NATIONAL GENEALOGICAL SOCIETY

PROPOSED AMENDMENT TO THE SOCIETY'S ARTICLES OF INCORPORATION

Article IV.

1. All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, a Board of Directors. The number of directors shall be within a variable range of not less than ~~thirteen~~ fourteen, nor more than ~~seventeen~~ twenty, with the number of directors to be determined from time to time within such range by the Board of Directors, as hereinafter set forth. The directors shall have the power to fill any vacancy which may occur in their number from death, resignation, inability or refusal to act, removal, creation of new director positions or any other causes. The members of said Board of Directors may be referred to as trustees or directors.

2. The minimum number of ~~thirteen~~ fourteen directors shall consist of i) the President, Vice President, Vice President for Society and Organization Management, Secretary, and Treasurer of the Corporation, ex officio with full voting rights, ii) the most recent former President willing to serve, iii) four at-large directors and four regional directors (~~with those regions designated~~ as hereinafter set forth).

The Board may also be expanded by up to ~~four~~ six additional at-large directors, if the Board deems that desirable, with any such additional at-large directors to be elected by the Board initially and thereafter elected by the members at the end of their initial terms, with such staggered terms and the duration of initial terms to be determined by the Board in its discretion to maintain staggered classes.

The Board ~~shall, in every odd-numbered year, based upon the Corporation's membership as of September 30 of the preceding calendar year, divide~~ of Directors shall also designate four director positions as regional directors with the goal of creating geographical representation from diverse parts of the United States ~~into four regions, along state boundary lines, which shall be designated as Regions 1, 2, 3 and 4. The members shall elect four regional directors, each of whom shall be a resident of the region which he is elected to represent; but if they subsequently move during their term, or region boundaries are changed, they shall continue to represent the region from which they were elected~~ on the Board of Directors as a whole. All members of the Corporation shall have the right to vote for all regional directors.

Each at-large director and each regional director shall be elected by the members for a term of four years or as otherwise determined by the Board of Directors, or until his or her successor is duly elected and qualified. Each of the President, Vice Presidents, Secretary, and Treasurer shall be elected for two-year terms directly by the members at the annual meeting of the Corporation~~ in such even numbered years~~. All officers and directors elected by the members shall commence their terms ~~on October 1~~ at the start of the fiscal year following their election, unless they were elected to fill a vacancy, in which case they shall commence their term immediately upon their election or at such other date as may be specified in their election.

The terms of the regional and at-large directors shall be staggered~~. At least two at-large directors and the Region 1 and 2 directors, shall be elected in 2012 and every four years thereafter. At least two at-large directors and the Region 3 and 4 directors, shall be elected in 2010 and every four years thereafter~~ as determined by the Board of Directors. If any additional at-large directors are elected, they shall be classified as determined by the Board to maintain staggered classes. ~~Following the 2010 Annual Meeting of the Corporation,~~ From time to time, the Board ~~shall~~ may reclassify the at-large directors or regional directors into the appropriate groups as the Board determines necessary to balance the number of directors in any class. Directors may also be elected by the members for terms of one, two or three years if deemed necessary or desirable by the Board to balance the number of directors in any class.

There shall be no right of members to cumulate their votes for directors.