

SUMMARY OF PROPOSED BYLAWS AMENDMENTS

Proposed Amendment	Explanation
ARTICLE V. ORGANIZATION AND POWERS A. Board of Trustees and Qualifications 1. The governing body of the Association shall be known as the Board of Trustees. It shall consist of the following officers: President, Executive Vice-President, First Vice President, Second Vice-President, Secretary, Treasurer, a representative of the Advisory Council, Immediate Past President and one Trustee from each of the geographic regions described below. Regional Trustees will be elected by the Members of their respective region. Regional Trustees may not serve as officers of the Board. The representative of the Advisory Council will be elected by the members of the Advisory Council. To be qualified to serve as a Trustee, each candidate shall <u>have served as a Member Representative for one (1) or more Member(s) for at least two (2) of the last three (3) years prior to nomination; and currently be serving as a Member Representative for a Member whose dues are paid current.</u> have been an active Member Representative of a Member(s) who has been a Member of the Association for at least two (2) years within the last three (3) years prior to nomination for such position and whose dues are paid current.	The current Bylaws' requirements are confusing with respect to the length of time someone must be a Member Representative prior to running for the Board of Trustees. This revision is intended to simplify and clarify candidate eligibility requirements to allow someone who has been a Member Representative for two of the last three years and who is currently a Member Representative to run for the Board. <u>Note:</u> A Member Representative is an elected or appointed representative of an entity that is an AWBD Member. For Example, a district is a Member and a director is a Member Representative for the district.
ARTICLE V. ORGANIZATION AND POWERS B. Terms, Qualifications, Powers and Restrictions of Officers 9. Once elected, any Trustee will be permitted to complete his or her term in office, except as provided in Article VI A.1. hereof, <u>even if continuing to serve results in the Trustee serving longer than six (6) consecutive years.</u> 10. A Member Representative may serve as a Trustee for up to six (6) consecutive years and then may seek re-election only after an Annual Meeting at which the Member Rep representative does not appear on the ballot. A Trustee who resigns, is removed from office, or serves six (6) consecutive years as Trustee may not be reappointed to the Board until after the expiration of at least twelve (12) months.	Section V.B.10 states that a Member Representative may serve as a Trustee for up to six (6) consecutive years, which is three (3) consecutive two (2) year terms, except as provided in Article VI.A.1 (regarding removal from office). If a Trustee is appointed to fill a vacancy and wins election three (3) times, the Bylaws do not address whether that person can serve the entire third (3rd) term. This revision clarifies that a Trustee may continue to serve even if such service results in the Trustee serving for more than six (6) consecutive years.

Proposed Amendment	Explanation
ARTICLE V. ORGANIZATION AND POWERS D. Creation of Regions The Association may, if so determined by the Board, and subject to any restrictions or limitations in these Bylaws, create no fewer than three (3) and no more than five (5) geographic regions. Each region created by the Board shall be entitled to elect a Regional Trustee to serve on the Board. Regional Trustees must meet the qualifications to serve as a Trustee set forth in Article V A.1. at the time of election. <u>In addition, each candidate for Regional Trustee must reside within the region they seek to represent at the time of their nomination. See the attached map for the regions of the Association.</u>	Traditionally, Regional Trustees have resided in the region they represent, but the Bylaws have not required it. This revision merely requires that candidates for Regional Trustee reside in the region they seek to represent.
ARTICLE XIV. AMENDMENTS TO BYLAWS Proposals to amend these Bylaws must be made by written petition of at least twenty percent (20%) of the Members in good standing, as certified by the office of the Executive Director, or by a vote of two-thirds (2/3) of the Board of Trustees of the Association. The Association membership shall be notified of the proposed amendments to the Bylaws not less than ten (10) calendar days prior to at the duly called meeting of the membership. The Board must call a meeting of the membership to consider such amendments within six (6) months after receipt of such proposal or at the next duly called meeting of the Association's membership, whichever comes first. Voting may shall be <u>open for not less than two (2) consecutive weeks, which shall include either the annual or mid-winter conference and shall</u> be conducted electronically or by paper ballot at the discretion of the Board to the extent that the method of voting complies with the other requirements of these Bylaws. Each Member of the Association, whose dues are paid current, is entitled to one (1) vote. Absentee ballots will be available from the office of the Executive Director and must be received by the Executive Director no later than seven (7) business days prior to the duly called meeting. Passage of an amendment to these Bylaws will require an affirmative two-thirds (2/3) vote of the Members <u>voting in such election,</u> provided that fifty percent (50%) of such members in good standing shall have voted, and shall be effective immediately.	Currently, amending AWBD's Bylaws requires that any amendment be approved by an affirmative two-thirds (2/3) vote of the Members with at least one-half (1/2) of all Members having voted in such election. In the past, proposed amendments have failed despite overwhelming support among voting Members because fewer than one-half (1/2) of the Members voted. This revision removes the requirement that at least one-half (1/2) of the Members must vote on Bylaws amendments and adds a requirement that the period for voting must be open for at least two (2) weeks and include either the annual or mid-winter conference. In addition, the absentee ballot process is deleted because online voting allows Members to vote remotely.