

To: HWNA
From: Sarah Pike and the By-Laws Revision Committee
Date: October 14, 2014
Re: **Proposed Amendments to Articles IV and V of the HWNA By-Laws**

Rationale:

The original structure for the Board served us well in past years, but it has been difficult to fill all of the positions in recent years. Amending the by-laws will provide more flexibility in electing members who are willing to serve without prescribing their duties or requiring an extended time commitment which we believe is a deterrent to getting people to run.

Summary of Changes:

Specific positions such as president-elect and member-at-large are eliminated.
The number of Board members is reduced from nine to seven.
The term of all Board members is one year.
Term limits and rules about succession are eliminated.
The Board is given much more flexibility to organize itself. It does need to specify who will be the chairperson and who will be the treasurer. The duties of the Board do not change, but the by-laws do not prescribe the office responsible for carrying them out.

Proposed Language:

ARTICLE IV – BOARD OF DIRECTORS

Section A: Board of Directors

The Board of Directors for the Association shall consist of seven members who are elected annually for a one-year term. Once elected, the Board shall convene and divide responsibilities among its members.

Section B: Duties of Members of the Board

The chairperson of the Board shall convene all regular meetings, set the agenda for both Board and general meetings, and establish committees or persons responsible to see that the work of the Association is carried out.

The Treasurer shall collect and manage funds for the Association and shall pay any bills that it incurs.

...

Section D: DUTIES of the Board of Directors shall include meeting not less than six times a year, acting on behalf of the Association when necessary and establishing direction for the Association. Specific duties of the Board shall be: [no change]

...

Section F: In the event of any vacancy, the Board shall appoint a replacement who shall serve out the remainder of the term.

ARTICLE V – TERMS AND ELECTIONS

Board members shall serve for a term of one year commencing on January 1. Members can run for office as many times as they like so long as they fulfill their commitment to the Association during their term.

Existing Language with changes shown:

ARTICLE IV – BOARD OF DIRECTORS

Section A: The Board of Directors for the Association shall consist of ~~nine members, five officers and four members at large. The officers shall include a President, a President Elect, a Secretary, a Treasurer, and a Past President.~~ **seven members who are elected annually for a one-year term. Once elected, the Board shall convene and divide responsibilities among its members.**

Section B:

Duties of ~~officers~~ **Members of the Board**

The ~~President~~ **chairperson of the Board** shall ~~chair~~ **convene** all regular meetings, set the agenda for general meetings, and establish committees to see that the work of the Association is carried out.

~~The President-Elect shall represent the Association in its external affairs, shall learn the job of the President, and shall act as liaison for the Association with Unified Government approved organizations of neighborhood groups, as deemed useful or necessary by the Association.~~

~~The Secretary shall conduct all official correspondence on behalf of the Association and shall record minutes of all meetings.~~

The Treasurer shall collect and manage funds for the Association and shall pay any bills that it incurs.

~~The Past President serves in an advisory capacity to insure continuity of the Association's work.~~

~~Members at large serve on the Board of Directors, attend meetings of the Board and assist with conducting Association business.~~

Section C: The Board of Directors may act on behalf of the Association. A quorum of five members of the Board shall be required for any action to be taken.

Section D: DUTIES of the Board of Directors shall include meeting not less than six times a year, acting on behalf of the Association when necessary and establishing direction for the Association. ~~At large members shall serve on a least one of the Association's committees.~~ Specific duties of the Board shall be:

to transact necessary business in the interval between meetings of the Association and such other business as may be referred to it by the Association;

to approve the plans and work of the Association committees;

to present a regular report of its actions at general meetings of the Association;

to prepare and submit a budget to the voting members of the Association for their approval;

to approve routine bills within the limits of the budget;

to prepare the agenda for all meetings of the Association;

to provide representation for all members;
to give reasonable notice of the times and places of all meetings; and,
to prepare and submit a financial statement to the membership.

Section E: All Board members are expected to attend the Board meetings, the time and place of which shall be established by the Board. Missing three consecutive meetings or missing one-third of the Board meetings shall be considered a resignation. Any Board member who wishes to resign his or her post shall do so in writing.

Section F: In the event of any vacancy, **the Board shall appoint a replacement who shall serve out the remainder of the term.** ~~except for the Presidency, the Board will appoint a replacement who must be approved by the membership at the next regular meeting. If the Presidency becomes vacant, the President-Elect becomes the President and a new President-Elect shall be appointed and approved in the same way that other vacancies are filled.~~

ARTICLE V – TERMS AND ELECTIONS

~~Section A: TERMS OF OFFICERS: The five officers shall serve for a term of one year commencing on January 1. The President automatically assumes the role of Past President when the new officers for the year assume office, and the President-Elect assumes the Presidency at the same time. Neither the President nor the Past President can become the President-Elect.~~

~~Section B: TERMS OF AT-LARGE MEMBERS: Two at large members shall be elected each year for a term of two years. At large members may not succeed themselves.~~

Board members shall serve for a term of one year commencing on January 1. Members can run for office as many times as they like so long as they fulfill their commitment to the Association during their term.