

MEMO# 2131

August 20, 1990

WRITTEN CONSENT IN LIEU OF THE ANNUAL MEETING OF MEMBERS

August 20, 1990 TO: MEMBERS - ONE PER COMPLEX NO. 35-90 RE: WRITTEN CONSENT IN LIEU OF THE ANNUAL MEETING OF MEMBERS

The By-Laws of the Institute provide for an annual meeting of members to elect members of the Board of Governors and to conduct other business that may come before the meeting. The By-Laws also provide that election of Governors and other business may be accomplished without a meeting if consented to in writing by a majority of the members of the Institute. The only business to come before this year's annual meeting is the election of members of the Board of Governors and of the five divisional committees. The Institute's Nominating Committee, consisting of George S. Bissell, David H. Dievler, Arnold D. Scott, Charles L. Smith, Jr. and James D. Winship recommends the election of fifteen persons to the Board of Governors and members of each of the five divisional committees as per the attachments. The Board of Governors concurs in this recommendation. The enclosed ballot requests your written consent to the election of those persons to the offices indicated. Please review the attachments carefully and return the marked and signed ballot to Ms. Sheilah R. Henderson at the Institute in the envelope provided prior to September 14, 1990. You are being requested to submit this written consent on behalf of the companies for which you are listed as the voting officer in the Institute's records. C. Richard Pogue Senior Vice President - Management Attachments

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