

**BYLAWS  
of the  
UNITED STATES COMPOSTING COUNCIL**

Adopted: November 14, 2000

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**BYLAWS  
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UNITED STATES COMPOSTING COUNCIL**

**ARTICLE I – NAME AND PURPOSE**

**Section 1. Name**

The name of the organization shall be The United States Composting Council, hereinafter referred to as the “U.S. Composting Council” or “the Council.”

**Section 2. Purpose**

The U.S. Composting Council is dedicated to the development, expansion, and promotion of the composting industry based upon sound science, principles of sustainability, and economic viability. The organization will achieve this mission by:

- encouraging and guiding research,
- promoting best composting practices,
- establishing standards,
- educating professionals and the public, and
- enhancing product quality and markets

Working together as Council members, we envision that composters, generators of organic residues, policy-makers, regulators, professionals, and consumers will pursue this mission.

All policies and activities of the Council shall be consistent with (i) applicable federal, state and local anti-trust, trade regulation, or other legal requirements, and (ii) applicable tax exemption requirements, including the requirements that the Council not be organized for profit, and that no part of its net earnings inure to the benefit of any private individual.

**ARTICLE II – MEMBERS**

**Section 1. Classes of Members**

There shall be the following classes of members in the organization: Composter Members; Affiliate Members; and Individual Members; and any other classification of Members which may from time to time be designated by the Board of Directors (hereafter a “Member” and collectively the “Members”). The Board of Directors shall establish the dues structure for all Members classifications and benefits related thereto.

**Section 2. Composter Members**

Composter Members shall be sole proprietorships, partnerships, corporations, government entities and/ or cooperatives that actively and regularly engage in producing compostable products, compost, or residual organic materials

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Business units, subsidiaries, and branch locations affiliated with a larger corporate entity may hold a separate membership upon payment of the prescribed dues and have the same voting rights and benefits as any other Composter Member.

### **Section 3. Affiliate Members**

Affiliate Members shall be sole proprietorships, partnerships, corporations, government entities and/ or cooperatives who supply equipment, supplies, marketing, and other services to the composting industry; and who are industrial, agricultural, commercial, and residential users and potential users of composting products; and who are trade associations; commodity organizations; governmental agencies; education and research institutions; state and local government entities; and other non-profit organizations with an interest in composting.

This classification also includes those allied business enterprises that provide services to the composting industry, such as engineering, consulting, legal, financial, and other technical services.

This class of Members also includes entities that may be defined by the Board as chapters of the Council. The Board of Directors shall develop state affiliates or chapters, at its discretion.

### **Section 4. Individual Members**

Individual Members shall be those individuals in regulatory, education, and research occupations. Such membership is offered only for those individuals whose employer either is not eligible for membership in the above classes of Members, or is already a Member in good standing. This class of Members also includes public officials and students who have an interest in composting.

### **Section 5. Representation**

Each Composter Member and Affiliate Member shall indicate in writing to the Council the individual who shall be considered the representative of that Member for primary contact and for voting purposes (the "Representative"). The Representative may be changed at the discretion of the Member.

### **Section 6. Member Application**

Applicants for admission as a Member shall provide information that establishes eligibility for admission as a Member and shall include payment of the appropriate dues. Approval of each application shall be the responsibility of the Chief Staff Executive with notification to the Executive Committee. The Chief Staff Executive or the Executive Committee may request a final determination by the Executive Committee if a particular application warrants further review. The Members shall be periodically notified of all newly accepted Member applications.

### **Section 7. Removal of Members**

Any Member may be removed for non-payment of dues, after ample billing and warning by the Council in accordance with a policy adopted by the Board of Directors.

Any Member who is proposed to be removed for any other reason shall be given advance written notice including the reason for the proposed removal, the opportunity to contest the proposed removal in writing or in person before the Board of Directors, a final written notice of the Board's decision, and the opportunity to appeal an adverse decision by the Board to an

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arbitration panel of three persons appointed by the Board. The decision of that panel is final and may not be challenged in any other forum.

### **Section 8. Cease to Qualify**

Any Member who ceases to qualify for continued membership, as defined by this Article or Board policy, shall automatically be dropped from the membership roll of the Council.

### **Section 9. Voting Rights and Benefits**

Each Composter Member and Affiliate Member of the Council (each a “Voting Member”) shall be entitled to one vote regarding the business of the Council as may be presented to it for vote by the Board of Directors, or as may be provided otherwise by these Bylaws. The Representative of each Composter Member or Affiliate Member shall cast such Member’s vote. Individual Members shall have no right to vote.

The Board of Directors shall determine benefits for members.

## **ARTICLE III – DUES AND FISCAL POLICIES**

### **Section 1. Fiscal Year**

The fiscal year for the Council shall be the calendar year.

### **Section 2. Dues**

The Board of Directors shall establish annual Member dues for each class of Member, with any changes requiring at least ninety (90) days’ notice in writing to all Members prior to implementation. If the Board does not take action to change the dues, they shall remain the same as the previous membership year.

The membership year shall begin with the month in which dues are paid and continue for 12 months thereafter.

The Board of Directors shall establish procedures for the payment of dues, including the procedures under which a Member shall be terminated for non-payment of dues.

### **Section 3. Assessments**

Assessments may be made for due cause, if passed by a vote of two-thirds (2/3) of the Board of Directors and approved by the Members at any meeting of the Members as provided in these Bylaws.

### **Section 4. Financial Review**

The President, or as delegated to the Chief Staff Executive, shall arrange for an annual review of the financial records of the Council in accordance with professional standards issued by the American Institute of Certified Public Accountants. The review shall be performed by an independent certified public accountant, and shall include any special procedures as may be warranted to insure the financial integrity of the organization. The results of that review will be reported to the Board of Directors upon completion. If desired, the Board may request a complete audit of the financial records to be performed.

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### **Section 5. Refunds**

No dues or assessments shall be refunded.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1. Scope of Authority**

A Board of Directors shall manage the business affairs of the organization, including, but not limited to, all matters affecting the organization. The Board of Directors shall develop and direct the policies and programs of the organization. Such policies shall include but not be limited to a policy regarding conflicts of interest between a Director and the Council, with such policy adopted and revised by a two-thirds (2/3) supermajority vote of the Directors. The Board of Directors shall elect the officers of the organization.

### **Section 2. Chief Staff Executive**

The Board of Directors may engage an individual employee or contacted agent to serve as the Chief Staff Executive to implement and administer the activities and programs of the Council, and to manage the general business affairs of the Council, always within the policies of the Board of Directors. This Chief Staff Executive shall have exclusive authority over any other employed staff or individuals under contract to the Council.

### **Section 3. Composition**

The Board of Directors shall consist of fifteen (15) directors elected by the Voting Members, plus the immediate past President who shall serve for one year, plus the chairs of all Standing Committees who shall serve as voting members of the Board of Directors (hereafter, a “Director” and collectively the “Directors” or the “Board”). The Board shall reflect the diversity of those who comprise the Members, and shall strive to have ten (10) individuals representing Composter Members and five (5) individuals representing Affiliate Members among its elected Directors.

### **Section 4. Term of Office**

The elected Directors shall serve a term of three (3) years, with approximately one-third (1/3) of the terms expiring each year. Each elected Director is entitled to serve additional and consecutive three-year terms with no limitation on the number of terms served. Committee chairs shall serve as non-elected Directors of the Board for as long as they hold the standing committee chair appointment.

### **Section 5. Commencement of Term of Office**

The term of office for each Director of the Board of Directors shall commence on January 1 following election and continue for the designated term or until a successor is elected.

### **Section 6. Director Responsibility**

Each Director of the Board of Directors is required to actively participate on at least one committee, task force, or special project activity during every year of service on the Board.

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### **Section 7. Compensation**

Directors of the Board of Directors do not receive compensation for their services, but may be reimbursed for expenses according to the policies and procedures established by the Board of Directors.

### **Section 8. Director Eligibility**

Only designated Representatives of a dues-paying Member in good standing shall be eligible for nomination and election to the Board of Directors. Should a Director no longer be a Representative of a dues-paying Member, that individual shall continue as a Director only if subsequently serving as the Representative of a Member in good standing.

Individual Members shall not be eligible for nomination and election to the Board of Directors; however, if an Individual Member is appointed to chair a Standing Committee, that Individual Member shall become a non-elected Director on the Board as defined in Section 3 of this Article.

### **Section 9. Single Representation**

No more than one Representative from the same dues-paying entity shall serve on the Board of Directors at any one time.

### **Section 10. Meetings**

The President shall call regular meetings of the Board of Directors at the times and locations that the President elects and is satisfactory to the Board, but no less than once during each calendar year. Such time and location shall be presumed satisfactory unless a majority of the Board, in writing, indicate their dissatisfaction to the President or Secretary and indicate such new time and location of the Board meeting. Special meetings of the Board may be called by the President, or by petition to the President or Secretary from one-half (1/2) the Directors at the time and place indicated by such petition. Notice of a regular or special meeting of the Board, specifying the business to be conducted, shall be provided to Board Members at least 30 days in advance of the meeting.

### **Section 11. In Lieu of Physical Meetings**

In lieu of a physical meeting of the Board, business may be conducted by other means, including by telephone, electronic media or any other means of communication by which all Directors attending such meeting are able to hear or acknowledge one another, and such attendance shall constitute presence in person at the meeting (“Alternative Means”). Except as otherwise prohibited by these Bylaws, any action which may be taken at meeting of the Board may be taken by such Alternative Means, at or prior to such meeting, with the consent of two-thirds of the Directors. Notwithstanding the foregoing, actions consented to in writing by the Directors in lieu of a meeting shall require unanimous consent of the Directors.

### **Section 12. Quorum and Voting**

The participation of a majority of current members of the Board of Directors (including vacancies, if any) constitutes a quorum to transact business, except as otherwise provided in these Bylaws. The acts of a majority (or a supermajority, as may be specified elsewhere in these Bylaws for certain matters) of the Directors present at a meeting or participating via Alternative Means, at which a quorum is confirmed, shall be the acts of the Board. No individual serving on the Board may have more than one vote.

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### **Section 13. Attendance**

Directors who do not participate in 75% of the physical meetings and meetings conducted via Alternative Means in a year, may be subject to the Director's position being declared vacant, and the Board may then appoint a replacement for the unexpired term.

### **Section 14. Vacancies**

Vacancies in the Board of Directors between annual elections may be filled by a majority vote of the remaining Directors, or may be left vacant until the next election. A vacant position does not revert to the Composter or Affiliate Member that the individual represented.

### **Section 15. Removal of Directors**

The Board of Directors, upon the recommendation of the Executive Committee, may take action to terminate the service of an individual Director for due cause, with a vote of two-thirds (2/3) of the Directors, and provided a quorum is present. Such action is communicated in writing to the individual, with reasons for the termination, and the individual is given the opportunity to contest the action in writing or in person before the Board of Directors. Such Director subject to removal shall not vote on his, her or its removal, but shall count toward calculation of the quorum. One or more Directors may also be removed by a vote of two-thirds of the Voting Members at a Special Meeting of the Members called for the purpose of such removal. All Voting Members shall be entitled to vote at such Special Meeting.

## **ARTICLE V - OFFICERS**

### **Section 1. Officers**

The officers of the Council, elected by the current Board of Directors, shall be the following:

- a) President;
- b) Vice President;
- c) Secretary; and
- d) Treasurer.

### **Section 2. One Person-One Office**

One person may be elected and hold only one (1) office at a time.

### **Section 3. Eligibility**

Candidates for officer positions must be currently serving as elected Directors of the Board at the time of their nomination.

### **Section 4. Term of Office**

The term of office for all officers shall be one year, and shall commence January 1 of the year following election. An individual may serve up to three consecutive terms in any office.

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### **Section 5. Compensation**

Elected officers do not receive compensation for their services to the Council; however, they may be reimbursed for expenses according to policies and procedures established by the Board.

### **Section 6. Powers and Duties of Officers**

The President is the chief elected officer of the Council; presides at all meetings of the members; the Board of Directors; and the Executive Committee; is an ex-officio member of all committees; and appoints the chairs of all committees. The President has responsibility for general and active direction of the affairs of the Council.

The Vice President shall be vested with all the powers and shall perform all the duties of the president during that person's absence, and shall have other duties as may be assigned by the Board of Directors or the President. In the event of a vacancy, the Vice-President shall assume the duties of the President for the remainder of that term of office.

The Secretary, or authorized representative, shall attend all meetings of the Members, Board of Directors, and Executive Committee and shall record the minutes and votes of those meetings as official records of the Council.

The Treasurer, or authorized representative, shall maintain Members records, including dues payments, as well as other financial records of the Council, and shall be responsible for the financial affairs of the Council in accordance with the policies of the Board of Directors.

### **Section 7. Vacancies**

The Board of Directors may fill any vacancy in an office that occurs between the annual election of officers.

### **Section 8. Removal of Officers**

The Board of Directors, upon the recommendation of the Executive Committee, may take action to terminate the service of an individual Officer for due cause, with a vote of two thirds (2/3) of the current Board members, and providing a quorum is present. Such action is communicated in writing to the individual, with reasons for the termination, and the individual shall have the opportunity to contest the action in writing or in person before the Board of Directors.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee shall consist of the elected officers of the Council.

### **Section 2. Responsibility**

The Executive Committee may act in place of and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board of Directors by these Bylaws or by policies of the Board. Actions by the Executive Committee shall be reported to the Board of Directors by mail or other electronic media, or at the next Board of Directors meeting.

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It shall be the responsibility of the Executive Committee to conduct the business of the organization within the policies established by the Board of Directors.

### **Section 3. Meetings**

The Executive Committee shall meet at the call of the President. In lieu of a meeting, business may be conducted via Alternative Means.

## **ARTICLE VII – COMMITTEES**

### **Section 1. Nominating Committee**

The Nominating Committee, a permanent committee of the Council (a “Standing Committee”), shall include at least five (5) Members, three (3) of whom must be elected Directors. The President shall select a chair, who shall serve at the discretion of the President, subject to ratification by the Board. The chair shall select Representatives and Individual Members to serve on the committee, and the entire list of those proposed for committee service shall be submitted for approval by the Board of Directors. The Nominating Committee shall have such additional responsibilities as are set forth in Article IX, Section 1.

### **Section 2. Other Standing Committees; Finance Committee**

The Board may establish or terminate other Standing Committees in addition to the Nominating Committee by a two-thirds (2/3) vote at any time when the Board is authorized to take action pursuant to these Bylaws. The President shall appoint Representatives or Individual Members as the chairs of these Standing Committees, who shall then appoint their own committee members from among the Representatives and Individual Members.

There shall be a Finance Committee as one of these other Standing Committees. The Finance Committee shall be responsible for development of an annual budget, for the recommendation of such budget to the Board for approval, and for recommendations to the Board on matters relating to the financial development of the Council.

### **Section 3. Non-Standing Committees**

The Executive Committee shall establish committees, task forces, and other groups as needed to carry out the program of the Council (each a “Non-Standing Committee”). The President shall appoint Representatives or Individual Members as the chairs of all such Non-Standing Committees, who shall then appoint their own participants from among the Members. The chairs of such Non-Standing Committees (as a result of his or her position as chair alone) shall not be appointed or serve on the Board. The Executive Committee may also terminate such Non-Standing Committees, at its discretion.

## **ARTICLE VIII – MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

The Annual Meeting of the Members shall be held at such time and place as the President acting alone or as the Secretary upon the direction of the Board shall decide. If the Annual

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Meeting shall not be held within six (6) months of its customary time, any Member in good standing may call such meeting.

### **Section 2. Special Meetings**

Special meetings of the Members may be called at any time by the President, Secretary, Board or by the Members by petition to the President or Secretary from one half (1/2) of the Voting Members.

### **Section 3. Notice of Meetings**

Written notice of every meeting of the Member, including items to be discussed at the meeting, shall be given to all Members in good standing not less than thirty (30) days before such meeting.

### **Section 4. Quorum and Voting**

The one-third (1/3) of the Voting Members shall constitute a quorum, and a vote by the majority of the Voting Members present at a meeting duly called and with an initial quorum shall constitute action of the Members.

### **Section 5. Parliamentary Authority**

The rules contained in The Standard Code of Parliamentary Procedure shall govern the procedure of any meeting of the corporation in all cases to which they are applicable, and in which they are not in conflict with these Bylaws.

### **Section 6. In Lieu of Physical Meetings**

In lieu of a physical meeting, business may be conducted by actions consented to in writing by all of the Members.

## **ARTICLE IX - ELECTIONS AND VOTING**

### **Section 1. Nominating Committee Responsibility**

The Nominating Committee as defined by Article VII shall be required to prepare an election slate of candidates for positions on the Board of Directors and an election slate for positions as officers of the Council, in accordance with nominating policies established by the Board of Directors. The Nominating Committee shall strive to present candidates for election in a manner that maintains a diversity of representation consistent with the classes of Members and interests. Election slates for each office of Director must be approved by the Board of Directors prior to presentation to the Voting Members.

### **Section 2. Election**

Elections of members of the Board of Directors shall be conducted by an election slate and ballot mailed or made available by electronic media to the Members at least three (3) weeks prior to the Annual Meeting of the Members.

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### **Section 3. Eligibility**

Only Composter and Affiliate members who have paid dues for the current calendar year and are in good standing shall be eligible to vote.

### **Section 4. Votes per Member**

Every eligible Composter and Affiliate Member shall have the right to cast one (1) vote for each of Director seats up for election. “Weighted” voting (i.e., a Member casting more than one (1) of its votes for a single candidate) shall not be allowed. Voting rights for any Composter or Affiliate Member shall be exercised by the designated Representation of such Member. Individual members do not have voting rights.

### **Section 5. Required Vote**

A simple majority of the votes cast by Voting Members shall be required to elect a Director to the Board of Directors.

### **Section 6. Nominating and Election Procedures**

Uniform procedures for nominations and elections shall be issued by the Board of Directors for the guidance of the Nominating Committee.

### **Section 7. Quorums and Decision by Majority Vote**

In all cases, except for meetings of the Board and meetings of the Members, a quorum shall be defined as 50% of those eligible to participate in the business of the Council, and a vote by a majority of those participating, provided that a quorum is had, shall constitute action.

## **ARTICLE X – INTERPRETATION AND AMENDMENT**

### **Section 1. Interpretation**

The vote of two-thirds (2/3) of the Directors of the Board shall interpret the meaning and intent of these Bylaws. When warranted, the Board of Directors by majority vote may request a written opinion from legal counsel on the proper interpretation thereof.

### **Section 2. Amendment of Bylaws**

The Board of Directors may take action to recommend amendments to these Bylaws, by a two-thirds (2/3) vote of all Directors, providing that written notice containing the proposed change shall have been given by the Secretary to each of the Directors at least thirty (30) days prior to the meeting for action thereon. However, such action by the Board of Directors is subject to further approval by the Members; therefore, the Members shall be notified at least ninety (90) days prior to the Annual Meeting, or any Special Meeting called for the purpose of amending Bylaws, of the proposed amendment and the intent to request Members approval at that meeting. If desired, the Board may institute a voting procedure by mail or by electronic media to take action on Bylaws amendments.

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### **ARTICLE XI – INDEMNIFICATION**

#### **Section 1. Indemnification**

The Directors, officers, staff, and other authorized agents of the Council are indemnified by the Council against claims for liability arising in connection with their positions in the Council or activities on behalf of the Council, in accordance with the laws governing such matters, provided that the Council does not indemnify such persons in cases of gross negligence or willful misconduct.

### **ARTICLE XII – ASSETS**

#### **Section 1. Use of Funds**

The Council shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue to, or be distributed to the Members, officers, staff, or any other authorized agent of the Council, except as authorized by the policies and procedures established by the Board for reimbursement of expenses.

#### **Section 2. Dissolution**

The Board of Directors may take action regarding the dissolution of the Council if the purpose can no longer be sustained. Such action requires a unanimous vote of the Board of Directors at a meeting at which a quorum of Directors are physically present. Notice must be submitted to the Members at least ninety (90) days in advance of the Board meeting called for the purpose of approving the recommendation to dissolve the Council.

#### **Section 3. Assets**

In the event of action to dissolve the organization, all assets of the Council will be transferred in whole or in parts to one or more non-profit organizations or foundations that meet the requirements as a 501 (c)(3) or a 501(c)(6) organization as defined by the Internal Revenue Code, to be selected by the Board of Directors at the time of the action to dissolve the Council.

This modification replaces in their entirety the Bylaws of the Composting Council adopted on July 9, 1993 and all subsequent amendments and modifications thereto. This modification to the Bylaws shall become effective immediately upon adoption by the Board. Notwithstanding the provisions of Article IV, Section 3, all current Directors shall serve out the remainder of their terms, and up to five Directors will be elected in each year, such that within 3 years or less after the adoption of this modification to the Bylaws, the composition of the Board will conform to the language of Article IV.