

## Document overview

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### 1. Overview document covers:

- Current Client membership, chapter, and Board election arrangements
- Client's experience with membership voting and rationale for change
- Actions required under Client's bylaws and the Nonprofit Corporation Law to make such a change, including a timeline
- Key aspects of proposed new bylaws and nomination policy
- Other suggested actions if the amendment is approved

### 2. Board Resolutions (Exhibit A to overview document)

These are draft resolutions for formal approval of the bylaws amendment, submission of the amendment to the members, and approval of the new board composition and nomination policy.

### 3. Member Information Statement (Exhibit B)

This information statement may be used to both help socialize the proposal with the members and serve as notice of the upcoming vote as required by statute. It is set up as a letter from [\_\_\_\_\_] with attached Q&A and covers the rationale for the proposal, the effects of the amendment if approved, and the voting process.

### 4. Amended and Restated Bylaws (Exhibit C)

This is a completely revamped set of bylaws. The draft is based on the clinic's standard form and, as noted in the overview document, reflects a variety of technical and updating changes from your existing bylaws, as well as the removal of the membership, board composition, and chapter provisions.

### 5. Ballot (Exhibit D)

This ballot is for use in obtaining member votes. It is in PDF form as it is directly exported from [\_\_\_\_\_] – the original survey can be digitally shared with whichever account is typically used to distribute ballots to the members.

### 6. Board Nomination Policy (Exhibit E)

This document sets out post-amendment Board composition goals and the nomination process. It is designed to convey Client's continued commitment to substantial farmer presence on the Board and to interaction with the chapters. It also serves to capture the candidate identification and vetting process.

The overview document contains fuller discussions of each of the exhibits.