

## ARTICLE I – No Changes

## ARTICLE II - MEMBERSHIP AND CLASSIFICATION - See changes below to section 4

~~Section 4 The boundaries of each District shall be determined by the Board of Directors.~~

**The proposed change to ARTICLE II Section 4 - Explanation: detail self-explanatory**

**Section 4 The boundaries of each District shall be determined by the Board of Directors. The District boundaries shall be defined in the Policy Manual.**

## ARTICLE III – BOARD OF DIRECTORS - See changes below to Sections

**Section 1** Management of this Association shall be vested in the Board of Directors, which shall be comprised of no more than 81 delegates. Delegates will be elected annually by association members by district. Clubs, Commercial, Individual, Family, and Life members as provided in this Article, plus the President, Vice President, Secretary, Treasurer, and Immediate Past President.

**The proposed change to ARTICLE III Section 1- addition of subsection (a) Explanation: to add for clarification.**

**a) Vacancies shall be approved by the Board of Directors. ( See policy manual)**

~~Section 2 Only one (1) Commercial member or designated appointee may serve as delegate per District. Any Commercial member seeking status of district commercial delegate shall petition the District members in attendance during each annually scheduled District meeting, to have their request approved by the district meeting attendees. Commercial member shall submit the designated appointee name to the Association to be placed on the Association roster for the purpose of voting and holding office, along with annual Commercial Membership dues, and upon receipt thereof, the Association shall place such delegate on the roster for the purposes of voting and holding office.~~

**The proposed change to ARTICLE III 2 for clarification- Explanation: wordsmith changes.**

**Section 2 Only one (1) Commercial member or designated appointee may serve as delegate per District. Any Commercial member seeking the status of district delegate shall petition the Association during each scheduled District meeting to have their request voted on by the district meeting attendees. Upon acceptance, the Commercial member shall submit the owner or designated appointee's name to the Association to be placed on the Association roster for the purpose of voting and holding office as a delegate.**

~~Section 3 Only four (8) Individual, Family, or Life members may serve as delegate per District. Any Individual, Family, or Life members seeking status of district delegate shall petition the District members in attendance during each annually scheduled District meeting, to have their request approved by the district meeting attendees. Elected members shall submit the name to the Association to be placed on the Association roster for the purpose of voting and holding office, along with annual membership dues, and upon receipt thereof, the Association shall place such delegate on the roster for the purposes of voting and holding office.~~

**The proposed change to ARTICLE III 3 for clarification - Explanation wordsmith changes**

**Section 3 Only eight (8) Individual, Family, or Life members (referred to as candidates hereinafter) may serve as delegates per District. Any candidate seeking the status of district delegate shall petition the Association during each annually scheduled District meeting to have their request submitted for vote by district meeting attendees. Upon acceptance, each candidate shall submit their name to the Association to be placed on the Association roster for the purpose of voting and holding office as a delegate.**

~~Section 5 Ten percent (10%) of the members of the Board of Directors shall constitute a quorum for the transaction of Association business.~~

**The proposed change to ARTICLE III 5 for language clarification - Moving from 10% to 1/3 will represent more BOD members.**

**Section 5 One-third of the current members of the Board of Directors, along with a majority of the current officers, shall constitute a quorum for the transaction of business at the Board of Director meetings.**

~~Section 6 All delegates must have a current paid and qualified membership in this Association.~~

**The proposed change and language clarification- This will prevent a landslide of new BOD members from passing or failing a tentative BOD action.**

**Section 6 All new candidates must have a current paid and qualified membership in this**

**Association. Applicants must submit a request to the MISORVA office in writing 30 days prior to petitioning their District / Board to establish a position on the Board of Directors.**

~~Section 7 Any delegate, elected or appointed, under this Article that misses three (3) Board of Directors meetings within the fiscal calendar year shall be removed from the Board of Directors.~~

**The proposed change to ARTICLE III Section 7- remove ARTICLE III Section 7 and add language to the Policy Manual, this will allow our BOD members the ability to act quicker and make necessary changes.**

~~Section 8 All Past Presidents may be authorized to remain on the Board of Directors at the will of the Board, may perform any and all duties as may be assigned or required regardless of in which the Past President may reside, and may make motions and vote at Association meetings. All Past Presidents shall be eligible to serve as a delegate to the Board of Directors pursuant to the other provisions of this Article and if elected to serve as a delegate, he/she must comply with all prerequisites applicable to all other delegates, except the Immediate Past President, whose responsibilities to the Board of Directors shall remain unchanged.~~

**The proposed change to ARTICLE III Section 8 Wordsmith change.**

**Section 8 All Past Presidents are authorized to remain on the Board of Directors at the will of the Board, may perform any and all duties as may be assigned or required regardless of where the Past President may reside, and may make motions and vote at all meetings.**

#### **ARTICLE IV – OFFICERS**

**Section 1** The Officers of the Association shall be: President; Vice President; Secretary; and Treasurer. They shall be elected from the current or past members of the Board of Directors by the general membership present at the annual meeting of this Association. These Officers, joined by the Immediate Past President, shall constitute the Executive Board of the Association.

~~(a) The current elected President and Vice President shall not be from the same District as defined in Article III, Sections 2 through 6 of the bylaws.~~

**The proposed change to ARTICLE IV Section 1 remove Section (a). Explanation -This section is a residual clause from the MSA days and respected councils. MISORVA no longer recognizes councils therefore, this should be removed.**

~~Section 2 All Officers shall take office on the first (1<sup>st</sup>) day of the new fiscal year and shall hold office for the term of one (1) year, or until their successors have been elected and qualified.~~

**The proposed change to ARTICLE IV Section 2 wordsmith to change Fiscal year to Calendar year.**

**Section 2 All Officers shall take office on the first (1<sup>st</sup>) day of the new calendar year and shall hold office for the term of one (1) year, or until their successors have been elected and qualified.**

~~Section 3 Term Limits:~~

- ~~(a) The President and Vice President shall not hold the same office for more than four (4) consecutive 1 year terms.~~
- ~~(b) The Secretary and Treasurer shall not hold the same office for more than eight (8) consecutive terms, however, in the event no candidate is eligible to accept either of these offices, Section 2 of this Article shall continue to apply.~~

**The proposed change to ARTICLE IV Section 3: to change the term to 2 consecutive 1-year terms unless no candidate is eligible- Explanation -The 4 year commitment is too long for most candidates. 2 yrs as VP, 2 years as Pres., and 2 years as Past President is more manageable for most. )**

**Section 3 -Term Limits**

- (a) The President and Vice President shall not hold the same office for more than two (2) consecutive terms however, in the event no candidate is eligible to accept either of these offices, Section 2 of this Article shall continue to apply.**
- (b) The Secretary and Treasurer shall not hold the same office for more than eight (8) consecutive terms; however, in the event, no candidate is eligible to accept either of these offices, Section 2 of this Article shall continue to apply.**

**The proposed change is to add ARTICLE IV Section 9 to clarify officer duty. The addition of this section will change the numbering for subsequent sections.**

**Section 9 All officers must adhere to and agree to sign the Code of Conduct listed in the Policy Manual. Non-compliance will result in removal from office.**

~~Section 11 Any President or Vice President serving the maximum of four (4) terms, the succeeding officer shall not be a member of the same member organization as the past officer.~~

**The proposed change to remove ARTICLE IV Section 11 language-Explanation -This section is unnecessary and no longer should be applied.**

~~Section 12 Any elected Officer (President, Vice President, Secretary or Treasurer) missing ~~three (3) meetings~~ within one fiscal year term shall be removed from office and a successor appointed by the Board of Directors at that meeting.~~

**The proposed change to remove ARTICLE IV Section 12 language-Explanation (Policy Manual covers detail.)**

**Section 11** In the event of resignation, temporary, or permanent incapacitation of the Vice President; Secretary; or Treasurer, the Board of Directors or the Executive Board may appoint any current or past delegate “pro-tem” to that position at the next regularly scheduled meeting until the officer returns to full eligible status, and/or elections are held at the next annual meeting.

~~(a) Any Officer may be removed from Office by a two-thirds (2/3) majority vote of the Board of Directors, for non-performance of duties or by activities determined detrimental to the best interests of the Association.~~

**The proposed change to ARTICLE IV Section 11 and remove ARTICLE IV Section (a) Explanation: Working within the guidelines of state laws. This will allow for a more timely replacement should the need arise.**

**Section 11** In the event of resignation, temporary, or permanent incapacitation of the Vice President; Secretary; or Treasurer, the Executive Board may appoint any current delegate "pro tern" to that position until the officer returns to full eligible status, and/or elections are held at the next annual meeting. The appointment is subject to Board of Director approval at the next Board meeting.

~~Section 12 The Board of Directors may, by a two-thirds (2/3) vote of the Directors present at any meeting, terminate the membership of an officer, delegate, director-at-large, or any member upon action determined detrimental to the best interest of the Association.~~

**Proposed change to ARTICLE IV Section 12: Explanation: Working within the guidelines of state laws.**

**Section 12** The Board of Directors may, by a two-thirds (2/3) vote of those present and voting, remove the authority of the officer to act as an officer upon action determined detrimental to the best interest of the Association.

**Proposed change to add ARTICLE IV Section 13: remove an officer**Section 13 The Board of Directors may, by a two-thirds (2/3) vote of the Board of Directors present at any meeting, terminate the membership of a delegate or any member upon action determined detrimental to the best interest of the Association. (See Policy Manual for Code of Conduct)

## **ARTICLE V – VOTING**

**Section 1** Each member may vote on any matter put to a vote of the members at an annual or special meeting of the members as follows:

~~(a) Each Club, Commercial member in good standing shall be entitled to one (1) vote at each annual meeting and any special meetings of the members. Club and business representatives must have written authorization, on club or business letterhead, to cast his/her vote on behalf of such clubs or businesses.~~

**The proposed change to Article V Section 1 (a) wordsmith for clarification:**

**(a) Each Club or Commercial member in good standing shall be entitled to one (1) vote at each annual meeting and any special meetings of the members. Club and business representatives must have written authorization, on club or business letterhead, to cast his/her vote on behalf of such clubs or businesses**

## **ARTICLE VI – DUES**

~~Section 2 All memberships shall begin on the first day of the eligible classification month following the Association's acceptance of the membership dues and application. All membership (other than Life memberships) must be renewed, and all dues paid, every twelve (12) months thereafter.~~

**Proposed change to Article VI Section 2: Explanation - wordsmith for clarification:**

**Section 2 All memberships shall begin after the office has received an application and dues. Expiration shall be figured by using the first day of the eligible classification month following the Association's acceptance of the membership dues and application. All memberships (other than Life memberships) must be renewed, and all dues must be paid every twelve (12) months thereafter. The classification month for each category of membership shall be listed in the Policy Manual.**

~~Section 3 The members in attendance at any annual or special meetings of this Association shall constitute a quorum, provided that a majority of the current officers or Board of Directors is also present.~~

**Proposed change to Article VII Section 3: Wordsmithing**

**Section 3 The members in attendance at any annual membership or special membership meeting of this Association shall constitute a quorum, provided that a majority of the current officers and one-third of the currently appointed Board of Directors are present.**

~~Section 4 The Board of Directors shall meet at least two (2) times during the fiscal year, once in the Spring and once in the Fall. Meetings of the Board of Directors shall be held at such time and place as may be, from time to time, fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. A Board of Directors meeting may be placed on the agenda of the annual meeting of the members if deemed necessary for the transaction of Association business. A simple majority shall constitute a quorum at all Board of Directors meetings.~~

**Proposed change to Article VII Section 4 : Explanation: this is a more comprehensive schedule for the accomplishment of Association business.**

**Section 4 The Board of Directors shall meet at least four (4) times during the calendar year, Meetings of the Board of Directors shall be held at such time and place as may be, from time to time, fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. A Board of Directors meeting may be placed on the agenda of the annual meeting of the members if deemed necessary for the transaction of Association business**

**( a) In addition to any other form of notice or communication to a Director or Member permitted by the Articles of Incorporation and the Bylaws, any notice given to a Director or Member by a form of electronic transmission to which the member has consented is effective. The consent shall be deemed given upon acceptance of contact information given to the association for use in association communications. "Electronic transmission" or "Electronically transmitted" is any form of communication that meets all of the following:**

- 1. It does not involve the physical transmission of paper.**
- 2. It creates a record that may be retained and retrieved by the recipient.**
- 3. It may be directly reproduced in paper form by the recipient through an automated process.**
- 4. When notice or communication is required or permitted to be in writing, electronic transmission is written notice.**

~~Section 5 The Secretary shall call a special meeting of the Board of Directors upon request \_\_\_\_\_ of either the President or any three (3) delegates.~~

**Proposed change to Article VII Section 5: To add a time limit.**

**Section 5 The Secretary shall call a special meeting of the Board of Directors upon request of either the President or any three (3) delegates by giving at least fifteen (15) days notice of the time and place of such meeting.**

**Proposed addition to Article VII Section 6 Explanation : additional language for virtual meeting clarification: *The time has come to add the value of virtual meeting ability.***

**Section 6 Except as otherwise provided in these bylaws, meetings of the Board may be conducted through the use of Internet meeting services. The Internet meeting service used shall support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. All individuals who are participating in**

the meeting must be able to communicate with the other participants These electronic meetings of the Board shall be subject to all rules adopted by the Board of Directors to govern them, which may include any reasonable limitations on and requirements for Board members' participation. (See Policy Manual) Participation in a meeting under this subsection constitutes attendance in person at the meeting. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

(a) Notice given for any electronic meeting shall be the same as if it were an in-person meeting of the same type.

(b) The policy Manual shall contain guidelines to aid members in the use of the internet service chosen.

## ARTICLE VIII – CONDUCT OF MEETINGS

~~Section 1 All meetings of this Association shall be conducted under procedures prescribed in Robert's Rules of Order.~~

**Proposed change to Article VIII Section 1 for clarification: *More details because our association does meet more frequently than small associations of 12 or less members.***

**Section 1 All meetings of this Association shall be conducted under procedures prescribed in Robert's Rules of Order for large assemblies that meet more frequently than 90 days.**

**Proposed change to Article VIII Remove section 2: Add to the policy manual for detail decided by the BOD**

~~Section 2 The order of business for all meetings may include but is not limited to: Call to Order; Roll Call; Approval of Agenda; Minutes of Previous Meeting; Treasurer's Report; Standing Committee Reports; Old Business; New Business; Public Comment; Time & Location of Next Meeting; Adjournment.~~

## ARTICLE IX – COMMITTEES & BOARDS

~~Section 3 The General Membership may serve on any Standing Committee. The President shall appoint chairpersons to each Standing Committee from the Board of Directors.~~

- ~~(a) Past Presidents may serve on any committee at the will of the President \_\_\_\_\_ and may serve as chairperson of any committee except Standing Committees unless the Past President is an elected member of the Executive Board. Past Presidents can perform all other duties and/or assignments with approval of the Board of Directors.~~
- ~~(b) The chairperson of each committee will, when necessary, conduct at least 3 committee meetings per fiscal year term.~~
- ~~(c) Officers shall be considered members of all committees but shall not serve as chairperson of any committee, except in the absence of the appointed chairperson.~~

**Proposed change to Article IX Section 3 - Explanation: the association is directed by the BOD they should have authority to approve the chairs requested by the president. Remove Section (a) (b) (c) - these details will be moved to the Policy manual and enable the BOD the ability to change as needed.**

**Section 3 The General Membership may serve on any Standing Committee. The President shall appoint chairpersons to each Standing Committee from the Board of Directors subject to approval by the Board of Directors.**

**Proposed addition to Article VIII Section Section 4 : additional language: Detail Clarification**

**Section 4 All committees shall be seated on or before the first (1) day of the calendar year and shall hold office for the term of one (1) year or until their successors have been appointed and seated.**

## ARTICLE X – ELECTION PROCEDURE

~~Section 2 A Nominating Committee shall prepare an official ballot for those candidates seeking office.~~

**The proposed change to Article X Section 2 for clarification: *wordsmith change***

**Section 2 A Nominating Committee shall prepare an official ballot, if needed, for those candidates seeking office.**

~~Section 3 At the annual meeting, a tally committee of at least three (3) members shall be appointed by the President to count the official ballots and announce the names of those elected to office.~~

**Proposed change to Article X Section 3 for clarification: *wordsmith change***

**Section 3 At the annual membership meeting, a tally committee of at least three (3) members shall be appointed by the President, if required, to count the official ballots and announce the names of those elected to office.**

**ARTICLE XI – CONTRIBUTIONS TO OTHER ORGANIZATIONS- No Change**

**ARTICLE XII – AMENDMENTS - No change**