 5:25 p.m. Central Standard Time, by videoconference via Zoom. President Joe Klopchic presided, and Secretary Ryan Wood was present. The purposes of the special meeting were to receive a report from the bylaws committee and to change the method of voting and the time period for the election of directors.

A special committee was appointed to approve the minutes of this meeting. Matt Marheine, Daniel Crabtree, and Beaux Bruggman were appointed to the committee.

Kyle Ryc, the chair of the bylaws committee, gave a report. The report was filed. At the conclusion of the report, Kyle Ryc moved to amend the bylaws. The bylaws amendment had four parts and was adopted after debate. There were 66 votes in favor and 0 opposed. The amendment is as follows:

### Part A

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.

## **Part B**

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”.

## **Part C**

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.

## **Part D**

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.

The meeting adjourned at 5:50 p.m. Central Standard Time.

**Matt Schafer, Parliamentarian**

Approved Feb. 2, 2026