

Proposed Bylaw Revisions

Draft Date 1/17/19

Proposed new text in bold italics: ***Bold italics***; Eliminated text in brackets: []. If something is proposed to change, the entire section was included. However, the other bylaw sections are not included to save paper. Regular bold text is there for emphasis only.

ARTICLE IV

Trustees

Section 1. The Board of Trustees shall:

- a. Consist of not more than 25 members;
- b. Serve a five-year term;
- c. Be members of the Society for a minimum of one year prior to becoming a Trustee unless the nominee is approved by a majority of the Trustees attending and voting at a regularly scheduled meeting or a duly called special meeting. The nomination shall be listed on the meeting's agenda.
- d. Any of the seven officers enumerated in Article III, Section 1, who were not Trustees at the time of election, shall become a Trustee and shall serve for the period that he/she is an officer.
- e. At the discretion of the Society, [Honorary] ***Associate*** Trustees, not to exceed five in number at any one time and who have served previously as officers or trustees, may serve a limited term subject to the approval of the Board of Trustees but do not vote.

Section 2. At least three, but not more than [five] ***six*** Trustees, may be elected at each Annual Meeting and shall serve for five years.

Section 3. The President of the Society shall be Chairman of the Board of Trustees and the Recording Secretary its Secretary.

Section 4. Five Trustees shall constitute a quorum.

Section 5. The Board of Trustees shall exercise general supervision over the property and affairs of the Society; authorize all necessary purchases and expenditures, but not an amount in excess of the funds actually in the Treasury and not previously appropriated; prepare and approve an annual budget prior to the next fiscal year, receive and audit the accounts of the Treasurer and other officers and of committees as necessary; examine into the general finances of the Society; make and alter standing rules from time to time; elect members, reject candidates for trustee or committee membership when necessary, and accept resignations of members; keep accurate minutes of its transactions to be kept as a permanent archival record and make its own rules.

Section 6. The Board of Trustees

- a. ***May*** declare vacant the place of any Officer or Trustee who shall be absent without ***an*** acceptable excuse from three consecutive meetings of the Board of Trustees, [and]
- b. ***Any*** vacancies among the Officers or the Trustees may be appointed by the Board for [the] ***any*** unexpired term ***or unfilled position finalized at a vote at the next annual meeting.***

Section 7. Four months previous to the Annual Meeting, the Board of Trustees shall appoint a Nominating Committee of three members who shall report in writing at a Trustees meeting, not later than two weeks prior to the Annual Meeting, a list of nominees for Officers and Trustees to be filled at such Annual Meeting. Such nominations shall not preclude, however, the presentation of other nominees for the same offices at such Annual Meeting.

Section 8: The Trustees shall meet once a month unless otherwise determined by the Board. Meetings shall be open to the Society's membership.

Section 9: Each Trustee shall sign a "Conflict of Interest" form annually.

Section 10: Violations of the Conflict of Interest Policy Regarding Financial Interests.

- a. If the Board of Trustees has reasonable cause to believe that an officer or trustee has failed to disclose an actual or possible conflict of interest, it shall inform the officer or trustee of the basis of such belief and afford the officer or director an opportunity to explain the alleged failure to disclose.
- b. [If, a] **After** hearing the response of the officer or trustee and making such further investigation as may be warranted in the circumstances, **if** the Board of Trustees determines that the officer or Trustee has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include recommending termination [such person's capacity with the Society] **as a trustee**.

ARTICLE VI

Annual or Special Meetings

Section 1. The **Annual Meeting** for the Election of officers and members of the Board of Trustees shall be held **on the third Wednesday of March** of each year, beginning March 16, 2016.

Section 2. Special meetings of the Society may be called by the Board of Trustees and must be called by the President at the written request of ten members of the Society; such meetings will be held to promote the objectives of the Society and for the transaction of business. At such meetings no business shall be transacted except as shall be specified in the notice thereof.

Section 3. Notice of all **annual or special** meetings of the Society shall be given through the press, the Society's web site, social media, or in such equally effective way at least five days in advance of the meeting.

Section 4. At any meeting of the Society, **eleven members shall constitute a quorum**.

ARTICLE IX

Bylaw Amendment

Section 1. Upon approval by the Board of Trustees, these By-Laws may be amended at any **special meeting or the annual** meeting of the Society by a majority vote of the members present and voting. Copies of any proposed amendment shall be [sent] **available** to the voting members of the Society at least five days before the **annual or special** meeting **via the Society's web site, social media, or other acceptable publication**.