

Annex 2 to the Bylaws

To any extent that anything in Annex 2 to the Bylaws required a vote of the membership to be valid, any such provisions are ratified effective nunc pro tunc by vote in accordance with Delaware law and the Bylaws at the Annual General Meeting on December 10, 2024. At the same time and manner, Annex 2 was adopted as amendments to the Bylaws with the proviso that nothing herein shall affect or limit the authority of the Board in the future to amend the Bylaws consistent with its authority thereunder. To the extent of any conflict with the earlier Bylaws, this Annex 2 shall govern.

BRANCH TERRITORY

1. “Branch Area” as defined herein and in the Bylaws is amended to be “Mexico and the United States of America except for the States of Connecticut, New Jersey, and New York.” Hereafter, action by the CIARB Board of Trustees that adds or removes territory from the North America Branch shall amend the Bylaws’s definition of Branch Territory immediately upon taking effect.

REQUIRED OFFICERS AND COMMITTEES

2. Bylaw 34(1) shall be supplemented to provide explicitly for four vice chair positions and certain committees responsible for the Branch’s essential functions, i.e., to state, “The Board shall elect from its Members:
 - (i) a Chair;
 - (ii) a Vice Chair for Programs, whose duties shall include chairing the Branch’s Program Committee, which Committee is to be composed of Members as well as Directors;
 - (iii) a Vice Chair for Communications, whose duties shall include chairing the Branch’s Communications Committee, which Committee is to be composed of Members as well as Directors;
 - (iv) a Vice Chair for Membership, whose duties shall include chairing the Branch’s Membership Committee, which Committee is to be composed of Members as well as Directors;
 - (v) a Vice Chair for Training, whose duties shall include chairing the Branch’s Training Committee, which Committee is to be composed of Members as well as Directors;
 - (vi) a Secretary; and
 - (vii) a Treasurer, whose duties shall include chairing the Branch’s Budget & Finance Committee, which Committee is to be composed of Members as well as Directors.

The Board may elect from its members such other Vice Chairs or Co-Vice Chairs as it decides from time to time.”

3. Bylaw 34 is supplemented to memorialize a delegation by the Board pursuant to Bylaw 37:

“(5) The Officers of the Board shall comprise the Executive Committee, which shall exercise the powers and authority of the Board during intervals between meetings of the Board and which shall be subject to the direction and control of the Board.”

LENGTH AND ROTATION OF DIRECTOR TERMS

4. To resolve ambiguity in interpretation as well as difficulties in ensuring proportional rotation on the Board each year, Bylaws 30 (1)-(3) & (7) are to be interpreted as though stated thusly:

“ 30. (1) The election of Elected Directors shall occur at each Annual General Meeting.

(2) The terms of Elected Directors shall be three years, staggered so that one-third (or as close as possible to one-third if the number of Directors determined by the Board is not divisible by three) of the Elected Director seats are subject to election in successive years. If the Board determines the number of Elected Directors to be the maximum authorized by these Bylaws, that means that six, five, and five of the sixteen Elected Director seats are subject to election in successive years.

(3) [Reserved]

(7) The immediate past Chair shall be a Director on the Board until he or she resigns or is replaced as immediate past Chair, whichever comes first. If the Director term of the immediate past Chair expires prior to his or her being replaced as immediate past Chair, then the immediate past Chair shall vacate that Director seat and serve ex officio on the Board until he or she is replaced as immediate past Chair. If the immediate past Chair resigns or is replaced as immediate past Chair prior to the expiration of his or her Director term, then the resulting casual vacancy shall be filled pursuant to Bylaw 31(1)(i). The immediate past Chair shall not offer himself or herself for re-election to the Board of Directors until at least three years have elapsed from the expiry of his or her last term of office.”

5. To ensure healthy turnover of Directors and encourage more expansive participation of Members in the leadership of the Branch, Bylaw 30(4) shall be applied as though the Branch has 500 or more Members, regardless of the actual number of Members, thus limiting Elected Directors to two (2) consecutive terms.
6. To preserve the premediated staggering of Director terms contemplated by the Bylaws, Bylaw 31(2) shall be interpreted as though stated thusly:

“31. (2) The term of an individual appointed as a Director under Bylaw 31(1)(i) shall be the remainder of the term of the Director who vacated the seat or, if the seat is vacant as no Director was elected to fill its existing term, then the term of

the individual appointed, or previously appointed, to the seat shall be either the remainder of the term that would have applied had a Director been elected for the existing term or the end of a year during such term if so limited in making the appointment.”

METHOD OF CONDUCTING ELECTIONS AND VOTES OF THE MEMBERS

7. To clarify ambiguous language as well as to facilitate expeditious, efficient, and reliable administration of elections and other votes, any Bylaw which sets forth a mechanism for distributing, marking, returning, or casting ballots, or otherwise conducting votes of the Members or Directors, shall be deemed to authorize electronic ballots, electronic notices, and electronic transmission of votes. Votes of the Board or Executive Committee may be requested by email from the Chair and shall pass if both a majority of a quorum and a majority of those voting within a specified time (not less than 24 hours) vote to approve the motion/matter (or any amendments thereto).

ANNUAL MEETING AND BUDGET YEAR

8. The Branch shall operate on a calendar year for budgetary and financial purposes.
9. To enhance operational efficiencies and ensure smooth leadership transitions, the Branch shall conduct the election of Directors and Officers near the end of the Fourth Quarter of each year with their terms deemed to commence on January 1st, notwithstanding prior interpretation of certain language in Bylaws 11, 13, and 30(1) to require such elections closer to April 30. If the Special Member specifically instructs that the Branch’s Annual General Meeting be held in April, the Branch shall conduct elections by means of a General Meeting near the end of the Fourth Quarter and shall hold an Annual General Meeting in April for all other purposes specified in the Bylaws.

GENDER NEUTRAL TITLES

10. Wherever stated in the Bylaws, “Chairman” and “Vice Chairman” shall be read as “Chair” and “Vice Chair,” respectively, and the latter terms and their plural forms shall be used in the Branch’s correspondence, internal communications, and public communications and marketing.
11. Article 34(1) and 34(2) of the Bylaws are amended to change “Members” to “members”.
12. [Left blank.]
13. The Bylaws are hereby amended and all provisions in the Bylaws that are inconsistent with this provision are replaced: “Notwithstanding anything elsewhere in the Bylaws to the contrary, Chapter Chairs will be appointed by the NAB Board for 3-year terms (or lesser terms should the Board so decide) and serve at the pleasure of the NAB Board. Terms shall begin on January 1 and run through December 31 of the year through which the appointed term runs. Persons serving as Chapter Chairs shall be eligible to be reappointed for one or more additional terms. The term “duly elected” in Paragraphs 28, 51B, 51C, and 51D is deleted.

14. In addition to any requirements stated elsewhere in the Bylaws, no one who is not entitled to vote at general meetings of the Institute shall be entitled to vote in any election within this Branch.