

MEMO

Attachment H



Date: January 15, 2021
To: Board of Directors
From: Roni Luckenbill, CEO
Subject: Bylaws Revisions

Attached is a copy of the revised council Bylaws (Attachment I). Based on action taken at the recent National Council Session, Proposal 5 requires that delegates now be elected in the second year of the triennium. Since we need to make this change to our bylaws, I took the opportunity to ask our attorney for a review of the entire document. The following are the revisions for your review. In addition, in the copy of the revised Bylaws, wording that is to be deleted is highlighted in orange and wording that has been added is highlighted in yellow. Once we have a final version, we will communicate the changes to the membership and include a vote on the revisions with the slate of board members in the March election. We will take a few minutes during the January board meeting to discuss the changes and answer questions. As always, feel free to reach out if you have any questions prior to the board meeting. Thank you.

Article	Current Wording	Proposed Wording	Rationale
Article V, Section 1	An annual meeting of the Members of the Council (the “Annual Meeting”) shall be held between April 1 and June 1, at a time and place determined by the board.	An annual meeting of the Members of the Council (the “Annual Meeting”) shall be held between April 1 and June 1, at a time and place, including by means of Authorized Communications Equipment (as such term is defined in Section 1702.01 of the Ohio Revised Code (“ORC”)), determined by the board.	To include a provision for virtual meetings.
Article VI, Section 3A	Meetings of the Board shall be held no less than four times in each fiscal year, at such time and place as may be determined by the Chair of the Council. Meeting location and time determination shall be determined with sensitivity to regional representation and inclusion of all.	Meetings of the Board shall be held no less than four times in each fiscal year, at such time and place, including by Authorized Communications Equipment, as may be determined by the Chair of the Council. Meeting location and time determination shall be determined with sensitivity to regional representation and inclusion of all.	To include a provision for virtual meetings.
Article VI, Section 4	A. Except for Members-at-Large Directors elected to the initial Board of the Council, as described in Paragraph B of this Section, Members-at-Large Directors shall be elected for a	Members-at-Large Directors shall be elected for a term of two years or until their successors are elected and may serve for no more than three consecutive terms. After	To delete the original merger provisions.

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	<p>term of two years or until their successors are elected and may serve for no more than three consecutive terms. After a lapse of one year, such Member may again be eligible for election as a Member-at-Large.</p> <p>B. One half of the Members-at-Large Directors for the initial Board of the Council shall serve until the Annual Meeting of the Council held in 2009 and one half of the Members-at-Large Directors for the initial Board of the Council shall serve until the Annual Meeting of the Council held in 2010.</p>	<p>a lapse of one year, such Member may again be eligible for election as a Member-at-Large</p>	
<p>Article VII, Section 2</p>	<p>A. Except for the officers of the Council elected to serve at the commencement of the Council on January 1, 2008, as described in Paragraph B of this Section, officers shall be elected at the Annual Meeting in even-numbered years for terms of two years or until their successors are elected and qualified and may serve two consecutive terms in the position. After a lapse of one year, such Member shall again be eligible for election to that position.</p> <p>B. Officers elected to serve at the commencement of the Council on January 1, 2008 shall serve until the Annual Meeting held in 2010.</p>	<p>Officers shall be elected at the Annual Meeting in even-numbered years for terms of two years or until their successors are elected and qualified and may serve three consecutive terms in the position. After a lapse of one year, such Member shall again be eligible for election to that position.</p>	<ol style="list-style-type: none"> 1. To delete the original merger provisions. 2. To change the number of terms that an officer can serve to three. This brings consistency to all board positions. Member-at-Large and Officer positions will all be eligible for three consecutive terms.
<p>Article VIII</p>			<p>This Article had many references to the original merger board, so was cleaned up to remove these references.</p>
<p>Article VIII, Section 2B6</p>	<p>In the year of the regular meeting of the National Council, for National Delegates and Alternate National Delegates.</p>	<p>In the year preceding the year of the regular meeting of the National Council, for National Council Delegates and Alternate National Council Delegates.</p>	<p>To comply with Proposal 5's requirement that National Council Delegates be elected in the second year of the triennium.</p>

