

ALTA Bylaws Changes to Be Considered At 2009 Annual Convention

(Notice to be provided to ALTA Membership by August 21, 2009)

The Board of Governors of ALTA will be voting on two bylaws changes. The following changes are submitted to the membership for review before the Board of Governors takes action at its next meeting, October 22, 2009, at 1:30 p.m. at The Breakers, Palm Beach, Florida. ALTA Active Members who wish to appear at the Board meeting shall provide the Chief Executive Officer a notice of intent with a brief statement regarding the Amendment(s) by September 21, 2009.

Proposed Bylaws Amendments

1) Article VII

Election or Appointment of Officers, Board of Governors, and Committees

Sec. 1. Officers (b) Vacancies (3):

If the office of President-Elect shall become vacant, the duties of the President-Elect shall be performed by the more senior Section chair who, however, shall not automatically succeed to the office of President. The vacancy on the Board shall be filled in accordance with Article VII, Section 1(b)(4).

That Article VII, Sec. 1 (b) (3) be amended to read as follows:

If the office of President-Elect shall become vacant, the Nominating Committee of the Association shall submit to the Board a candidate to fill the unexpired term of the office. If the Board accepts the nominee by a majority vote, the nominee shall serve as President-Elect for the remainder of the unexpired term. The nominee shall automatically succeed to the office of President. If the Board rejects a nominee, the Nominating Committee shall submit another nominee to the Board until the Board accepts a nominee. If the accepted nominee is a Chair of a Section, the vacated Chair shall be filled upon recommendation of the section nominating committee, approved by a majority vote of the section executive committee.

Rationale: At their meeting on February 28, 2009, the ALTA Board of Governors adopted this amendment through the emergency bylaws amendment process (Article XII, Sec. 3) to fill the vacated office of the President-Elect and to provide that position succeed to the office of the President. Although invoking the emergency bylaws amendment process, the Board desired if this change applies to subsequent years, it be adopted by the full bylaw amendment process (Article XII, Sec. 1). Without adoption of this amendment, the February 28, 2009, Board Action sunsets following the 2009 Annual Convention.

2) Article VII

Election or Appointment of Officers, Board of Governors, and Committees

Sec. 2. Board of Governors:

The Board shall consist of twelve members: six members from each Section executive committee to include the following positions: the President, President-Elect, Treasurer, Chair of the Finance Committee, Immediate Past President, and Chair of each Section.

That Article VII Section 2 be amended to read as follows:

Sec. 2. Board of Governors:

The Board shall consist of eleven members: the President, President-Elect, Treasurer, Chair of the Finance Committee, Immediate Past President, Chair of each Section, and two members from each Section executive committee.

Rationale: The makeup of the industry has changed in the past year. The amendment to eleven members restores the Board of Governors to the membership under which it has historically operated.

Bylaws Amendment Process

Article XII

Amendment of Bylaws

The Bylaws may be amended in whole or in part as follows:

Sec. 1.

(a) A proposal to amend the Bylaws or the Code of Ethics, accurately setting forth the substance of the amendment but not necessarily the specific text, shall be submitted in writing by either the Bylaws Committee or any five Active members of the Association to the Board (addressed in care of the Chief Executive Officer) at least 90 days prior to the meeting of the Board at which the matter is to be considered.

(b) Notice of proposed amendments, setting forth the text, shall, after submission to the Board, (1) be sent to each Active member at least 60 days prior to the Board meeting and (2) advise the member of (i) the date, time, and place the amendments will be considered by the Board, (ii) the opportunity to appear at meeting either in favor of or opposition to an amendment, and (iii) the obligation, at least 30 days prior to the Board meeting, to advise the Chief Executive Officer of an intention to appear at the meeting and to provide that officer with a brief position statement on the amendment.

(c) The Chief Executive Officer shall circulate to the Board, at least ten days prior to the meeting at which the matter will be considered, any requests by members to appear before it and copies of the members' position statements.

(d) At the date, time, and place specified, those members who have given notice in accordance with this section will be heard by the Board.

(e) Adoption of amendments under this section requires an affirmative vote of two-thirds of the Board present.