

MHS Recommended Bylaw Revisions

BYLAW COMMITTEE RECOMMENDED

BOD APPROVED

Format for this presentation

This file compares 2018 approved bylaws with 2022 recommendations

For the 2022 recommendations formatting and numbering has been updated, as well as some new items added

For comparison purposes we compare sections that cover the same thing, not sections whose numbering is equivalent. For example we will compare 1. One Class of Members with 2.1 One Class of Members

We will use the 2018 approved bylaws to set the baseline for each comparison

Both documents are available at the links below

Article I: Offices

Article I: Offices

2018 APPROVED

The principal office of the Society shall be at such place in the City of Meriden in the State of Connecticut as the Board of Directors of the Society (the “Board”) shall from time to time designate. The Society may have such other offices within or without the State of Connecticut as the Board may from time to time determine.

2022 RECOMMENDED

The principal office of the Society shall be at such place in the City of Meriden in the State of Connecticut as the Board of Directors of the Society (hereinafter referred to as the “Board” or individually as “Director” or Directors”) shall from time to time designate. The Society may have such other offices within or without the State of Connecticut as the Board may from time to time determine.

Change: Add definition to the term Director or Directors

Article II: Members

Article II Section 1: One Class of Members

2018 APPROVED

The Society shall have one class of members, consisting of all those persons who pay a one-time membership fee and support the mission and goals of the Society. Each such member shall have one vote on matters which come before the members for action under the Connecticut Revised Nonstock Corporations Act (the “Act”) or the Certificate of Incorporation or Bylaws of the Society.

2022 RECOMMENDED

The Society shall have one class of members, consisting of all those persons who pay a one-time membership fee, complete a membership form, and support the mission and goals of the Society. Each such member shall have one vote on matters which come before the members for action under the Connecticut Revised Nonstock Corporations Act (the “Act”) or the Certificate of Incorporation or Bylaws of the Society.

Change: Make it clear that members must fill out a membership form and not just pay the fee

Article II Section 1: One Class of Members

Cont

2018 APPROVED

Termination of Membership. The Board of Directors, by a majority vote of those present at any regularly constituted meeting, and after notice and an opportunity to be heard, may expel a member for cause.

Transfer of Membership. Membership in this Corporation is not transferable or assignable.

2022 RECOMMENDED

2.2. Termination of Membership

The Board, by a majority vote of those present at any regularly constituted member meeting, and after notice and an opportunity to be heard, may expel a member for cause.

2.3. Transfer of Membership

Membership in the Society is not transferable or assignable.

Change: Fixed wording of “the board” and “society”

Article II Section 2: Place of Meetings

2018 APPROVED

All meetings of the members shall be held at the principal office of the Society or at such other place within or without the State of Connecticut as from time to time may be designated by resolution of the Board or the members.

2022 RECOMMENDED

All meetings of the members shall be held virtually or in person as designated by resolution of the Board or the members.

Change: Cleaned up and simplified language

Article II Section 3: Annual Meeting

2018 APPROVED

Annual Meeting.

The Annual Meeting of the members shall be held no later than April 30th of each year, and at such time and place as shall be designated by the Board. At the Annual Meeting, Directors shall be elected and such other business as may properly come before such meeting shall be transacted. If the Annual Meeting of members is not held as herein prescribed, the election of Directors may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held.

2022 RECOMMENDED

Annual Meeting of Members

The Annual Meeting of the members shall be held each year at such time and place as shall be designated by the Board. At the Annual Meeting, Directors shall be elected, and such other business as may properly come before such meeting shall be transacted. If the Annual Meeting is not held as herein prescribed, the election of Directors may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held. Actions taken at the Annual Meeting shall be filed with the minute books of the Society.

Change: Removed fixed date for meeting, added action tracking in minutes

Article II Section 4: Special Meeting

2018 APPROVED

Special meetings of the members shall be called by the President of the Society whenever, in his or her opinion, such meetings shall be necessary, or by the President or another officer on the written request of at least three Directors or of at least one-third of the members of the Society filed with the Secretary, which request shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen days after the filing of such a request, the Directors or members who filed the request, may call the special meeting.

2022 RECOMMENDED

Special meetings of the members can be called by:

- a) The President;
- b) The President, Vice President, Secretary, or Treasurer upon written request of at least three (3) Directors; or
- c) A request filed with the Secretary by at least one-third of the members of the Society.

Each request for a special meeting must state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen (15) days after the filing of such a request, the Directors or members who filed the request, may call the special meeting.

Change: Updated formatting, no content change

Article II Section 5: Notice of Meeting

2018 APPROVED

Written notice of each meeting of Members shall be given by or at the direction of the President, the Secretary or the Directors calling the meeting, to each member not less than ten days nor more than sixty days before the date of the meeting. Each notice of a meeting of members shall state the place, day and hour of the meeting. The general purpose for which a special meeting is called shall be stated in the notice thereof.

2022 RECOMMENDED

Written notice of each meeting of the members shall be given by or at the direction of the President, the Secretary, or the Directors calling the meeting, to each member not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Each notice of a meeting of members shall state the place, day, and hour of the meeting. The general purpose for which a special meeting is called shall be stated in the notice thereof. Other means of notification, including electronic means, may be used in place of United States Postal Mail.

Change: Updated formatting, added ability for electronic notification

Article II Section 6: Business Conducted at Meetings

2018 APPROVED

At each meeting of members, a chairperson, who shall be the President of the Society, unless otherwise designated by the Board, shall preside. At special meetings of the members no business other than that stated in the notice thereof shall be transacted. At any Annual Meeting of members, any matter relating to the affairs of the corporation may be brought up for action, provided that, unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal and no matter, other than the election of Directors at an Annual Meeting, may be brought up which expressly requires the vote of members pursuant to the Bylaws or the statutes of the State of Connecticut.

2022 RECOMMENDED

At each meeting of members, a chairperson, who shall be the President of the Society, unless otherwise designated by the Board, shall preside. At special meetings of the members no business other than that stated in the notice thereof shall be transacted. At any Annual Meeting of members, any matter relating to the affairs of the Society may be brought up for action, provided that, unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal and no matter, other than the election of Directors at an Annual Meeting, may be brought up which expressly requires the vote of members pursuant to the Bylaws or the Act.

Change: Updated “Corporation” to “Society”

Article II Section 7: Quorum

2018 APPROVED

A majority of the members present shall constitute a quorum for the transaction of business at any meeting of members.

2022 RECOMMENDED

Members in attendance at any meetings of the members shall constitute a quorum for the transaction of business.

Change: Updated and fixed definition in the wording

Article II Section 8: Waiver of Notice

2018 APPROVED

A member may waive any notice required by these Bylaws, the Certificate of Incorporation, or the Act before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to notice and be delivered to the Society for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2022 RECOMMENDED

A member may waive any notice required by these Bylaws, the Certificate of Incorporation, or the Act, before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to notice and be delivered to the Society for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting:

- a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented

Change: Updated formatting, no content change

Article II Section 9: Action Without Meeting

2018 APPROVED

2022 RECOMMENDED

Any action which may be taken at a meeting of members may be taken without a meeting by one or more consents in writing, setting forth the action so taken or to be taken, signed by all of the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized attorneys. The Secretary shall file such consent or consents or certify the tabulation of such consents and file such certificate with the minutes of the meetings of the members. Any consent or consents which become effective as provided herein shall have the same force and effect as a vote of members at a meeting duly held. A consent provided under this section has the effect of a meeting vote and may be described as such in any certificate or document as permitted by applicable law.

Change: Removed from recommended bylaws, not practical to do

Article II Section 11: No Proxies for Members

2018 APPROVED

2022 RECOMMENDED

Each member must exercise authority as a member individually and may not grant a proxy or a power of attorney for such authority to any person.

Change: Added to identify that members must exercise their own right to vote

Article II Section 12: Electronic or Telephonic Meeting

2018 APPROVED

2022 RECOMMENDED

Any or all members may participate in the Annual or special meeting of the members by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear and/or communicate with each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Change: Update for current era, makes clear the ability of members to participate virtually in meetings

Article III: Directors

Article III Section 1: General Powers and Duties

2018 APPROVED

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Society managed by or under the direction of, its Board of Directors. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Society under the statutes, its Certificate of Incorporation and these Bylaws, but only in pursuance of its exclusively charitable purposes

2022 RECOMMENDED

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Society managed by or under the direction of, its Board of Directors. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Society under the Act, its Certificate of Incorporation, and these Bylaws, but only in pursuance of its exclusively charitable purposes.

Change: No Change

Article III Section 2: Number

2018 APPROVED

The Board of Directors shall be composed of not less than three (3) Directors elected by the members. The actual number of Directors shall be prescribed from time to time by the members of the Society.¹ Directors shall be elected each year by the members of the Society at the Annual Meeting of the members on a staggered basis, such that one half of the Directors shall be elected to serve a one year term and one half shall be elected to serve a two year term. There shall be no limit on consecutive terms for Directors.

2022 RECOMMENDED

The Board of Directors shall be composed of not less than three (3) and not more than thirteen (13) Directors elected by the members. Each Director shall hold office for two (2) years with six (6) Director terms ending on the even year and seven (7) Director terms ending on the odd year. There shall be no limit on consecutive terms for Directors.

Change: Updates the number of directors and specifies the length / staggering of terms

Article III Section 3: Place of Meetings

2018 APPROVED

The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

2022 RECOMMENDED

The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine virtually or in person. A Director participating electronically or telephonically will be considered present as long as they can simultaneously hear each other and be heard during the meeting.

Change: Allows board to hold meetings virtually and for Directors to participate virtually

Article III Section 4: Annual Meeting

2018 APPROVED

The Annual Meeting of the Board, for the election of officers and other appropriate business, shall be held on the date and at the time and place designated by the Board. At least ten (10) but not more than sixty (60) days written notice shall be given specifying the date, time and place of such meeting.

2022 RECOMMENDED

The meeting for the election of officers and other appropriate business, shall be held on the date, time and place designated by the Board. At least ten (10) days but not more than sixty (60) days written notice shall be given in advance of the meeting, specifying the date, time, and place of such meeting.

Change: None

Article III Section 5: Other Meetings

2018 APPROVED

Other meetings of the Board may be held whenever the President or a majority of the Board may deem it advisable, notice thereof specifying the date, time and place to be provided to each Director at least two (2) days prior to such meeting.

2022 RECOMMENDED

Special meetings of the Board may be held whenever the President or a majority of the Board may deem it advisable, notice thereof specifying the date, time, and place to be provided to each Director at least two (2) days prior to such meeting.

Change: Name change, no content change

Article III Section 6: Waiver of Notice

2018 APPROVED

(a) A Director may waive any notice required by the Certificate of Incorporation, Bylaws or the Act before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

(b) A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his/her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

2022 RECOMMENDED

a) A Director may waive any notice required by the Bylaws, the Certificate of Incorporation or the Act, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

b) A Director's attendance at, or participation in, a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon arrival to the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Change: Updated formatting, No content change

Article III Section 7: Action Without a Meeting

2018 APPROVED

Action required or permitted by the Bylaws, Certificate of Incorporation or the Act to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

2022 RECOMMENDED

Action required or permitted by the Bylaws, Certificate of Incorporation or the Act, to be taken at a Board meeting may be taken without a meeting if the action is taken unanimously by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Change: No change

Article III Section 8: Telephonic, etc Meeting

2018 APPROVED

2022 RECOMMENDED

The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Change: Removed from recommended bylaws, covered in meeting definition

Article III Section 9: Quorum

2018 APPROVED

A majority of the number of Directors prescribed by the most recent resolution of the members prescribing the number of Directors or, if no number is prescribed, a majority of the number of Directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at all meetings of the Board, but any number less than a quorum may adjourn such meeting to a specified date.

2022 RECOMMENDED

A majority of the Directors then serving shall constitute a quorum for the transaction of business at all meetings of the Board.

Change: Simplified Language

Article III Section 10: Action By the Board

2018 APPROVED

The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by law or by the Certificate of Incorporation, the Bylaws or applicable law.

2022 RECOMMENDED

The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by the Bylaws, the Certificate of Incorporation or the Act.

Change: Updated wording, No content change

Article III Section 11: No Proxies for Directors

2018 APPROVED

Each Director must exercise authority as a director individually and may not grant a proxy or a power of attorney for such authority to any person.

2022 RECOMMENDED

Each Director must exercise authority as a Director individually and may not grant a proxy or a power of attorney for such authority to any person.

Change: Updated formatting, no content change

Article III Section 12: Removal of Directors, Filling Vacancies

2018 APPROVED

The members may remove any one or more of the Directors at any time with or without cause. Removal may occur only at a meeting of the members called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors, as the case may be. A Director may resign at any time by delivering written notice to the Board. Any vacancy occurring on the Board may be filled by (a) the members, (b) the Board, or (c) the Directors remaining in office, even if they constitute less than a quorum of the Board, by affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next Annual Meeting of the Members.

2022 RECOMMENDED

a) The members may remove any one or more of the Directors at any time with or without cause. Removal may occur only at a meeting of the members called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors, as the case may be. A majority vote of the members present at such meeting is required for removal of Director.

b) A Director may resign at any time by delivering written notice to the Board.

Change: Removal has remained the same, filling vacancy covered under new section on elections

Article III Section 13: Committees

2018 APPROVED

The Board may create one (1) or more committees and appoint Committee members to serve on them. A minimum of one member of each committee shall be a Board of Directors member. All committee members shall serve at the pleasure of the Board, and all acts and decisions of any committee shall be ratified by the Board of Directors at a subsequent Board of Director's meeting. The creation of a committee and appointment of committee members to it shall be approved by the greater of (1) a majority of all the Directors in office when the action is taken or (2) the number of Directors required to take action under Section 10 of this Article III. To the extent specified by the Board each committee may exercise the authority of the Board under Article III of these Bylaws. A committee may not, however: (1) fill vacancies on the Board or on any of its committees; (2) amend the Certificate of Incorporation; (3) adopt, amend or repeal Bylaws; or (4) approve a plan of merger or other action not permitted to be taken by a committee under the Act.

2022 RECOMMENDED

The Board may create one (1) or more committees and appoint members to serve on each committee. The committee shall appoint a liaison to the Board. All committee members shall serve at the pleasure of the Board, and all acts and decisions of any committee shall be ratified by the Board at a subsequent Board meeting. The creation of a committee and appointment of committee members to it shall be approved by a majority of the Board. Each committee shall establish a charter including scope, purpose, and guidelines to be approved by the Board. To the extent specified by the Board each committee may exercise the authority of the Board under Article III of these Bylaws, except fill vacancies on the Board or on any of its committees.

Change: Removed Redundant and Unnecessary language, removed requirement for board member, added need for a charter

Article III Section 14: Compensation

2018 APPROVED

Directors shall not receive any stated salaries or other compensation for their services, and shall not be employees of the Society.

2022 RECOMMENDED

Directors shall not receive any stated salaries or other compensation for their services and shall not be employees of the Society.

Change: No change

Article III Section 4: Nomination of Directors

2018 APPROVED

2022 RECOMMENDED

a) Any member of the Society seeking election to the Board of Directors can submit a letter of intent to the Nominating Committee of the Society at any time. To guarantee consideration for election at the Annual Meeting of the members, the letter of intent must be received before March 31st of that year.

b) The Society will not accept nominations for election to the Board of Directors from the floor at any Annual Meeting of the members.

Change: Clarifies method of nomination from Robert's Rules of Order, Solidifies job of nominating committee and deadline, removes ability to be nominated from the floor during annual meeting

Article III Section 5: Voting for Nomination to the Ballot

2018 APPROVED

2022 RECOMMENDED

a) Nomination to the ballot for election to the Board of Directors must be voted on by the members at a member meeting on an individual basis via simple majority vote. Each nomination requires an initial motion, a second, and discussion as desired before voting can occur.

Change: Specifies how nominations are to be voted on at the meeting

Article III Section 6: Election of Directors

2018 APPROVED

Any vacancy occurring on the Board may be filled by (a) the members, (b) the Board, or (c) the Directors remaining in office, even if they constitute less than a quorum of the Board, by affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next Annual Meeting of the Members.

2022 RECOMMENDED

- a) Except as otherwise provided in these Bylaws, Certificate of Incorporation or the Act, Director nominees successfully nominated to the ballot shall be elected by plurality of votes cast at the Annual Meeting of the members.
- b) At the Annual Meeting of the members, the election of Directors will occur by individual ballot.
- c) Any vacancy occurring on the Board may be filled by the Directors by affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next Annual Meeting of the members.

Change: Specifies plurality voting, specifies that voting is done by individual ballot

Election Process Example - Nominations

Nomination Ballot

Bert

Yes

No

Big Bird

Yes

No

Grover

Yes

No

- ← Candidates need to get a majority of yes votes to proceed to the ballot
- ← As a member you have the ability to vote Yes/No on each candidate. Remember this doesn't guarantee them as spot as a Director, but makes them eligible to get on the ballot for the final vote.

Note: Only vote yes for people you are ok with being a Director of MHS

Election Process Example - Nominations

Nomination Results

Bert

Yes (45%)

No (55%)

Big Bird

Yes (60%)

No (40%)

Grover

Yes (99%)

No(1%)

← There is no limit to the number of candidates that can be nominated

← In this case both Big Bird and Grover go on to the ballot because they both received more than 50% Yes votes

Note: There is no limit to the number of nominees, so at this stage you aren't picking between candidates

Election Process Example – Contested Election

Election Ballot – Please vote for up to 1

Big Bird

Grover

- ← In a contested election there are more nominees than seats and so you must vote for only as many candidates as there are seats (in this example 1)
- ← Only the two who won their nominations advanced to the election
- ← You can't vote No, just like in Government Elections you are choosing between the potential candidates

Note: Most of the time our MHS Election are Uncontested

Election Process Example – Contested Election

Election Results

Big Bird (48%)

Grover (40%)

← Total doesn't need to sum to 100%, some people may have chosen to not vote for either candidate

← Big Bird Won even though he didn't get a majority of the vote. Election to the Board is done by Plurality (whoever gets the most wins)

Election Process Example –Uncontested Election

Election Ballot – Please vote for up to 2

Big Bird

Grover

- ← In a uncontested election there are more seats than nominees and so you can vote for as many candidates as there are seats. (in this case 2)
- ← Only the two who won their nominations advanced to the election
- ← You can't vote No, just like in Government Elections you are choosing between the potential candidates

Note: Most of the time our MHS Election are Uncontested

Election Process Example – Uncontested Election

Election Results

Big Bird (48%)

Grover (40%)

- ← Each candidate could possibly get 100% as a voter could have voted for both.
- ← They both are elected even though they didn't get a majority of the vote. Election to the Board is done by Plurality
- ← When running uncontested (same or more seats the nominees) a single vote is sufficient to get someone elected. Similar to US Gov election if someone is running unopposed.

Article III Section 18: Nonliability of Directors

2018 APPROVED

2022 RECOMMENDED

a) The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

Change: Clarifies that Directors personally, are not responsible for debts of the organization

Article IV: Officers

Article IV Section 1: General

2018 APPROVED

The Directors shall elect a President, one (1) or more Vice Presidents, a Treasurer and a Secretary, and may from time to time elect such other officers as they deem expedient. Any two (2) or more offices may be held by the same person. The duties of officers of the Society shall be such as are prescribed by these Bylaws and as may be prescribed by the Directors.

2022 RECOMMENDED

The Directors shall elect a President, one (1) or more Vice Presidents, a Treasurer, and a Secretary, and may from time to time elect such other officers as they deem expedient. The duties of officers of the Society shall be such as are prescribed by these Bylaws and as may be prescribed by the Directors.

Change: Removed statement about two offices being held by the same person, is still allowed per Robert's Rules so no content change

Article IV Section 2: The President and Vice President

2018 APPROVED

The President shall be the chief executive officer of the Society and shall have general control and management of its assets and affairs, subject to the direction of the Board. He or she shall preside at all meetings of the Board and the members, unless another individual is designated by the Board to preside at such meetings, and shall perform all duties incident to the office of President. He or she may appoint such clerks and other employees and agents of the Society as he or she may from time to time deem advisable.

Except as specially limited by vote of the Board, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be delegated to him or her by the Board from time to time

2022 RECOMMENDED

a) The President shall be the chief executive officer of the Society and shall have general control and management of its assets and affairs, subject to the direction of the Board. The President shall preside at all meetings of the Board and of the members unless another individual is designated by the Board to preside at such meetings and shall perform all duties incident to the office of the President.

b) Except as specially limited by vote of the Board, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be delegated to such Vice President by the Board from time to time.

Change: Removed gender specific language, removed appointment of clerks

Article IV Section 3: Secretary

2018 APPROVED

The Secretary shall have the responsibilities for preparing and keeping a record of the minutes of the proceedings of all meetings of the Board and the members and for authenticating records of the Society. The Secretary shall issue all notices required by law or by these Bylaws. He or she shall have the custody of the seal of this Society and all books, records and papers of the Society, except as may be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and shall discharge all other duties required of such officer by law or delegated to him or her from time to time by the Board or as are incident to the office of Secretary.

2022 RECOMMENDED

The Secretary shall have the responsibilities for preparing and keeping a record of the minutes of the proceedings of all meetings of the Board and the members and for authenticating records of the Society. The Secretary shall issue all notices required by law or by these Bylaws. The Secretary shall maintain the documentation and artifacts of the Society, except as may be in the charge of the Treasurer or another authorized person. The Secretary shall discharge all other duties required by law or delegated to the Secretary by the Board.

Change: Removed gender specific language, cleaned up wording, no content change

Article IV Section 4: Treasurer

2018 APPROVED

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, keep full and accurate accounts of receipts and disbursements and books belonging to the Society, deposit all monies and valuable effects in the name and to the credit of the Society in depositories designated by the Board, and he or she shall discharge all other duties require from time to time by the Board or as are incident to the office of Treasurer.

2022 RECOMMENDED

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, keep full and accurate accounts of receipts and disbursements and books belonging to the Society, deposit all monies and valuable effects in the name and to the credit of the Society in depositories designated by the Board. The treasurer shall discharge all other duties required by law or delegated to the Treasurer by the Board.

Change: Removed gender specific language, cleaned up wording, no content change

Article IV Section 5: Terms of Office

2018 APPROVED

Each of such officers shall serve for the term of one (1) year and until his or her successor shall be duly designated, but any officer may be removed by a majority vote of the Directors in office at any time, with or without cause. Vacancies among the officers by reason of death, resignation or other causes shall be filled by vote of the Directors in office. The period between consecutive Annual Meetings of the Board shall be deemed one (1) year for this purpose. There shall be no limit on years of consecutive service by officers.

2022 RECOMMENDED

Each of such officers shall serve for the term of two (2) years and until their successor shall be designated, but any officer may be removed by a majority vote of the Directors in office at any time, with or without cause. Vacancies among the officers by reason of death, resignation or other causes shall be filled by vote of the Directors in office. There shall be no limit on years of consecutive service by officers.

Change: Changed Officer Terms to 2 years, Removed redundant wording with regard to Annual Meeting

Article V: Miscellaneous

Article V Section 1: Procedure

2018 APPROVED

Unless otherwise voted by a majority of those persons present at any meeting and entitled to vote thereof, the rules and procedures specified by Robert's Rules of Order Revised, as published and in effect at the time of any meeting, shall be followed during any meeting of constituents of the Society.

2022 RECOMMENDED

Unless specified within this document or otherwise voted by a majority of Directors and/or members present at any meeting and entitled to vote thereof, the rules and procedures specified by Robert's Rules of Order Revised, as published and in effect at the time of any meeting, shall be followed during any meeting of constituents of the Society.

Change: Added clarification language, no content change

Article V Section 2: Fiscal Year

2018 APPROVED

The fiscal year of the Corporation shall begin on the 1st day of January of each year.

2022 RECOMMENDED

The fiscal year of the Society shall begin on the 1st day of January of each year.

Change: No Change

Article V Section 3: Conflict of Interest Policy

2018 APPROVED

2022 RECOMMENDED

The Society shall adopt and at all times maintain a conflict-of-interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict-of-interest policy shall be kept in the permanent records of the Society.

Change: Solidify in Bylaws a conflict of interest policy for the organization

Article V Section 4: Books and Records

2018 APPROVED

2022 RECOMMENDED

The Society shall have available at its office correct and complete books and records of the accounts, activities and transactions of the Society and a current list of Directors and Officers of the Society. Any of the books, minutes and records of the Society may be in written form or in any other form capable of being converted into a written form within a reasonable period of time, including electronic format, as applicable.

Change: Solidify in Bylaws the availability and record keeping practices of the Society

Article VI: Amendments

Article VI Section 1: Amendments

2018 APPROVED

These Bylaws may be altered, amended or repealed by a majority vote of the members of the Society present at a meeting of the members at which a quorum is present, with notice of the meeting stating that the purpose, or one of the purposes, of the meeting is the alteration, amendment or repeal of the bylaws, and subject to the provisions of the Act as to any amendment which changes a voting or quorum provision, and provided that no amendment shall be effective which shall cause the Society to lose its position as an organization operated exclusively for charitable purposes as described in its Certificate of Incorporation.

2022 RECOMMENDED

These Bylaws may be altered, amended or repealed by a majority vote of the members of the Society present at a meeting of the members at which a quorum is present, with notice of the meeting stating that the purpose, or one of the purposes, of the meeting is the alteration, amendment or repeal of the Bylaws, and subject to the provisions of the Act as to any amendment which changes a voting or quorum provision, and provided that no amendment shall be effective which shall cause the Society to lose its position as an organization operated exclusively for charitable purposes as described in its Certificate of Incorporation. Amendments to the Bylaws will take effect immediately upon their approval at any given meeting.

Change: Added clarification language as to when Bylaws become effective