

**2019 PROPOSED CHANGES TO ERA-NC ALLIANCE BYLAWS**

Recommended by the Board of Directors

**Terms of Service**

Notes: Clarify what a “full consecutive term” means.

<b>CURRENT</b>		<b>PROPOSED</b>	
<b>ARTICLE V - Board of Directors</b>			
Section 4	TERMS OF SERVICE. The terms of the Directors shall be for two years, with half the Directors to be elected each year by the Full Membership Body <b>with votes as specified in Section 3.a.</b> No Director shall serve more than two full consecutive terms. A Director who has left the Board because of a term limit may be reelected or reappointed to the Board after a period of one year.	Section 4	TERMS OF SERVICE. The terms of the Directors shall be for two years, with half the Directors to be elected each year by the Full Membership Body <del>with votes as specified in Section 3.a.</del> No Director shall serve more than two full consecutive terms. <u>Two (2) full consecutive terms is four (4) complete years. A partial term does not count toward a full term.</u> A Director who has left the Board because of a term limit may be reelected or reappointed to the Board after a period of one year.
<p><u>Rationale:</u> Removing redundant text and adding clarification about the length of two full consecutive terms.</p>			

**Succession/Vacancy and Titles**

Notes: Article VI: Section 1: Specify which Vice President succeeds to fill a vacancy in Co-Presidents. Sections 6: Correct titles of Vice Presidents in additional Articles of the Bylaws that were missed in the changes for 2018. Remove redundant text in numbers 4-6 covered in number 10.

<b>CURRENT</b>		<b>PROPOSED</b>	
<b>ARTICLE VI: Executive Council (Officers)</b>			
Section 1	The Executive Council of the Board of Directors is composed of seven (7) Officers: two Co-Presidents; Vice-President, Fundraising; Vice-President, Communications; Vice-President, Membership; Secretary; Treasurer, and Board Development Chair. <b>Succession to unexpired term of a Co-President to be decided by consensus of the three (3) Vice-Presidents and the balance of the Executive Council.</b> The Officers are subject to the	Section 1	The Executive Council of the Board of Directors is composed of seven (7) Officers: two Co-Presidents; Vice-President, Fundraising; Vice-President, Communications; Vice-President, Membership; Secretary; Treasurer, and Board Development Chair. <del>Succession to unexpired term of a Co-President to be decided by consensus of the three (3) Vice-Presidents and the balance of the Executive Council.</del> The Officers are subject to the parameters for

	parameters for membership on the Board of Directors as described in Article V.		membership on the Board of Directors as described in Article V.
Section 6	4. The <b>First</b> Vice-President shall preside at all meetings in the absence of the Co-Presidents or at their request. The <b>First</b> Vice President shall serve as <b>chair</b> of the Fundraising Committee. The <b>First</b> Vice-President shall succeed to the office of Co-President in the event of a vacancy in that office during the two-year term of office. <b>Upon completion of the term of office, the First Vice-President shall transfer all appropriate records to the successor.</b>	Section 6	4. The <b>First</b> Vice-President, <u>Fundraising</u> shall preside at all meetings in the absence of the Co-Presidents or at their request. The <b>First</b> Vice-President, <u>Fundraising</u> shall serve as <del>chair</del> of the Fundraising Committee. The <b>First</b> Vice-President, <u>Fundraising</u> shall succeed to the office of Co-President in the event of a vacancy in that office during the two-year term of office. <del>Upon completion of the term of office, the First Vice-President shall transfer all appropriate records to the successor.</del>
Section 6	5. The <b>Second</b> Vice-President shall preside at all meetings in the absence of the Co-Presidents and <b>First</b> Vice-President. The <b>Second</b> Vice-President shall be Chair of the Public Relations Committee. <b>This office shall succeed</b> to the office of Co-President in the event of vacancies in the offices of Co-Presidents and <b>First</b> Vice-President. <b>Upon completion of the term of office, the Second Vice-President shall transfer all appropriate records to the successor.</b>	Section 6	5. The <b>Second</b> Vice-President, <u>Communications</u> shall preside at all meetings in the absence of the Co-Presidents and <b>First</b> Vice-President, <u>Fundraising</u> . The <b>Second</b> Vice-President, <u>Communications</u> shall <del>serve as</del> Chair of the <u>Public Relations Communications</u> Committee. <del>This office</del> The <u>Vice-President, Communications</u> shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents and <b>First</b> Vice-President, <u>Fundraising</u> . <del>Upon completion of the term of office, the Second Vice-President shall transfer all appropriate records to the successor.</del>
Section 6	6. The <b>Third</b> Vice-President shall preside at all meetings in the absence of the Co-Presidents and <b>First</b> and <b>Second</b> Vice-President. The <b>Third</b> Vice-President shall be Chair of the Membership Committee. <b>This office shall succeed</b> to the office of Co-President in the event of	Section 6	6. The <b>Third</b> Vice-President, <u>Membership</u> shall preside at all meetings in the absence of the Co-Presidents and <del>First and Second</del> Vice-President, <u>Fundraising and Vice President, Communications</u> . The <b>Third</b> Vice-President, <u>Membership</u> shall <del>be</del> <u>serve as</u> Chair of the Membership

	vacancies in the offices of Co-Presidents and of the First and Second Vice-Presidents. Upon completion of the term of office, the Third Vice-President shall transfer all appropriate records to the successor.		Committee. <del>This office</del> shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents –and of the <u>First Vice President, Fundraising and Second Vice-Presidents, Communications.</u> <del>Upon completion of the term of office, the Third Vice-President shall transfer all appropriate records to the successor.</del>
Section 6	10. All Officers leaving an office shall turn over to her/his successor all records relating to the office being vacated within thirty (30) business days of leaving the office.	Section 6	10. No change.

**Rationale:** Clarify which Vice President succeeds to fill a vacancy in Co-Presidents. This was removed in 2018 changes and is needed. The Vice-President titles were changed during the Annual Meeting in October 2018. The proposed changes bring language consistency to the entire Bylaws. Clean up redundant text.

## Authority to Set Dues

Notes: Allow Board of Directors to set dues.

CURRENT		PROPOSED	
<b>ARTICLE XI - Dues</b>			
Section 1	1. Dues shall be set by the Full Membership Body at the annual meeting.	Section 1	1. Dues shall be set by <del>the Full Membership Body at the annual meeting</del> <u>a two-thirds vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 30 days prior to the Board vote.</u>

**Rationale:** Alternative rates for Lead Organizations joining late in the fiscal year may not now be set by the Board of Directors. It is felt that this hampers the collaboration with potential Lead Organizations.

## Clarify Voting

Notes: Making clear that voting at annual meetings and other special meetings do not allow proxy voting and that the Board of Directors and Executive Council may hold votes in ways other than being present.

<b>CURRENT</b>		<b>PROPOSED</b>	
<b>ARTICLE V - Board of Directors</b>			
Section 3	Insert new item 4 and renumber thereafter.	Section 3	4. No Individual Member or Lead Organization shall have more than one (1) vote and no voting by proxy shall be allowed. 5. Renumber following item.
Section 6	Insert new Section 6 and renumber thereafter.	Section 6	<u>MEETINGS. The Board of Directors shall meet quarterly and as needed. Meetings will be called by the Co-Presidents. No Director shall have more than one (1) vote and no voting by proxy shall be allowed.</u>  (Succeeding Sections become 7-11.)
Section 6	MEETING <b>BY TELEPHONE.</b> The Board of Directors or a committee of the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate adequately.	Section <del>6</del> 7	<u>MEETING BY TELEPHONE OTHER THAN IN PERSON.</u> The Board of Directors or a committee of the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate adequately. <u>At the written request of a Co-President, a vote of the Board of Directors may be taken by mail or email, which shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.</u>
<b>ARTICLE VI - Executive Council (Officers)</b>			
Section 3	MEETINGS. The Executive Council of the Board of Directors shall meet quarterly and as needed. Meetings will be called by the Co-Presidents.	Section 3	MEETINGS. The Executive Council of the Board of Directors shall meet quarterly and as needed. Meetings will be called by the Co-Presidents. <u>No Officer shall have more than one (1) vote and no voting by proxy shall be allowed.</u>
Section 4	MEETING <b>BY PHONE.</b> The members of the Executive Council may participate in a meeting of the Council by means of a telephone conference call or any other means	Section 4	<u>MEETING BY PHONE OTHER THAN IN PERSON.</u> The members of the Executive Council may participate in a meeting of the Council by means of a telephone conference call or any

	<p>of communication by which all persons participating in the meeting are able to communicate adequately.</p>		<p>other means of communication by which all persons participating in the meeting are able to communicate adequately. <u>At the written request of a Co-President, a vote of the Executive Council may be taken by mail or email, which shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.</u></p>
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Rationale: Clarifying that voting is done in person at annual and special meetings of the Full Membership Body and that the Executive Council and the Board of Directors may hold votes using various methods.

### Vice President, Legislation

Notes: One of the most important roles, Chair of the Legislative Committee, should be a Vice-President.

**CURRENT**

**PROPOSED**

<b>ARTICLE VI - Executive Council (Officers)</b>			
Section 1	<p>The Executive Council of the Board of Directors is composed of seven (7) Officers: two Co-Presidents; Vice-President, Fundraising; Vice-President, Communications; Vice-President, Membership; Secretary; Treasurer, and Board Development Chair. (No changes to remainder of the paragraph).</p>	Section 1	<p>The Executive Council of the Board of Directors is composed of <del>seven</del><sup>eight</sup> (7<del>8</del>) Officers: two Co-Presidents; Vice-President, Fundraising; Vice-President, Communications; Vice-President, Membership; <u>Vice-President, Legislation</u>; Secretary; Treasurer, and Board Development Chair. (No changes to remainder of the paragraph).</p>
Section 6	<p>7. <u>Insert new Item 7 and renumber thereafter.</u></p>	Section 6	<p>7. <u>The Vice-President, Legislation shall preside at all meetings in the absence of the Co-Presidents and other Vice-Presidents. The Vice-President, Legislation shall serve as Chair of the Legislative Committee. The Vice-President, Legislation shall succeed to the office of Co-President in the event of vacancies in the offices of Co-Presidents and the other Vice-Presidents.</u>  (Succeeding Items become 8-11.)</p>

Rationale: One of the most important roles, Chair of the Legislative Committee, should be a Vice-President. Add the role.