

## **SUMMARY OF PROPOSED CHANGES TO C-2 EWGA CHAPTER BYLAWS**

### **DEFINITION OF TERMS:**

Added to help clarify the Chapter and Association's relationship, individual operations and define references to the terms CHAPTER and ASSOCIATION.

### **ARTICLE I: MEMBERS**

#### **Section 1. Classes of Members**

Added clarifier that this references the Association Bylaws

#### **Section 2. Admission**

Added clarifier that this references the Association Bylaws

Added 'or Chapters' to indicate that members may elect to belong to more than one Chapter

#### **Section 3. Dues**

Added clarifier that dues are set by the EWGA Board of Directors

Deleted, statement is extraneous:

including, but not limited to, CHAPTER dues, ASSOCIATION dues, and initiation fees or reinstatement fees as applicable, are to be submitted to ASSOCIATION Headquarters. but in no event shall they be held for more than 30 days before submitting.

#### **Section 4. Voting Rights**

Added clarifier that this references the Association Bylaws

#### **Section 7. Suspension and Termination of Membership**

Statement was replaced by the actual clause contained in the Association Bylaws rather than a reference to the Article and Section numbers.

#### **Section 8. Reinstatement**

Deleted statement referencing the Section and Article of the Association Bylaws as this is now covered in the details in Section 7 above.

## **ARTICLE II: MEETINGS OF THE MEMBERS**

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

Changed to be less specific about how and what an Annual Business Meeting should be and to match statement in Association Bylaws.

**From:** An Annual Business Meeting of the members shall be held annually of each year for the purpose of introducing new officers and new Standing Committee Chairs and for the transaction of such other business as may come before the members.

**To:** The Annual Business Meeting of the CHAPTER may be held annually for such business as may be specified in advance by the CHAPTER Board. Failure to hold an Annual Business Meeting shall not affect the authority or acts of the CHAPTER or CHAPTER Board.

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

Changed who may issue the call for the meeting from ‘Secretary’ to a ‘designee of the Board of Directors’

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

Changed who may issue the notice of the meeting from ‘Secretary’ to ‘Director’ for consistent terminology

Reworked sentence for readability.

### **Section 4. Quorum**

To reduce vagueness, maintain consistency throughout the bylaws and better reflect the preference of Chapter members the quorum needed for all member meetings, regardless of the type is ‘Forty percent (40%)’.

### **Section 5. Programs.**

Deleted, paragraph extraneous:

Notwithstanding the foregoing, in the case of Special meetings, the Board is obligated to place on the agenda, and votes will occur as necessary, for issues raised pursuant to the petition requirement set forth in Article II, Section 2 of the Bylaws of the ASSOCIATION.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1: General Powers**

Added: (also known as CHAPTER Board, Board and Board of Directors) to clarify that the same consistent group is being referenced throughout the bylaws.

## **Section 2. Number and Qualifications**

Director's titles changed to reflect position titles outlined in the Flexible Board Model

The CHAPTER Board of Directors shall consist of the following CHAPTER positions: President, Member Services Director, Member Recruitment Director, Events & Activities Director, Finance & Records Director, and Marketing Director. CHAPTER Board of Directors may elect to add a Golf Programs & Services Director Position and/or a Communications Director Position to the CHAPTER Board. All Board members must be active ASSOCIATION and CHAPTER members in good standing.

## **Section 3. Voting Rights**

Following statement was changed from the original to reflect Flexible Board Model titles and to clarify Chapter leaders questions regarding proxy voting. Proxy voting for board meetings is not recognized by Roberts Rules of Order and thus is stated here for clarification.

Revised statement: The CHAPTER President and each Director shall be entitled to one vote on each matter submitted to a board vote. Proxy voting is not allowed when voting on Board matters.

## **Section 4. Regular Meetings**

Paragraph changed to clarify the need for regular board meetings while allowing for the use of technology at times.

The Board must hold official meetings to conduct Chapter Business on a regular and ongoing basis (recommended monthly) throughout the year. Meetings may take place in a physical location or through technological means with at least 6 of those meetings being face-to-face.

Deleted, the following, extraneous:

A regular annual meeting of the Board of Directors may be held without other notice than this bylaw, immediately prior to, and at the same place as the Annual Business Meeting of members.

## **Section 5: Special Meetings**

Paragraph changed to distinguish protocol for Special Meetings vs. Regular Meetings and to provide the flexibility of utilizing technology to conduct Board business.

## **Section 6: Notice**

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice.

Deleted Section 6. Addressed the notice of Special Meetings under Section 5: Special Meetings

## **Section 7: Quorum**

Section number changed due to the elimination of another Section.

## **Section 8: Presumption of Assent**

Section number changed due to the elimination of another Section.

## **Section 9: Manner of Acting**

Section number changed due to the elimination of another Section.

## **Section 10. Election and Term of Office**

Section number changed due to the elimination of another Section.

Changed titles to fit new model.

Clarified length of terms and qualifications for Chapter President candidates.

Changed voting process

From: Members voting for officers only

To: Members voting for everyone on the Board of Directors. Board Members will be elected to the board to hold a specific position.

Simplified and moved transition election information to this section as having it another section caused confusion for leaders. This eliminated another Section of the Bylaws

Years of Board tenure changed from 8 years to 6.

Changed and simplified the election process and timeline. Instead of starting the election process in May/June, the election process will begin mid-July/August.

## **Section 11: Compensation**

Section number changed due to the elimination of another Section.

## **Section 12. Removal and Vacancy in Office**

Section number changed due to the elimination of another Section.

To remain consistent with other areas of the bylaws, changed titles and voting from '2/3 vote to remove' to 'a majority' of the Board. Paragraph changed for readability.

Move the statement of electing a replacement to this section thus eliminating the need to page to another section and reducing bylaw by another Section in another Article. Adjusted statement to remain consistent with position titles.

In addition to conducting elections in a situation where the majority of the Chapter Board resigns, the option was added for the Association to appoint board members as in some situations that is more efficient and appropriate than conducting an election.

**Previous: ARTICLE IV: OFFICERS AND DUTIES and ARTICLE V: COMMITTEES**

Removed. This level of detail is not typically included in Bylaws.

**ARTICLE IV: ELECTION PROCESS**

Article number changed due to the elimination of other Articles.

Article title changed from: NOMINATIONS, PETITIONS AND ELECTIONS

**Section 1. Nominating Committee**

Relaxed the required number of members serving on the Nominating Committee providing Boards the flexibility to choose whether to have a committee made up of 3 or 5 members.

Eliminated reference to Leadership Chair and President serving on the Committee.

To help clarify the qualifications of Nominating Committee Members statement was changed from: All members of the Nominating Committee shall have served, past or present, in a CHAPTER leadership capacity.

To: All members of the Nominating Committee shall have served, past or present, in a significant CHAPTER volunteer / leader capacity.

Added limits on the number of years one can serve on the Nominating Committee to aid Chapters in conducting unbiased elections.

**Section 2. Nominations**

Shortened the Election process from ‘not less than 60 days’ to ‘a call for nominations no later than August 10 and at least 30 days prior to scheduled elections’, thus moving the start of election process from May/June timeframe to July/August.

Paragraph changed to simplify and clarify election process and for consistent terminology

From:

Using the written criteria established by the Nominating Committee subject to approval by the Board of Directors, the Nominating Committee shall evaluate the qualifications of nominated candidates for Officers of the CHAPTER. Prior to inclusion in the formal report of the Nominating Committee, each nominee shall have consented to the nomination and advised of his/her availability to serve if elected. The Committee shall present a recommended slate of nominees for each Officer vacancy no

less than 21 days prior to the election. The formal report of the Nominating Committee shall be made in writing and delivered to the Board of Directors for approval prior to submission to the membership for election. Failure to obtain a majority approval by the Board of the slate will require the Nominating Committee to revise its recommendations per the previous procedure.

To:

Using the written criteria established by the Board of Directors the Nominating Committee shall evaluate the qualifications of nominated candidates for President and each Director position eligible for election. The Committee shall also seek the consent from qualified nominees to run for election and their willingness to serve if elected. The Committee shall present a report of all qualified nominees to the Board of Directors for approval prior to submission to the membership for election. A simple majority vote approval by the Board is needed for each candidate in order for her/him to be put forth on the ballot to the membership. The Board shall not have the option to remove or prevent qualified candidates from being listed on the ballot. By majority vote, the Board may remove unqualified candidates from the ballot.

### **Section 3. Ballots**

Chapters have the option to mail ballots or vote electronically. Over the past several years, it appears that all Chapters are opting for electronic voting thus the voting time period was reduced from 15 days to 10 days.

## **ARTICLE V. CONTRACTS, CHECKS, DEPOSITS, FINANCIAL**

Article number changed due to the elimination of other Articles.

### **Section 1. Contracts.**

Minor changes made to aid in clarity.

### **Section 2. Checks, Drafts, etc.**

Changed titles for consistency.

To provide the Chapter Board more authority in protecting their Chapter, the following statement was added: It is the right of the Board of Directors, upon a majority vote, to do a full background check of any Directors who have access to signing checks, drafts, etc.

### **Section 3. Deposits.**

Removed reference to Treasurer to keep title consistency and added a statement that all accounts must be accessible by two voting Board Members.

## **ARTICLE VI. BOOKS AND RECORDS**

Article number changed due to the elimination of other Articles.

Titles changed for consistency.

Eliminated the reference to keeping committee meeting minutes.

#### **ARTICLE VII. CONFLICTS OF INTEREST**

Article number changed due to the elimination of other Articles.

Board titles changed for consistency.

The term 'employee' was changed to 'contract worker' to more accurately represent the most likely business arrangement.

To provide the Chapter Board more authority in protecting their Chapter, the following statement was added: Should an intentional lack of disclosing a conflict of interest arise, whereas the said interest would serve to benefit a Director(s) and has affected the CHAPTER financially, the Director(s) shall be removed

#### **ARTICLE VIII: PARLIAMENTARY RULES**

Article number changed due to the elimination of other Articles.

#### **ARTICLE IX: AMENDMENT**

Article number changed due to the elimination of other Articles.

Paragraph slightly reworked for clarity and readability.

#### **ARTICLE X: INDEMNIFICATION**

Article number changed due to the elimination of other Articles.

The term 'employee' was changed to 'contract worker' and 'officer' was changed to 'president to more accurately represent the most likely business arrangement.

The term 'officer' was changed to 'president' to more accurately represent the Flex Model positions.

#### **ARTICLE XI: DISSOLUTIONION**

Article number changed due to the elimination of other Articles.

