



## ARTICLE IV

### ELECTIONS

#### 4.1 Nominations.

4.1.1 Pursuant to procedures established by the Board of Directors, each year the Nominating and Governance Committee shall recommend to the Board a list of candidates for the positions of Elected Director and Editorial Board member to be voted on by the Members. The Committee shall request from all Voting Directors their suggestions for nominees. The Board shall review and approve, or modify and approve, the proposed list of candidates, and obtain written consent to the nomination and acknowledgement of duties of the position from each person nominated for election. The Board shall have no less than 10 days to complete its review of the Committee's proposal prior to the call for a vote on the list of candidates.

4.1.2 Members may submit to the Institute additional nominations of individuals to be elected to the office of Elected Director or Editorial Board member; provided that (i) nominations by Members must be submitted on a petition bearing the signatures of at least 25 Members in good standing; (ii) each petition may nominate only one individual; and (iii) each nominating petition must be accompanied by a written consent to the nomination and acknowledgement of Board duties from the individual nominated by the petition. Members not on active duty and deployed with the armed forces of the United States shall have 30 days following the publication of nominees on the Institute's website to submit additional nominations as provided in this Section 4.1.2. Members who are on active duty and deployed with the armed forces of the United States shall have 40 days following the publication of nominees on the Institute's website to submit additional nominations as provided in this Section 4.1.2.

4.2 Elections. Elections for the Board of Directors and Editorial Board shall be held by ballot prior to the annual meeting of Members.

4.2.1 At least 75 days prior to the annual meeting of Members, a ballot containing the names of all candidates for Elected Director and Editorial Board member who were properly nominated pursuant to Section 4.1, shall be submitted to the Members in Institute periodicals and electronically. Additional means of communication may also be used, as determined by the Board of Directors to provide maximum opportunity for Member participation in the ballot and voting process. Consistent with Sections 2.5.1.6 and 2.5.1.7, the ballot may include any question that requires approval of the Members or with respect to which the Board considers it advisable to have the views of the Members.

4.2.2 Each Member, consistent with Section 2.5.1.4, is entitled to cast one vote for an individual candidate and may cast votes for the number of candidates equal to the same number of positions on the Board of Directors and Editorial Board that are open for election.

4.2.3 Members must cast their votes so that their ballot is received by the Institute no later than the date specified in the ballot by either (i) returning to the Institute a signed ballot included in Institute periodicals; or (ii) by electronic submission by such secure electronic means as the Board shall specify.

4.2.4 The number of candidates equal to the number of Elected Directors whose terms expire at the annual meeting, as provided in Section 3.4, and the nine candidates for the Editorial Board receiving the highest number of votes shall be declared elected at the annual meeting, assume the duties of their respective offices from that date, and hold office until their successors are elected and qualify. As provided in Section 2.4.2 with respect to the annual election, the result of the annual election shall be announced at the annual meeting of Members. In addition, the vote count for each candidate shall be made available to any Member in good standing who so requests.