**Summary of changes to the bylaws proposal made by Board at June 9, 2025 meeting:**

**Part 1 of the proposed bylaws**

**There are some slight changes from the previously passed version:**

1. As requested, there is an alternate proposal for retaining the status quo of the Super Seniors

2. The old Article Five concerning the certificates has been eliminated as agree to by the board.

3. The sections have been renumbered to reflect the current proposal. Note that the old Article 6, Transfer of Memberships, have been incorporated into the preceding sections.

4. Section 6.5 (8.5 under the old numbering scheme) updated to read: "A candidate who has been elected to membership by the Board shall be notified by the President or their designee."

The section previously read:

"A candidate who has been elected to membership by the Board shall be notified by the President or Secretary."

This change appeared to be been approved by the board but did not get previously updated.

Reason for change: as many of you may know, the current practice is for the Membership Director to reach out to approved candidates, not the President or Secretary as is required.

**Part 2 of the proposed bylaws**

Section 12.7 Powers of Board of Directors.

Current:

No such provision

Former proposal:

Notwithstanding such powers as follows, the membership may overrule any decision of the board by action at an Annual or Special Meetings as provided sections 16.1 and 16.2, respectively, of these bylaws.

Revised:

Notwithstanding such powers as follows, the membership may overrule any decision of the board by approval of not less than two-thirds vote at an Annual or Special Meetings as provided sections 16.1 and 16.2, respectively, of these bylaws.

Section 12.7(b)

Current:

To allow and pay suitable compensation to the Auditor; but not to allow or pay any compensation in any form to any director, nor to any officer chosen from the Board, nor to any committee chairman or committee member.

Former proposal:

To allow reasonable allowances for club expenses beneficial to the office held but not allow or pay any compensation to any director, nor to any officer chosen from the Board, nor to any committee chairman or committee member.

Revised:

To allow reasonable allowances for the president to attend club events beneficial to their office.

§12.12 Removal of a Director by Membership.

Current:

No such provision except as to board member appointed to fill elected board members spot:

Appointed “subject to the right of the voting membership to displace such appointee at any subsequent meeting of the voting membership.” Art.7, §6.

Former proposal:

The members may remove one or more directors elected by them without cause. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The entire board of directors may be removed pursuant to this section.

Revised:

A director may be removed by two-thirds of voting members present at a special meeting called for the purpose of removing the director, provided quorum is obtained. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The entire board may be removed pursuant to this section.

§13.1 Nominating Committee

Current:

the names of at least six (6) candidates

Former proposal:

“the names of candidates in a number as set by the board, but not less than three (3) candidates,”

Revised:

“the names of candidates in a number as set by the board, but not less than four (4) candidates”

§ 16,1 Annual Meetings

Current:

Only voting members may “attend voting membership meetings” Art.3, §1

Former proposal:

No restriction (board may set)

Revised:

Added to end of section: “Only voting members and guests invited by the board may attend.”

§ 16,2 Special Meetings

Current:

Only voting members may “attend voting membership meetings” Art.3, §1

Former proposal:

No restriction (board may set)

Revised:

Added to end of section: “Only voting members and guests invited by the board may attend.”