

**NOTICE OF
PROPOSED AMENDMENTS
TO THE MGRA BYLAWS**

The following amendments to the Bylaws to be presented to the members at the 2005 Annual Meeting is proposed by the Board of Directors pursuant to Article X, Section 1 of the Bylaws:

AMENDMENT #1:

“ARTICLE IV – OFFICERS AND THE BOARD OF DIRECTORS.

Section 1. Officers.

The Officers of the corporation shall be the President, a Vice President, a Secretary, a Treasurer, and such Officers as the Board of Directors may in its discretion determine by resolutions.

Section 2. Board of Directors.

The Board of Directors (Board) shall consist of NO MORE THAN FIFTEEN (15) [nine (9)] voting members including the President, Vice President, Secretary, Treasurer and ELEVEN (11) [five (5)] Directors. The Immediate Past-President shall serve in an ex-officio capacity. The President may, at the President’s discretion, appoint a General Counsel and a Parliamentarian as non-voting members.”

The purpose of this amendment is to expand the opportunity for more members to serve in the leadership of MGRA to reflect the growth of the organization in recent years.

AMENDMENT #2

“ARTICLE VII – NOMINATIONS AND ELECTIONS.

Section 1.

The Nominating Committee shall present a slate of Officers and Directors at the Board meeting immediately preceding the SENDING [mailing] date of the election ballots. The Secretary shall SEND [mail] the election ballots to the membership no less than forty-five (45) days prior to the Annual Meeting. Ballots shall include space for write-in candidates. Nominees must indicate a willingness to serve before their names are placed on the ballot. To be elected, the Officers and members of the Board of Directors must receive a majority of the votes cast.”

“ARTICLE IX – NOTICE.

Section 1.

To the extent permitted by law and except as these Bylaws expressly provide otherwise, any notice required to be given to any Director or member (whether pursuant to the provisions of any law, the Articles of Incorporation, or these Bylaws, or otherwise)

MUST [may] be given in writing. SUCH NOTICE MAY BE SENT BY FACSIMILLE, ELECTRONICALLY, OR BY MAIL, AND SUCH NOTICE SHALL BE DEEMED TO BE GIVEN AT THE TIME WHEN THE SAME SHALL BE SENT. [by mail, by depositing the same in an official mail receptacle of the United States Postal Service (USPS) in a postage paid, sealed envelope addressed to such Director or member at such address as appears in the records of the corporation, and such notice shall be deemed to be given at the time when the same shall be mailed. Notice to Directors may also be given by telegram or other telecommunications or in person.”

“ARTICLE X – AMENDMENTS.

Section 1.

The Bylaws may be amended or repealed either by a majority vote of the members present at an annual meeting of the corporation duly called and regularly held, at any special meeting, or by a majority vote of the members voting by a thirty-day (30) [mail] ballot. A written notice of the proposed changes must be sent to the members thirty (30) days before such meeting. Amendments may be proposed by the Board of Directors or upon petition of any fifteen (15) Regular Members addressed to the Board. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.”

The purpose of these amendments is to reflect the use of technology in the distribution of materials to the members.

Please review the MGRA Bylaws Amendments and mark whether or not you approve the changes. **Mail or fax your ballot to MGRA no later than December 2, 2005.**

_____ YES, I approve Amendment #1
_____ YES, I approve Amendment #2

_____ NO, I do not approve Amendment #1
_____ NO, I do not approve Amendment #2

MEMBER’S NAME: _____