

Proposed Amendment - Board Member Tenure

ARTICLE XII - Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the Directors present at any annual, regular or special meeting at which a quorum is present, provided that at least five days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Article to be Amended: Article III Section 2 – Board of Directors

Original Language

Section 1. NUMBER, TENURE AND QUALIFICATION. The number of Directors shall be a minimum of fifteen (15) and a maximum of twenty-five (25) which may be increased at the approval of the Directors. Beginning on the date of the election of the initial Board of Directors, one-third of such initial Directors shall serve a two-year term, one-third of such initial Directors shall serve a three-year term, and one-third of such initial Directors shall serve a four-year term. All future Directors shall serve staggered three-year terms. Any Director may serve up to two terms in succession. After serving two consecutive terms, such person shall be eligible for election to the Board of Directors after not serving as a Director for one year. Directors need not be residents of North Carolina.

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However, after serving two consecutive terms, such person shall be eligible for election to the Board of Directors after not serving as a Director for one year, "or in the alternative they may be elected to serve a third consecutive term should the board believe that under the circumstances it would be in the best interest of the Center that said member shall continue **and** the board shall by a motion vote by at least a 2/3 majority to approve the third consecutive term."