

**Proposed Amendment to the Bylaws of the Audubon Society of Northern Virginia**

**Article III, Section 4.**

If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors or otherwise exist, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve out the respective term. When for such purposes a Director has been elected for a partial term of less than one year, such partial term shall be disregarded with respect to the Director's qualification for reelection for additional consecutive terms, as set forth in Section 3 above.

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