

**CHN Annual Meeting, Monday September 13, 2021**  
**Proposed Bylaw Amendment**

CHN's bylaws are posted on this website. At its meeting in August, the Board voted to recommend that CHN members approve a bylaw amendment that, in very limited circumstances, would permit the board by a supermajority vote of not less than 75% of the Board to make no more than two interim appointments to the Board, i.e. between Annual Meetings, of persons otherwise qualified to be elected to the Board pursuant to the Bylaws. (Board members must be paid CHN members.) The amendment also provides that should any such person so appointed wish to remain on the Board after the next Annual Meeting, he or she must run as a candidate. The reason? This would permit the Board, for example, to fill a board vacancy occasioned by resignation; or to make an appointment of one of our enthusiastic CHN members who suddenly decides he or she has time to serve on the Board. CHN continues to solicit its paid members to serve on the Board but we understand everyone's time is limited. Still, we remain optimistic!

The ballot will have a question as follows: Do you approve of the adoption of a new Section 2 of the Bylaws to permit the Board to make no more than 2 interim appointments between Annual meetings by supermajority vote?

The bylaw amendment would add a new Section 2 to Article X of the bylaws, while relabeling all of the current Article X as Section 1. The text of proposed Section 2 is as follows:

Section 2. Notwithstanding the procedures and requirements set forth in Section 1 above, the Board of Directors by a vote of no less than 75% of those board members eligible to vote may make an interim, i.e. between Annual Meetings, appointment to the Board of Directors of persons who themselves are CHN members and eligible to vote at member meetings pursuant to Article VI, Section 1. No more than two such appointments may be made during the period between Annual Meetings. Board members so appointed shall enjoy all the rights and bear all the responsibilities of directors elected at a CHN Annual Meeting but should they wish to continue to serve on the Board must stand for and be elected at the Annual Meeting immediately following their appointment.