

PROPOSED AMENDMENT TO THE RKIDS BYLAWS

Pursuant to paragraph 5.1 of the Bylaws, adoption of Bylaw amendments requires a two-thirds affirmative majority of the members in attendance who vote *yes* or *no* on the proposed amendment.

Proposed by: Kate Moran.

Purpose: Amend the provision covered in the fourth bullet under paragraph 3.1, which is titled Filling Board Vacancies. The purpose of this amendment is clarification of an ambiguity in the present provision of Bylaws that addresses the Board's authority to appoint interim Board members between membership meetings.

Action:

Change this provision from:

- **“Filling of Board Vacancies:** If a Director resigns or is incapable of completing his term, the Board of Directors shall have the authority to fill Board vacancies that exist between annual meetings with appointed interim directors from the membership. The term of any interim director selected by this process shall extend to the next annual or special membership meeting.”

To insert "or if there is a Board vacancy for any reason" (new text is highlighted in red):

- **“Filling of Board Vacancies:** If a Director resigns or is incapable of completing his term **or if there is a Board vacancy for any reason**, the Board of Directors shall have the authority to fill Board vacancies that exist between annual meetings with appointed interim directors from the membership. The term of any interim director selected by this process shall extend to the next annual or special membership meeting.”