

Proposed Amendments to By-laws of Suites Owners International Travel Club, Inc.  
May, 2008

- 1) Article VI shall be amended by adding the following numbered section: (6) The Board of Directors shall appoint a member in good standing to fill the term of any vacancy therein occurring between elections. In the event that the vacancy being filled is a Regional Director, the Board shall consult with representatives of the region in making the appointment.
- 2) Article VII Section (1) shall be amended by striking “an election of officers” and inserting in lieu thereof “the general business of the SOITC.”
- 3) Article VII Section (5) shall be amended by striking the entire numbered section and inserting in lieu thereof: “(5) A quorum shall consist of those SOITC members in good standing attending a duly called meeting of the membership including any attending via real-time electronic connection.”
- 4) Article VIII Section (3) shall be amended by inserting the following as sub-section d. and adjusting the designations of the remaining sub-sections: d. Disseminate all election materials as necessary using current SOITC e-mail and USPS distribution lists.
- 5) Article XI Section (1) shall be amended by striking “at a general membership meeting between April 1 and May 30” and inserting in lieu thereof “and concluded at a general membership meeting between April 1 and June 30” and adding the following sub-sections:
  - a. Elections, including the nominating and balloting process may occur prior to the annual meeting required in this Section provided that all requirements of this Article are met.
  - b. The schedule and processes to be used for distributing information concerning an election, accepting nominations and distributing and casting ballots shall be determined by the elections committee established in Section 3 of this Article and approved by the board except that the election process shall not begin more than six months prior to the general membership meeting as provided in Section (1) of this Article. Each such process may utilize any technologies or group of technologies, in-person or electronic, appropriate to the process provided all members have the opportunity to participate in all phases of the election by some means.
  - c. Abstentions and proxies are not allowed and will not be counted.
  - d. Upon motion, members in attendance at the general meeting may affirm all the voting results by acclamation.
- 6) Article XI Section (3) sub-section d. shall be amended by striking sub-section iv.
- 7) Article XII Section (1) shall be amended by striking the Section and inserting in lieu thereof the following:

- (1) Any member of the SOITC in good standing may propose amendments to these bylaws by first submitting the proposed amendments to the Board of Directors, who may refine the proposed amendment to conform with the wording and context of these bylaws. The member who submitted the proposed amendment or his designee may then bring the proposal to the floor of a general meeting, provided at least 45 days notice of the proposed amendment has been provided to the general membership prior to that meeting.
- 8) Article XII Section (3) shall be amended by striking the entire section and re-numbering the remaining sections.
- 9) Article XII re-numbered Section (4) shall be amended by striking “and distributed to any member requesting a printed copy.”
- 10) These amendments being of such importance shall take effect immediately upon adoption by a 2/3 vote of the membership in attendance at the General Membership meeting to be held at Amana, Iowa on May 9, 2008.