

MEMBERSHIP

Add new and re-letter remaining:

Section 2. Group Member Organizations

- k) A Group Member Organization shall annually elect or appoint from its membership a delegate to the USDF Board of Governors for a term of not less than one year, under procedures established by each Group Member Organization. Such delegate shall not be an elected Officer, Regional Director or At-Large Director of the USDF. Such delegate shall be entitled to one vote for every 25 (or major fraction thereof) dues-paying members of the Group Member Organization. Group Member Organizations having more than 200 members may elect one additional delegate per every 200 additional members. (Example: 25 members – 1 delegate, 201 members – 1 delegate, 399 members – 1 delegate, 400 members – 2 delegates, 600 members – 3 delegates.)
- l) **Group Member Organization delegates elect Officers, At-Large Directors, and a Regional Director from their respective region to the USDF Executive Board.**
- ↳ m) Final membership rosters and dues for any members of Group member Organizations not previously paid pursuant to Sections 2(g) and (h) shall be submitted to the USDF office no later than November 30 of each year.
- ↻ n) The number of Group Members of each Group Member Organization as of September 1 shall determine its voting strength at the annual meeting.

Submitted by: USDF Bylaws Committee

Reason for proposal: Who Group Member delegates elect has been under Article V, Section 3, which specifically addresses Participating Member delegates. Section 2, which is specific to Group Member Organizations, would be a better location for this information.

Effective: Upon Board of Governors approval.

MEMBERSHIP

Change to read:

Section 3. Participating Membership

- e) The Participating Member delegates ~~and Group Member Organization delegates of each region shall~~ elect **Officers, At-Large Directors, and** a Regional Director from among the members of that region ~~their respective region to the USDF Executive Board.~~

Submitted by: USDF Bylaws Committee

Reason for proposal: The language in Article V, Section 3 is specific to Participating Members and Participating Member delegates; Group Member delegate information is out of place here. Also, Participating Member delegates elect not just their Regional Director, but also Officers and At-Large Directors, which is not stated.

Effective: Upon Board of Governors approval.

MEMBERSHIP

Remove:

Section 3. Participating Membership

~~f) Candidates for delegates to represent the Participating Members to the Board of Governors and candidates for Regional Director shall be nominated by sending the names of nominees to the Nominating Committee staff liaison, or the Nominating Committee representative from the respective region, or the Nominating Committee chair by the date established in the USDF Policies and Procedures.~~

Submitted by: USDF Bylaws Committee

Reason for proposal: Information regarding how to nominate Regional Directors is not specific to Participating Membership or Participating Members, which is the section of the Bylaws where it currently appears. If added to Article XII (Nominating Committee), Section 2, it would provide clarification and would include all nominations (proposed edit to make this change found later in this document).

Effective: Upon Board of Governors approval.

BOARD OF GOVERNORS

Change to read:

Section 1. The Board of Governors shall consist of the following:

a) It shall be the responsibility of each Group Member Organization to notify the USDF in writing (which includes electronic means) as to the identity of the delegate or delegates representing such Group Member Organization by ~~August 31~~ **October 31**. If a Group Member Organization fails to notify the USDF the identity of its delegate or delegates, the President of the Group Member Organization shall be designated as the delegate. In the event that a Group Member delegate shall either 1) die, 2) resign, or 3) be removed as delegate by the Group Member Organization, then the Group Member Organization shall appoint or elect a new delegate to serve the remainder of the one-year term and notify the USDF as to the identity of the new delegate.

Submitted by: USDF Bylaws Committee

Reason for proposal: In practice, only a handful of GMOs submit their delegate appointment by the current due date of August 31. GMOs have given several reasons for why they don't make their delegate appointment(s) by August 31 including: 1) They don't want to appoint anyone until their GMO has elections in the fall, 2) Members don't want to commit that far in advance, 3) They want to wait until after September 1; the GMO's roster count as of September 1 determines their voting strength. Additionally, if a GMO does make their delegate appointment by the August 31 due date, it oftentimes changes as the BOG meeting gets closer. Regardless of when a GMO's delegate(s) is appointed, GMO presidents receive all communications regarding the BOG and upcoming governance issues so each GMO stays informed even if they haven't appointed a delegate(s) yet.

Effective: Upon Board of Governors approval.

ARTICLE VI Page 10

BOARD OF GOVERNORS

Change to read:

Section 6. The delegate of a Group Member Organization may be represented on the Board of Governors by proxy, signed by an officer of the Group Member Organization and filed with the Secretary of the Board of Governors as set forth in Section (a) below. Elected Officers, Regional Directors and At-Large Directors of the USDF, and USDF Audit Committee members shall not be delegates or hold proxies.

- a) Proxies may be either “designated” or “undesignated” and shall be made by facsimile bearing the signature and title of an authorized officer representing the Group Member Organization, by e-mail or other means as described in the Policies and Procedures. A “designated” proxy identifies the Member *in their region* who shall vote the proxy and an “undesignated” proxy does not identify the Member.

Submitted by: USDF Bylaws Committee

Reason for proposal: To provide clarification that a designated proxy must reside in the region where the GMO they've been designated to represent is located. This question has come up from GMOs before.

Effective: Upon Board of Governors approval.

ARTICLE VII Page 10

EXECUTIVE BOARD

Change to read:

Section 1. The Executive Board shall consist of the Officers, **and At-Large Directors**, elected by the Board of Governors, **and** one Regional Director ~~elected~~ **from each USDF Region *elected by each regions' delegates on the Board of Governors* and the At-Large Directors.** The number of regions and their boundaries shall be determined by the Board of Governors.

Submitted by: USDF Bylaws Committee

Reason for proposal: To provide clarification. As currently written, it could be interpreted that only Officers are elected by the Board of Governors.

Effective: Upon Board of Governors approval.

ARTICLE XII Page 19

NOMINATING COMMITTEE

Change to read:

Section 2. Participating Members, Group Members, and Group Member Organizations may all nominate candidates **for Officer and Regional Director positions on the USDF Executive Board and for Participating Member delegates. Nominations shall be made by sending**

the names of the nominees to the Nominating Committee staff liaison, the Nominating Committee representative from the nominee's region, or the Nominating Committee chair by the date established in the USDF Policies and Procedures. . The Nominating Committee shall be responsible, when applicable, for the nomination of Officers, Regional Directors and delegates to represent the Participating Members. ***At-Large Director nominations shall be in accordance with the USDF Policies and Procedures.***

Submitted by: USDF Bylaws Committee

Reason for proposal: To incorporate language from Article V, Section 3, to this bylaw to provide a more complete picture of the nomination process.

Effective: Upon Board of Governors approval.