

Instructions: Please indicate the Article #, Section #, (and paragraph # or letter, if appropriate) and associated text of the present Bylaws that is to be changed using the same font as in the Bylaws, “Garamond” size 11 or 12. If Garamond is not available use “Book Antiqua”. Words inserted or added are *in italics* and words removed are ~~struck out~~. If there are more instances (Articles, Sections) where the same type of change is required please repeat. All sections of the Bylaws affected by the proposed change MUST be included in the mark-up unless the change is something simple such as a word substitution. Non-related changes (separate topics) must be considered as separate amendments.
 DO NOT REMOVE THESE INSTRUCTIONS FROM THE NOTICE PAGES.

Notice of Proposed Amendment to Bylaws

In accordance with the bylaws, John Dunse hereby gives notice that the following Bylaws amendment will be offered for consideration at the NEXT membership meeting having an Organization Quorum.

Amendment 2008-009: Redefinition of Standard Quorum

Proposal Summary: The Standard Quorum defines the minimum number of regular member addresses and Board member addresses required to conduct the business of most membership business meetings. The number of voting members (not on the Board of Directors) should always equal or exceed the number of Board members; otherwise the meeting becomes a Board meeting.

ARTICLE 3 -- DEFINITIONS

Section 1. Standing Definitions. The terms defined as follows shall be considered standing definitions and will appear Capitalized in these Bylaws:

- e. Standard Quorum. ~~Unless otherwise required in these Bylaws, a meeting quorum consisting of Voting Members in Good Standing from 10 separate Residential Addresses, excluding from this count any Board of Directors members present, suffices to conduct most business.~~ *Unless otherwise required in these Bylaws, a meeting quorum consisting of 15 (minimum) separate Residential Addresses present suffices to conduct most business, providing the ratio of addresses meets the following test:*

The number of addresses of non-Board Voting Members in Good Standing must equal, or exceed, the number of Board of Directors addresses, and at least three officers must be present among the Board addresses. Board members from the same address count as only one address. Two or more members from the same address with one person on the Board and the other(s) non-Board shall be considered as one address and counted for the Board.

Parliamentary information: Primary and secondary amendments to these proposed bylaw amendments are in order only if they are *germane* to the proposed bylaw amendments and are *within the scope of the change proposed in the notice*. “Amendments” which do not seek to directly change the text of the proposed amendments within the limitations of germaneness and scope, but instead propose to amend other parts of the affected section amount to new bylaw amendments will be out of order. Notice of such new proposed bylaw amendments may be given when there are no other pending motions.

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2 **Rationale for Change**

4 The Bylaws Creation Team wrote the existing Bylaws based upon the vision of an organization that now
6 doesn’t appear realistic -- an anticipated 100 to 120 members with a budget exceeding \$15,000; both far
8 greater numbers than presently. Based upon the data provided to the Bylaws Team, it seemed reasonable to
10 assume that 20% or more of the total membership (20-plus addresses minimum) would attend a standard
12 business meeting. The Board of Directors, consisting of the officers and the Chairs for the six Standing
14 Committees, accounts for 11 persons if fully staffed. The Bylaws Team settled on 10 minimum regular
16 members, plus Board members, with the intention of balancing the voting power. Ensuring that the
18 membership would not lose control or final say to the officers became a delicate balancing act. But
20 excluding the Board members from the quorum count does not mean that they were excluded from voting.

22 At a membership meeting the vote is given by the residential address. At meetings of officers and at Board
24 of Directors meetings the vote is held by the position or office. If an officer and a committee chair live at the
26 same residential address, during a Board of Directors meeting each person vote the position, each has a vote.
28 These same individuals in a membership meeting have just ONE vote between them.

30 Presently the Board is understaffed. With a reduced membership base, we should adjust the minimum
32 number of addresses (Standard Quorum) that need to be present to run meetings, and still maintain a voting
34 balance between regular members and Board members that ensures that the membership retains ‘control’ of
36 the organization. The new definition does that by basing the required number of non-Board addresses upon
38 the number of Board addresses attending.

40 The new Standard Quorum totals the attendance of Board member addresses and of the regular member
42 addresses and that total has be 15 or higher. Additionally, the number of addresses of regular members (non-
44 Board) must be equal to, or exceed, the number of addresses of the Board members. To avoid having
46 membership meetings become extended Board of Directors meetings, and to avoid having the Board’s
48 viewpoint prevail at EVERY vote, the number of non-Board members addresses need to equal or exceed the
50 number of Board addresses present. Per the Preamble, the membership intends to retain control over the
52 Association.

54 Why 15 for the quorum minimum? Presently 10 non-Board addresses are required, but the new formula
56 would drop that to 8 or 9 for (the existing) Board addresses. The existing Board has 7 members – 5 officers
58 and 2 Chairs – but only 6 addresses since two officers live at the same address. With this the non-Board
60 would need to be 9; for 7 Board; 8 non-Board; for 8 Board, 8 non-Board; When the Association expands
62 and all 11 Board addresses and positions are filled, and all attend, the Voting Members would need to
64 muster 11, or more, non-Board addresses for a total of 22 or more. This probably won’t happen until we
66 start exceeding the “magic” 10% Participation Rate mark.

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