

NARP/RPA Bylaws Committee Communication to the Council of Representatives.

The Bylaws Committee, consisting of Harvey Bowen, Hendrik de Kock, and Timothy Moore provides this notice of proposed bylaws amendments and repeals to the Council of Representatives. Copies of proposed amendments are included in this notice; there are no requests for outright repeals separate from amendments.

The Committee has considered all proposals received, attempted to work with submitters to clarify submissions, correct spelling errors, integrate multiple versions and amendments, combine separately submitted amendments from the same submitter, and integrate friendly amendments from individuals or committees.

There are overlapping proposals which if all are adopted would make conflicting changes to the Bylaws. If conflicting bylaws changes are approved, the Council will need to specify in what order they are to be applied, and if complex the changes may be best to be deferred and returned to the Council for a vote once fully specified.

As the Council Meeting Ad Hoc Committee has decided to not consider Bylaws Amendments at our Fall meeting, we recommend Council Members who are considering submitting Bylaws Amendment Proposals for the Spring 2020 meeting review these submissions, consider working with the submitters on friendly amendments, and attempt to draft any new proposals so they would be easy to reconcile with those already submitted regardless of which are or are not adopted. These same proposals (as amended by their submitters if desired) will be sent again with the next batch as per the bylaws at least 30 days prior to the Spring Business Meeting.

In light of the decision to postpone considering amendments to 2022, the Bylaws Committee defers its recommendations on proposed amendments until closer to the meeting they may be considered at.

Each proposal is shown in the general format of:

- **Bylaws Proposal #x – Submitted by (name)**
- *Submitter's reasoning, in third person (written or edited from the submitter's content by the Bylaws Committee, and provided to the Submitters for review and comment before finalization)*
- *Notes from the Bylaws Committee (if any)*
- *The proposal (summary and/or introduction)*
- *The bylaws as they would read if the proposal were accepted*
- *The current bylaws text, in some cases a larger excerpt to provide full context*

Each proposal has been emailed to the submitter in this format for approval of text and format, they have been asked to confirm the information is correct, and we have revised it if they requested.

Excerpts from the bylaws in this notice are copied from plain text and lightly formatted. They may not exactly match the official bylaws. The complete current bylaws are online at

[https://www.railpassengers.org/site/assets/files/5821/narp\\_adopted\\_bylaws\\_october\\_20-2019.pdf](https://www.railpassengers.org/site/assets/files/5821/narp_adopted_bylaws_october_20-2019.pdf).

**Bylaws Proposal #1: Submitted by TJ Girsch with integrated amendment by Harvey Bowen and the Bylaws Committee**

Mr. Girsch believes as the Association continues to try to control costs, it can no longer necessarily afford to host two meetings per year, as these meetings have historically struggled to even break even, and typically lose money. Mr. Bowen and the Bylaws Committee believe that current bylaws do not provide enough flexibility to address public health concerns or other problems that have made in-person meetings non-viable in 2020 and 2021, and note that we have been unable to meet the current bylaws requirements these last two years. If this proposal is adopted, additional meetings could be scheduled but would no longer be required by the bylaws, the yearly DC meeting would not be required to held in Spring but instead could be in any season, and the President and Chief Executive Officer would be empowered to make changes to meeting times and locations in the event of an emergency.

Bylaw proposal #1: Strike ARTICLE VI, Section 1 and replace with:

Regular Meetings. The Council of Representatives shall hold a regular business meeting each year in the Washington, D.C. metropolitan area, which shall be deemed the annual business meeting of the Council of Representatives unless another Council of Representatives Meeting for that year is designated the Annual Business Meeting by the Board or Board Chair. The President and Chief Executive Officer shall select the date and time of this meeting, providing proper notice as described elsewhere in these Bylaws, and may postpone a scheduled meeting, or substitute a remote meeting or other meeting location, if in their sole opinion public safety or other concerns make meeting in the scheduled location undesirable or imprudent.

For reference: Current Bylaw text of ARTICLE VI, Section 1:

Regular Meetings. The Council of Representatives shall hold two regular business meetings per year, one in the Spring in the Washington, D.C. metropolitan area and the other in the Fall in a location chosen by the Council of Representatives. The Spring meeting shall be deemed the annual business meeting of the Council of Representatives.

## **Bylaws Proposal #2 – Submitted by Hendrik de Kock.**

Mr. de Kock's proposal is to change the deadline for amendments proposals submissions from 50 to 90 days prior to Council Meetings, allowing the Bylaws Committee 50 days for its work before submission to the Council. The purpose of this amendment is to allow the Bylaws Committee sufficient time. In 2020, more proposals than could be considered within the allowed time for the committee (10 days) were submitted. This year most of the proposals were received on the last day allowed and the committee was hard pressed to complete its work on time. The proposed change also removes the superfluous text "which was established by the Board," which is no longer required.

The Bylaws Committee worked on this draft before completion, and it may be considered our proposal.

Bylaws Proposal #2: In ARTICLE XIII, replace "fifty (50) days" with "ninety (90) days" and delete "which was established by the Board,"

Proposed revised text of ARTICLE XIII, Amendments to Bylaws

These Bylaws may be amended or repealed by a majority vote of the Council of Representatives at a business or special meeting at which a quorum is present. Proposed amendments or repeal shall be submitted to the President and Chief Executive Officer at least ninety (90) days prior to the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. The President and Chief Executive Officer shall submit the proposed amendment or repeal to the Bylaws Committee, within ten (10) days of his or her receipt thereof. The Bylaws Committee shall provide notice of such amendment or repeal, along with a copy of any proposed amendment, to the Council of Representatives at least thirty (30) days in advance of the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. No amendment or repeal of these Bylaws shall in any way conflict with the purposes of the Association as stated in its Articles of Incorporation or otherwise cause the Association to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3) or violate the provisions of the Not for Profit Corporation Act applicable to the Association.

Current text of ARTICLE XIII, Amendments to Bylaws

These Bylaws may be amended or repealed by a majority vote of the Council of Representatives at a business or special meeting at which a quorum is present. Proposed amendments or repeal shall be submitted to the President and Chief Executive Officer at least fifty (50) days prior to the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. The President and Chief Executive Officer shall submit the proposed amendment or repeal to the Bylaws Committee, which was established by the Board, within ten (10) days of his or her receipt thereof. The Bylaws Committee shall provide notice of such amendment or repeal, along with a copy of any proposed amendment, to the Council of Representatives at least thirty (30) days in advance of the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. No amendment or repeal of these Bylaws shall in any way conflict with the purposes of the Association as stated in its Articles of Incorporation or otherwise cause the Association to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3) or violate the provisions of the Not for Profit Corporation Act applicable to the Association.

### **Bylaws Proposal #3: Submitted by TJ Girsch**

Mr. Girsch believes the meeting attendance requirement for Council Representatives proves cost prohibitive for many younger and lower-income members, harming our efforts at diversity in the leadership. It also discriminates against people who work full time and may not necessarily have the flexibility to travel. By replacing this with a service requirement, we can still require our leaders to meaningfully contribute in various ways without requiring specific travel and expenditures. Adopting this proposal now before the Board and Council have created service requirements allows a gap for our volunteer's COVID-19 related service disruptions.

Bylaws Proposal #2: Replace ARTICLE V, Section 10, subsection (c) in its entirety with the following text:

(c) have fulfilled any service requirements, drafted by the Board and ratified by the Council, during each term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors. The request should include background information supporting the waiver request.

For reference: Current Bylaw text of ARTICLE V, Section 10, subsection (c):

(c) have attended (including by way of Alternates described in Section 5 of Article VI) at least one-half (1/2) of all Council of Representatives meetings during his or her current or immediately preceding term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors. The request should include background information supporting the waiver request.

#### **Bylaws Proposal #4: Submitted by Steven Musen**

Mr. Musen notes that all other waivers are through the Association's Board of Directors. His proposed change makes this clause consistent with the rest of the bylaws. He also believes that it would be extremely difficult for the Council to consider, let alone approve a waiver due to its infrequent meeting schedule.

Bylaw proposal #4: In ARTICLE VIII, Section 2(b) replace "Council of Representatives" with "Board of Directors".

Proposed revised text of ARTICLE VIII, Section 2 (b):

have been a Representative or Director for at least one complete term; the Board of Directors may waive this requirement for exceptional candidates by majority vote;

For reference: Current text of the complete ARTICLE VIII, Section 2 - Note: this proposal would not impact the opening line or subsections (a) (c) or (d) which are provided for reference only.

Qualifications of Officers. Each candidate for Officer shall:

- (a) be a dues paying Member in good standing of the Association;
- (b) have been a Representative or Director for at least one complete term; the Council of Representatives may waive this requirement for exceptional candidates by majority vote;
- (c) submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors; and
- (d) be a registered voter.

## **Bylaws Proposal #5: Submitted by TJ Girsch**

Mr. Girsch believes that the Membership Action Review Committee (MARC) should also have the authority to remove board directors and officers if they violate our code of conduct. This does not have any effect on current MARC powers including the power to suspend or terminate membership in RPA.

Bylaw proposal #5: Make two changes to ARTICLE VII, Section 10 and one change to ARTICLE VIII, Section 7, giving the MARC the power to remove Representatives, Board Directors and Officers, including revising the process for so vacated Representative positions to be filled by the Council, specifically by in ARTICLE VII, Section 10, adding to the end of the first sentence “or by a vote of at least two-thirds of the Membership Action Review Committee (MARC).” and modifying part of the 5<sup>th</sup> sentence from “shall be filled by the Council of Representatives at the meeting at which the removal was voted.” to “may be filled by the Council of Representatives at the Council Business Meeting at which the removal was voted” and by in ARTICLE VIII, Section adding at the end of the first sentence “or by a vote of at least two-thirds of the Membership Action Review Committee (MARC).”

Proposed revised text of ARTICLE VII, Section 10:

Removal and Vacancies Caused by Removal. Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present or by a vote of at least two-thirds of the Membership Action Review Committee (MARC). No Director shall be removed at a business or special meeting of the Council of Representatives unless the written notice of such meeting is delivered to all Representatives at least twenty (20) days prior to such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal may be filled by the Council of Representatives at the Council Business Meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Proposed revised text of ARTICLE VIII, Section 7:

Removal and Vacancies Caused By Removal. Any Officer, other than the President and Chief Executive Officer, may be removed, with or without cause, by a two-thirds vote of the Representatives present and voting at a business or special meeting at which a quorum is present or by a vote of at least two-thirds of the Membership Action Review Committee (MARC). Officer vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

For reference: Current text of ARTICLE VII, Section 10:

Removal and Vacancies Caused by Removal. Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Director shall be removed at a business or special meeting of the Council of Representatives unless the written notice of such meeting is delivered to all Representatives at least twenty (20) days prior to such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal

shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

For reference: Current text of ARTICLE VIII, Section 7:

Removal and Vacancies Caused By Removal. Any Officer, other than the President and Chief Executive Officer, may be removed, with or without cause, by a two-thirds vote of the Representatives present and voting at a business or special meeting at which a quorum is present. Officer vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## Bylaws Proposal #6: Submitted by Steven Musen

Mr. Musen proposes to allow the Immediate Past Chair and Immediate Past Treasurer to hold voting rights in the council for the period that they are holding that position, and for a friendly amendment (now integrated) limiting these rights to up to two years. (The Bylaws Committee reviewed multiple versions of this proposal at the request through Mr. Musen of himself, Mr. Testerman, and the Candidate Certification Committee, and with Mr. Musen's approval selected this option of the proposal to recommend as if approved it will allow for better continuity on the board, without granting indefinite voting privileges in any cases.)

Bylaws proposal #6: Change the Bylaws to allow The Immediate Past Chair and Immediate Past Treasurer to have Council voting rights for up to two years after they enter their offices, as shown below in revisions to four relevant places in the bylaws.

Proposed revised text of ARTICLE V, Section 2

Section 2. Number and Distribution of Representatives. The Council of Representatives shall consist of up to 139 Representatives, comprised of (a) up to 112 State Representatives, and (b) up to 27 Representatives at Large (as defined in Section 6 of this ARTICLE V)

Proposed revised text of ARTICLE V Section 6.

Representatives at Large. The Council of Representatives may have up to twenty-seven (27) representatives who are not State Representatives elected by the Members (collectively, the Representatives at Large). Up to ten (10) Representatives at Large shall be elected by the State Representatives at the Council of Representatives annual business meeting in each even-numbered year (the "Elected Representatives at Large") The Officers (other than the President and Chief Executive Officer) and the Directors shall constitute the remaining Representatives at Large. Should there be an Immediate Past Chair or Immediate Past Treasurer, that person shall have full voting rights in the Council of Representatives for only a period of two years after becoming the Immediate Past President or Immediate Past Treasurer.

Proposed revised text of ARTICLE V, Section 9 (c)

(c) each other Representative at Large (*i.e.*, each Officer and Director, other than the President and Chief Executive Officer) shall hold office as a Representative at Large for his or her term of office as an Officer or Director, as the case may be; and

Proposed revised text of ARTICLE VII, Section 1

Composition. The Board of Directors shall consist of no fewer than ten (10) and no more than fifteen (15) Directors, which shall include (a) the Chair, the four Vice-Chairs, the Treasurer, and the Secretary as set forth in ARTICLE VIII; and (b) at least three (3) and up to eight (8) Directors who are not also Officers (the "Elected Directors"). In addition, each of the Immediate Past Chair and the Immediate Past Treasurer shall serve as an *ex officio* member of the Board of Directors. The *ex officio* Directors shall not have voting rights at meetings of the Board of Directors and shall not be included in the total number of authorized Directors or counted for purposes of determining whether a quorum of the Board of Directors is present. The Immediate Past Chair and the Immediate Past Treasurer shall have voting rights at meetings of the Council of Representatives.



For reference: Current text of the complete ARTICLE V Section 2

Number and Distribution of Representatives. The Council of Representatives shall consist of up to 137 Representatives, comprised of (a) up to 112 State Representatives, and (b) up to 25 Representatives at Large (as defined in Section 6 of this ARTICLE V). A State Representative that is elected as either an Officer or a Director shall automatically vacate his or her State Representative position and shall, by virtue of his or her Officer or Director position, become a Representative at Large.

For reference: Current text of the complete ARTICLE V Section 6

Representatives at Large. The Council of Representatives may have up to twentyfive (25) representatives who are not State Representatives elected by the Members (collectively, the "Representatives at Large"). Up to ten (10) Representatives at Large shall be elected by the State Representatives at the Council of Representatives annual business meeting in each even-numbered year (the "Elected Representatives at Large"). The Officers (other than the President and Chief Executive Officer) and the Directors (other than *ex officio* Directors) shall constitute the remaining Representatives at Large.

For reference: Current text of the complete ARTICLE V Section 9 - Note: this proposal would not impact the opening paragraph or subsections (a) (b) or (d) which are provided for reference only

Term of Office. Representatives shall serve the following terms and until their successors are elected and qualified:

- (a) each State Representative shall hold office for a term of two years beginning March 1 in even-numbered years, provided, however, that a State Representative that is elected as an Officer or Director shall automatically vacate his or her State Representative position and thereafter shall be a Representative at Large by virtue of his or her Officer or Director position and subject to the term of office set forth in Section 9(c) of this ARTICLE V;
- (b) each Elected Representative at Large shall hold office for a term of two years beginning immediately upon their election at the annual business meeting of the Council of Representatives in even-numbered years;
- (c) each other Representative at Large (i.e., each Officer and Director, other than the President and Chief Executive Officer and other than the *ex officio* Directors) shall hold office as a Representative at Large for his or her term of office as an Officer or Director, as the case may be; and
- (d) any Representative may resign at any time by written resignation lodged with the President and Chief Executive Officer.

## **Bylaws Proposal #7: Submitted by M. Paul Shore**

Mr. Shore believes it important to guarantee to the Council secret-ballot voting on issues of substantial importance, so that all members can feel comfortable voting their consciences, rather than face a voice-vote or show-of-hands-vote situation in which some members might be tempted to vote not what their conscience dictates but rather what they think will look good to other Council members and to others in the meeting room. The issues of substantial importance in question are (from ARTICLE V of the Bylaws) the election of Elected Representatives at Large; (from ARTICLE VI) proposed Resolutions, and the removal of Representatives; (from ARTICLE VII) the election of Directors, and the removal of Directors; (from ARTICLE VIII) the election of Officers; and (from ARTICLE XIII) proposed amendments to the Bylaws.

Bylaws proposal #7: Change the Bylaws to require secret balloting as detailed below, and also make changes to the resolution timing notification requirements.

Proposed revised text of ARTICLE V, Section 8, subsections (b) and (c)

- (b) Whether the number of candidates for Elected Representatives at Large is less than, the same as, or greater than the number of available positions, the State Representatives shall vote for Elected Representatives at Large using secret physical or electronic ballots on which separate votes can be cast for each candidate. In cases where ballot counters are needed for this operation, they shall be non-candidates. Each State Representative may cast votes in favor of candidates up to the number of available positions, casting no more than one vote in favor of each candidate; State Representatives violating either or both of those rules will have all their votes on that ballot disqualified. In order to be elected, a candidate must receive the votes of at least fifty percent (50%) of the participating State Representatives.
- (c) In the event that a tie occurs among the persons qualifying for the last remaining Elected Representative at Large position, potentially causing an excess number of Elected Representatives at Large to be elected, then a second secret-ballot vote shall be conducted between the tied candidates to determine which of them shall be elected. Should that second vote also result in a tie, then the election shall be determined by a coin toss."

Proposed revised text of ARTICLE VI, Section 9, Paragraph 2, Sentence 4

The Secretary shall, no later than twenty (20) days prior to the start of the Council of Representatives meeting, send to every Representative's recorded email address an email containing the text of the proposed resolution.

Proposed new paragraph in ARTICLE VI, Section 9, after Paragraph 2

All final votes on resolutions shall be conducted by secret physical or electronic ballot.

Proposed revised text of ARTICLE VI, Section 10

Any Representative can be removed from office by the affirmative vote, by secret ballot, of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Representative shall be subject to removal at a business or special meeting unless written notice of such meeting is delivered to all Representatives at least twenty (20) days prior. Such notice shall state that a purpose of the meeting is to vote on the removal of one or more Representatives

named in such notice. Only the named Representative or Representatives may be removed at such meeting. Elected Representative at Large vacancies caused by removal shall, if possible, be filled at that same meeting by a majority vote of the Council of Representatives, using secret physical or electronic balloting. If not filled in that manner by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors, using secret physical or electronic balloting. An Elected Representative at Large elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Proposed revised text of ARTICLE VII, Section 5

- (a) At each of its Spring business meetings, the Council of Representatives shall elect or re-elect individuals to serve as successors to those Elected Directors whose terms will be expiring at that business meeting. Election of Elected Directors shall immediately follow the election of Officers as provided in ARTICLE VIII, Section 3.
- (b) Any person who has filed a candidate information statement and been qualified for candidacy by the Candidate Certification Committee for any of a State Representative, Elected Representative at Large, or Officer position in the current election cycle may nominate himself or herself from the floor provided that he or she meets any additional requirements to serve as an Elected Director.
- (c) Whether the number of candidates for Elected Directors is less than, the same as, or greater than the number of available positions, the Council of Representatives shall vote for Elected Directors using secret physical or electronic ballots on which separate votes can be cast for each candidate. In cases where ballot counters are needed for this operation, they shall be non-candidates. Each Representative may cast votes in favor of candidates up to the number of available positions, casting no more than one vote in favor of each candidate; Representatives violating either or both of those rules will have all their votes on that ballot disqualified. In order to be elected, a candidate must receive the votes of at least fifty percent (50%) of the participating Representatives.
- (d) In the event that a tie occurs among the persons qualifying for the last remaining Elected Director position, potentially causing an excess number of Elected Directors to be elected, then a second secret-ballot vote shall be conducted between the tied candidates to determine which of them shall be elected. Should that second vote also result in a tie, then the election shall be determined by a coin toss.

Proposed revised text of ARTICLE VII, Section 10

Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Director shall be subject to removal at a business or special meeting of the Council of Representatives unless written notice of such meeting is delivered to all Representatives at least twenty (20) days prior. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal shall, if possible, be filled at that same meeting by a majority vote of the Council of Representatives, using secret physical or electronic balloting. If not filled in that manner by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors, using secret physical or electronic balloting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Proposed revised text of ARTICLE VIII, Section 3

- (a) The Officers, other than the President and Chief Executive Officer, shall be elected by the Council of Representatives at their annual Spring meeting in even-numbered years. Members of the Board of Directors, and currently serving Officers, shall be specifically ineligible to participate in this election. The election of Officers shall follow the election of Elected Representatives at Large as provided in ARTICLE V, Section 8, and be held in the following order: Chair, Vice Chairs, Secretary, and Treasurer.
- (b) Any person who has filed a candidate information statement and has been qualified for candidacy by the Candidate Certification Committee for either a State Representative or Elected Representative at Large position may nominate himself or herself from the floor provided he or she meets any additional requirements to serve in that office. Candidates who were not elected to one Officer position shall be eligible to nominate themselves for other Officer positions from the floor.
- (c) Whether the numbers of candidates for the various Officer positions are less than, the same as, or greater than the number of respective available positions, the Council of Representatives shall in all cases vote for Officers using secret physical or electronic ballots on which separate votes can be cast for each candidate. In cases where ballot counters are needed for this operation, they shall be non-candidates. Each Representative may cast votes in favor of candidates up to the number of available positions, casting no more than one vote in favor of each candidate; Representatives violating either or both of those rules will have all their votes on that ballot disqualified. In order to be elected to one of the Vice Chair positions, a candidate must receive the votes of at least fifty percent (50%) of the participating Representatives.
- (d) In the event that more than two persons run for either the position of Chair, Treasurer, or Secretary, and the election results in no one receiving a majority of the cast votes, then a second secret-ballot vote shall take place between the top two finishers.
- (e) In the event that only two people run as candidates for either the position of Chair, Treasurer, or Secretary, and the election results in a tie, then the tie shall be broken by a coin toss. If multiple candidates run for one of those positions and a tie occurs between the top finishers, then a second secret-ballot vote shall be taken with only the top finishers being on that ballot; and should that second ballot still result in a tie, then the tie shall be broken by a coin toss.
- (f) In the event that more than four persons run for the Vice Chair positions, and the election results in a tie for the last remaining position of Vice Chair, potentially causing more than four Vice Chairs to be elected, then a second secret-ballot vote shall be taken between the tied candidates. If this second ballot results in a tie, then that tie shall be broken by a coin toss.

Proposed added text to ARTICLE XII, Section 5, Sentence 1 “using secret physical or electronic balloting,” (shown in the sentence to which it would be added):

These Bylaws may be amended or repealed by a majority vote of the Council of Representatives, using secret physical or electronic balloting, at a business or special meeting at which a quorum is present.

For reference: Current text of the complete ARTICLE V Section 8

Election of Elected Representatives at Large.

- (a) Elected Representatives at Large shall be elected by the State Representatives at the annual business meeting of the Council of Representatives in even-numbered years. Prior to voting on all other offices, the Candidate Certification Committee shall inform the Council of Representatives of the names of those candidates qualified to run.
- (b) If the number of candidates for Elected Representatives at Large is less than the number to be elected, the Council of Representatives may move to elect the candidates by acclamation or to have an individual vote on each candidate.
- (c) If the Council of Representatives decides to vote on each candidate separately, or if the number of candidates is more than the number to be elected, then ballots shall be distributed with ballot counters being non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Each State Representative may cast ballots for candidates up to the number of positions to be filled. No State Representative may cast more than one vote for any candidate. In order to be elected, a candidate must be included on at least fifty percent (50%) of the cast ballots.

For reference: Current text of the complete ARTICLE VI Section 9

Resolutions. In order for a resolution to be considered by the Council of Representatives it must be (a) submitted by a Representative in good standing, and (b) no more than 180 words in length. Any resolution submitted for the Council's consideration must have the agreement, by co-sponsor, of at least two additional Council members, which the originating sponsor of the resolution will submit to the Secretary with the resolution.

For reference: Current text of the complete ARTICLE VII Section 10

Removal and Vacancies Caused by Removal. Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Director shall be removed at a business or special meeting of the Council of Representatives unless the written notice of such meeting is delivered to all Representatives at least twenty (20) days prior to such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

For reference: Current text of the complete ARTICLE VIII Section 3

Election of Officers. The Officers, other than the President and Chief Executive Officer, shall be elected by the Council of Representatives at their annual meeting in even-numbered years. Election of Officers shall follow the election of Representatives at Large and be held in the following order: Chair, Vice Chairs, Secretary, and Treasurer. If there are more candidates than positions, then ballots shall be used; ballot counters shall be non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Any person who has filed a candidate information statement and has been qualified for candidacy by the Candidate Certification Committee for either a State Representative or Elected Representative at Large may nominate himself or herself from the floor provided he or she meets any additional requirements to serve in that office.

Candidates who were not elected to one Officer position shall be eligible to nominate themselves for other Officer positions from the floor. In the event that more than two persons run for either the position of Chair, Treasurer, or Secretary, and the election results in no one receiving a majority of the cast votes, then a second vote shall take place among the top two finishers. In the event that only two people run as candidates for either the position of Chair, Treasurer, or Secretary, and the election results in a tie, then the tie shall be broken by a coin toss. If multiple candidates run for their positions and a tie occurs between the top finishers, then a second vote shall be taken by ballot with only the top finishers being on that ballot. Should the second ballot still result in a tie, then that tie shall be broken by a coin toss. In the event that more than four persons run for the positions of Vice Chair, and the election results in a tie for the last position of Vice Chair and would cause more than four Vice Chairs to be elected, then a second vote shall be taken by ballot with only the tied candidates listed. If the second ballot results in a tie, then that tie shall be broken by a coin toss.

For reference: Current text of the complete ARTICLE XIII

#### AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by a majority vote of the Council of Representatives at a business or special meeting at which a quorum is present. Proposed amendments or repeal shall be submitted to the President and Chief Executive Officer at least fifty (50) days prior to the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. The President and Chief Executive Officer shall submit the proposed amendment or repeal to the Bylaws Committee, which was established by the Board, within ten (10) days of his or her receipt thereof. The Bylaws Committee shall provide notice of such amendment or repeal, along with a copy of any proposed amendment, to the Council of Representatives at least thirty (30) days in advance of the business meeting of the Council of Representatives at which such amendment or repeal is to be voted upon. No amendment or repeal of these Bylaws shall in any way conflict with the purposes of the Association as stated in its Articles of Incorporation or otherwise cause the Association to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3) or violate the provisions of the Not for Profit Corporation Act applicable to the Association.

## **Bylaws Proposal #8: Submitted by John Owen**

Mr. Owen proposes to increase representation on the Council. If adopted, this proposal would change the size, makeup, and qualifications of the Council of Representatives. Major changes include increasing the Council size to 500 members, adding Representative categories for Tribal Nations, Puerto Rico, and Canada, creating Council Emeritus seats, removing the category of Elected Representatives at large, and removing the Board and Officers from membership in the Council.

Bylaws proposal #8: Replacement of ARTICLE V, Sections 2, 3, 6, 7, and 9, replacement of Subsections (a) and (c) of Section 4, and the addition of a new section on Council Emeritus Seats. If adopted, this would replace most or all current defining qualifications for Council Seats with new qualifications and renumber new and remaining sections as shown below.

Proposed revised text of ARTICLE V:

### COUNCIL OF REPRESENTATIVES

1. General Powers. The Council of Representatives shall: appoint the Candidate Certification Committee; (b) elect the Elected Representatives at Large, the Officers, and the Directors of the Association, in that order; (c) review the overall direction of the Association; (d) adopt resolutions and advise the Board of Directors about the Association's programs and policies; and (e) repeal or amend these Bylaws. By a two-thirds vote of the Representatives present at a meeting in which a quorum is present, the Council of Representatives may remove one or more Directors, Officers, or Representatives for cause.
2. Number and Distribution of Representatives. The Council of Representatives shall consist of Five Hundred (500)
3. Allocation of Representatives. The of Five Hundred (500) Council Seats shall be allocated as follows. Including four-hundred-thirty-five (435) State Representatives, (based on the most recent United States census per state Members allocation of Congressional Representatives, two (2) Representatives from The District of Columbia, six (6) Representatives from the U.S. Indian Tribal Nations, (one (1) Northeastern, one (1) Southeastern, one (1) Northern Plains, one (1) Southern Plains, one (1) Northwest and one (1) Southwest). One (1) Representative from Puerto Rico. Twenty-two (22) Canadian Representatives (two (2) per each Canadian Provinces and two (2) for Canadian Territories) and twenty-six (26) Council Emeritus Seats
4. Qualifications of State Representatives. Each candidate for election as a State Representative shall:
  - a. Have been a Member in good standing of the Association or a State Rail Passenger Association, or likeminded Railway, Student Union, Transportation Related College Major or Minor, Tribal Transportation Group and or Mass Transit Group and been a member of that group for the past 3 months before an Association election and nominations are accepted.
  - b. Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors.

- c. Be a legal resident in the State, District, US Territory, Canadian Province, or Tribal Nation they seek to represent and at least 18 years of age at the time the individual would take office as a State Representative.

5. Election of State Representatives.

- a. Responsibilities of the Board of Directors. The Board of Directors shall adopt policies and procedures to (i) ensure that each Member in good standing receives a ballot containing the names and qualifications of candidates, and (ii) establish a method for tallying, reporting, and certifying the results of the election of State Representatives. Such procedures shall include specifying a record date for determining the Memberships entitled to vote in each state, such date to be no more than thirty (30) days before the distribution of ballots to Members.
- b. Responsibilities of the President and Chief Executive Officer. The President and Chief Executive Officer shall:
  - i. prior to September 15 of each odd-numbered year, certify to the Council of Representatives the number of State Representatives to be elected from each state, such certification will be based on the most recent census
  - ii. on or before October 1 of each odd-numbered year, announce to the Members that nominations for State Representative positions, including self-nominations, are open, and that the closing date for nominations is December 1;
  - iii. on or before December 31 of each odd-numbered year, except as otherwise provided in these Bylaws or required by law, determine the methods for balloting, counting, and certifying votes cast in the election; such methods of balloting may include balloting by mail and/or by electronic means pursuant to the Not for Profit Corporation Act; A Date for an election set
  - v. on or before March 1 of each even-numbered year, announce to the Members the names of the candidates elected as State Representatives; and
  - vi. Unfilled Positions. Any unfilled State Representative position shall be considered vacant.
- c. Balloting. State Representatives shall be elected by the Members in accordance with Section 1 and Section 2 of ARTICLE IV. Members shall be limited to one vote, even if a Member is a member of more than one Membership class. Except as otherwise provided by these Bylaws, State Representative candidates receiving the highest number of votes in each state shall be the State Representatives from that state. Any ballot cast by a person known not to be a Member in good standing of the Association, or on which the vote cast is not clear, will be disallowed. Each Member may vote only on those State Representatives nominated to represent the state in which the Member resides.
- d. Tie Votes. In the event that a tie vote occurs among the candidates that would result in the election of more State Representatives than the state is qualified to elect, then



among those candidates with the fewest number of votes who would otherwise win the election, the outcome shall be determined by a run off special election

6. Council Emeritus Seats. Twenty-six (26) Council Emeritus seats shall be elected by two-thirds (2/3) vote of the Board of Directors from qualified members who have represented this organization for a term of twenty (20) years or more has skills and knowledge invaluable to the organization and these members my serve a lifetime term or until or she is unable to perform their duties.
7. Term of Office. Representatives shall serve the following terms and until their successors are elected and qualified:
  - c. Each State Representative shall hold office for a term of two years beginning March 1 in even-numbered years,
  - d. A Council Member Term will be limited to three back to back terms.
8. Requirements for Re-Election. To seek re-election, each State Representative and Elected Representative at Large shall:
  - c. have remained a Member in good standing of the Association during his or her current or immediately preceding term of office;
  - d. submitted a candidate information statement on a form adopted by the Board of Directors; and
  - e. have attended (including by way of Alternates described in Section 5 of ARTICLE VI) at least one-half (1/2) of all Council of Representatives meetings during his or her current or immediately preceding term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors. The request should include background information supporting the waiver request.
9. Vacancies. Any vacancy occurring in the Council of Representatives may be filled by the Board of Directors after consultation with the appropriate Officers, Directors, and Representatives. A person appointed to fill a vacancy shall serve the unexpired term of the person whose vacancy he or she is filling.
10. Membership Requirement. All Representatives must be and remain dues paying Members of the Association in good standing during their term in office. Failure to meet this requirement shall result in automatic removal from office unless cured within thirty (30) days of notification of Membership expiration.

For reference: Current text of the complete ARTICLE V:

#### COUNCIL OF REPRESENTATIVES

1. General Powers. The Council of Representatives shall: appoint the Candidate Certification Committee; (b) elect the Elected Representatives at Large, the Officers, and the Directors of the Association, in that order; (c) review the overall direction of the Association; (d) adopt

resolutions and advise the Board of Directors about the Association's programs and policies; and (e) repeal or amend these Bylaws. By a two-thirds vote of the Representatives present at a meeting in which a quorum is present, the Council of Representatives may remove one or more Directors, Officers, or Representatives for cause.

2. Number and Distribution of Representatives. The Council of Representatives shall consist of up to 137 Representatives, comprised of (a) up to 112 State Representatives, and (b) up to 25 Representatives at Large (as defined in Section 6 of this ARTICLE V). A State Representative that is elected as either an Officer or a Director shall automatically vacate his or her State Representative position and shall, by virtue of his or her Officer or Director position, become a Representative at Large.
3. Allocation of State Representatives. The 112 State Representative positions shall be distributed among the states on the basis of two factors: (a) the number of U.S. Representatives based on the most recent census allocation of U.S. Representatives, and (b) the number of individual Association members in that state, with each of these two factors given equal weight. Every state shall be entitled to at least one State Representative.
4. Qualifications of State Representatives. Each candidate for election as a State Representative shall:
  - a. Have been a Member in good standing of the Association for at least twelve (12) consecutive months immediately prior to the closing date for nominations. The Board of Directors may waive this requirement by majority vote in instances where an exceptional candidate cannot comply, provided that the candidate is a Member in good standing at the time nominations are accepted.
  - b. Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors.
  - c. Be a legal resident in the state they seek to represent and at least 18 years of age at the time the individual would take office as a State Representative.
5. Election of State Representatives.
  - a. Responsibilities of the Board of Directors. The Board of Directors shall adopt policies and procedures to (i) ensure that each Member in good standing receives a ballot containing the names and qualifications of candidates, and (ii) establish a method for tallying, reporting, and certifying the results of the election of State Representatives. Such procedures shall include specifying a record date for determining the Memberships entitled to vote in each state, such date to be no more than sixty (60) days before the distribution of ballots to Members.
  - b. Responsibilities of the President and Chief Executive Officer. The President and Chief Executive Officer shall:
    - i. prior to September 15 of each odd-numbered year, certify to the Council of Representatives the number of State Representatives to be elected from each state, such certification to include a count of the Association Memberships within each state as of August 31 of that year;
    - ii. on or before October 1 of each odd-numbered year, announce to the Members that nominations for State Representative positions, including self-nominations, are open, and that the closing date for nominations is December 1;

- iii. on or before December 31 of each odd-numbered year, except as otherwise provided in these Bylaws or required by law, determine the methods for balloting, counting, and certifying votes cast in the election; such methods of balloting may include balloting by mail and/or by electronic means pursuant to the Not for Profit Corporation Act;
    - iv. on or before January 15 of each even-numbered year, send to each Member in good standing the ballot and qualifications of each candidate running for State Representative in that state, the method for voting and notice that the deadline for submission of ballots is February 15; if ballots are sent to Members electronically, they shall be sent to the electronic address that appears on the records of the Association;
    - v. on or before March 1 of each even-numbered year, announce to the Members the names of the candidates elected as State Representatives; and
    - vi. maintain in the official records of the Association the total number of ballots counted and disallowed for each candidate.
  - c. Automatic Election. When the number of candidates for State Representative in a given state after the closing date for nominations, or at any subsequent time before the date of the election, is the same as or fewer than the number of State Representative positions to be elected, those candidates shall be deemed elected as of March 1. The distribution of ballots and the conduct of an election in that state shall not be required.
  - d. Unfilled Positions. Any unfilled State Representative position shall be considered vacant.
  - e. Balloting. State Representatives shall be elected by the Members in accordance with Section 1 and Section 2 of ARTICLE IV. Members shall be limited to one vote, even if a Member is a member of more than one Membership class. Except as otherwise provided by these Bylaws, State Representative candidates receiving the highest number of votes in each state shall be the State Representatives from that state. Any ballot cast by a person known not to be a Member in good standing of the Association, or on which the vote cast is not clear, will be disallowed. Each Member may vote only on those State Representatives nominated to represent the state in which the Member resides.
  - f. Tie Votes. In the event that a tie vote occurs among the candidates that would result in the election of more State Representatives than the state is qualified to elect, then among those candidates with the fewest number of votes who would otherwise win the election, the outcome shall be determined by a coin toss (or coin tosses should more than two persons tie for the final qualifying position.)
- 6. Representatives at Large. The Council of Representatives may have up to twenty-five (25) representatives who are not State Representatives elected by the Members (collectively, the "Representatives at Large"). Up to ten (10) Representatives at Large shall be elected by the State Representatives at the Council of Representatives annual business meeting in each even-numbered year (the "Elected Representatives at Large"). The Officers (other than the President and Chief Executive Officer) and the Directors (other than ex officio Directors) shall constitute the remaining Representatives at Large.
- 7. Qualifications of Elected Representatives at Large. Each candidate for Elected Representative at Large shall:

- a. Be a Member of the Association in good standing prior to his or her election.
  - b. Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors. Such candidate information statements must be submitted no later than 15 days prior to the date of the announced Council Business Meeting at which the election shall take place.
  - c. Be a legal resident of any state, the District of Columbia, or a United States territory, and at least 18 years of age at the time the individual would take office as an Elected Representative at Large.
8. Election of Elected Representatives at Large.
- a. Elected Representatives at Large shall be elected by the State Representatives at the annual business meeting of the Council of Representatives in even-numbered years. Prior to voting on all other offices, the Candidate Certification Committee shall inform the Council of Representatives of the names of those candidates qualified to run.
  - b. If the number of candidates for Elected Representatives at Large is less than the number to be elected, the Council of Representatives may move to elect the candidates by acclamation or to have an individual vote on each candidate.
  - c. If the Council of Representatives decides to vote on each candidate separately, or if the number of candidates is more than the number to be elected, then ballots shall be distributed with ballot counters being non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Each State Representative may cast ballots for candidates up to the number of positions to be filled. No State Representative may cast more than one vote for any candidate. In order to be elected, a candidate must be included on at least fifty percent (50%) of the cast ballots.
9. Term of Office. Representatives shall serve the following terms and until their successors are elected and qualified:
- a. each State Representative shall hold office for a term of two years beginning March 1 in even-numbered years, provided, however, that a State Representative that is elected as an Officer or Director shall automatically vacate his or her State Representative position and thereafter shall be a Representative at Large by virtue of his or her Officer or Director position and subject to the term of office set forth in Section 9(c) of this ARTICLE V;
  - b. each Elected Representative at Large shall hold office for a term of two years beginning immediately upon their election at the annual business meeting of the Council of Representatives in even-numbered years;
  - c. each other Representative at Large (i.e., each Officer and Director, other than the President and Chief Executive Officer and other than the ex officio Directors) shall hold office as a Representative at Large for his or her term of office as an Officer or Director, as the case may be; and
  - d. any Representative may resign at any time by written resignation lodged with the President and Chief Executive Officer.
10. Requirements for Re-Election. To seek re-election, each State Representative and Elected Representative at Large shall:

- a. have remained a Member in good standing of the Association during his or her current or immediately preceding term of office;
  - b. submitted a candidate information statement on a form adopted by the Board of Directors; and
  - c. have attended (including by way of Alternates described in Section 5 of ARTICLE VI) at least one-half (1/2) of all Council of Representatives meetings during his or her current or immediately preceding term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors. The request should include background information supporting the waiver request.
11. Vacancies. Any vacancy occurring in the Council of Representatives may be filled by the Board of Directors after consultation with the appropriate Officers, Directors, and Representatives. A person appointed to fill a vacancy shall serve the unexpired term of the person whose vacancy he or she is filling.
12. Membership Requirement. All Representatives must be and remain dues paying Members of the Association in good standing during their term in office. Failure to meet this requirement shall result in automatic removal from office unless cured within thirty (30) days of notification of Membership expiration.

## **Bylaws Proposal #9: Submitted by TJ Girsch with integrated amendment by Harvey Bowen and the Bylaws Committee**

Mr. Girsch is proposing that the Board of Directors elections should be simplified. Terms of office would be aligned so that we no longer have a situation in which a supermajority of the Board is up for election every two years. Board Officers would be selected by the Board from its members, and three seats made available for the Board to fill directly if needed skills are lacking among board candidates or certain member/rider demographics are under-represented on the Board, and the Council would elect its own Council Chair. The Vice Chair positions would be simplified, and the order of succession clarified.

The Bylaws Committee's integrated amendment separates the positions of Council Chair and Chair of the Board, so that each body may select its own presiding officer.

Bylaw proposal #9: Add "Council Chair" position to ARTICLE V, Section 7, Delete ARTICLE VIII, Section 6, replace ARTICLE VII Section 1, Section 6 Subsection (b), Section 7 Subsection (b), and ARTICLE VIII, Sections 1, 3, 4, and 12, and add a new section to the end of ARTICLE VII, as shown below.

### Proposed replacement text of ARTICLE V, Section 7

Presiding Officer. The Council of Representatives may in a manner of its choosing select a Council Chair. At all meetings of the Council of Representatives, the Council Chair, Chair of the Board, a Vice-Chair of the Board designated by the Chair of the Board, or if not so designated then selected by the Treasurer or Secretary, in the order named, shall preside as the presiding officer of the meeting (the "Presiding Officer"). If none of them is present, any other Director may be designated by the Representatives present as Presiding Officer.

### Proposed replacement text of ARTICLE VII, Section 1

Composition. The Board of Directors shall consist of no fewer than ten (10) and no more than fifteen (15) Directors, which shall include up to 12 "elected directors" and up to three "appointed directors." In addition, both the Immediate Past Chair and the Immediate Past Treasurer shall serve as an *ex officio* member of the Board of Directors. The *ex officio* Directors shall not have voting rights and shall not be included in the total number of authorized Directors or counted for purposes of determining whether a quorum is present.

### Proposed replacement text of ARTICLE VII, Section 6, subsection (b)

The twelve (12) Elected Directors shall be divided into three (3) classes (A, B, and C), with four (4) seats in each class. In the first two elections following the adoption of the bylaw change, newly elected or reelected Directors shall be assigned to the classes based on the share of the vote each received, with the highest vote-getters receiving the longest terms. Upon completion of the initial term of each of the three classes, Elected Directors shall be elected to succeed those Elected Directors whose terms expire, and such elections shall be for three-year terms of office, each to expire at the third succeeding annual meeting of the Council of Representatives after their election. Each Elected Director shall hold office until his or her successor has been duly elected and qualified or their removal by the Council of Representatives or MARC. In the event of an increase in the number of Elected Directors, the Board of Directors shall assign the newly created directorship or directorships to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Elected Directors.

### Proposed replacement text of ARTICLE VII, Section 7, Subsection (b)

met the service requirements as set out in these bylaws during the Elected Director's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;

Proposed new section ARTICLE VII, Section 13

Appointed Directors. The Council-elected Members Board of Directors *may*, by a sixty percent (60%) vote, appoint up to three (3) "Appointed Directors," in cases where such Appointed Directors possess needed expertise, or represent demographics that are under-represented among the seated Directors. Each Appointed Director shall hold office for one year following the date of their appointment and may be reappointed for an unlimited number of terms. The Appointed Directors shall be voting members of the Board of Directors except that they may not participate in voting for appointments of Appointed Directors.

Proposed replacement text of ARTICLE VIII, Section 1

Officers. The officers of the Association (the "Officers") shall include a Chair, a Vice-Chair, a Second Vice-Chair, a Treasurer, a Secretary, and the President and Chief Executive Officer. The Officers (apart from President/CEO) shall be selected by the Board of Directors in a manner and at times of their own choosing. Officers, other than the President and Chief Executive Officer, also shall be Directors and shall not be employees of the Association. The President and Chief Executive Officer shall be an employee of the Association, as set forth in ARTICLE X.

Proposed replacement text of ARTICLE VIII, Section 3

Selection of Officers. The Officers, other than the President and Chief Executive Officer, shall be selected by the Directors by a manner of their choosing. Any selection of an Officer ~~se~~ by the Board of Directors may be overruled by a vote of 2/3 of all Council of Representatives present at any Council Business Meeting where a quorum is present.

Proposed replacement text of ARTICLE VIII, Section 4

Term of Office. Officers, other than the President and Chief Executive Officer, shall take office as soon as they are selected. Each Officer shall hold office until her or his successor shall have been duly selected, they are removed by the Council of Representatives or MARC, or a term limit has been reached, provided that an Officer may resign at any time by written resignation submitted to the President and Chief Executive Officer. The Chair may serve up to six (6) years. There are no limits to the number of years that other officers may serve. Term-limited officers may not serve on the Board of Directors in any voting capacity until at least four (4) years following the expiration of their last voting term.

Proposed replacement text of ARTICLE VIII, Section 12

Vice Chairs. The Vice Chair and Second Vice Chair are responsible for leading and coordinating the work of the Association as assigned by the Chair. In addition, the Vice Chair shall, in the absence of the Chair or in the event of the Chair's inability or refusal to act, be deemed acting Chair and perform the duties of Chair. In the event that both the Chair and the Vice Chair are unable or unwilling to fulfill these duties, in order, the Secretary, Treasurer, or the Second Vice Chair shall be deemed acting Chair. When so acting,

the acting Chair shall have all the powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned by the Board of Directors.

For reference: Article V, Section 7

Presiding Officer. At all meetings of the Council of Representatives, the Chair of the Board, a Vice-Chair of the Board designated by the Chair, or if not so designated then selected by the Treasurer or Secretary, in the order named, shall preside as the presiding officer of the meeting (the "Presiding Officer"). If none of them is present, any other Director may be designated by the Representatives present as Presiding Officer.

For reference: The complete text of ARTICLE VII

#### BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of no fewer than ten (10) and no more than fifteen (15) Directors, which shall include (a) the Chair, the four Vice-Chairs, the Treasurer, and the Secretary as set forth in Article VIII; and (b) at least three (3) and up to eight (8) Directors who are not also Officers (the "Elected Directors"). In addition, each of the Immediate Past Chair and the Immediate Past Treasurer shall serve as an ex officio member of the Board of Directors. The ex officio Directors shall not have voting rights and shall not be included in the total number of authorized Directors or counted for purposes of determining whether a quorum is present.
2. General Powers. The Board of Directors shall exercise overall direction and control over the affairs of the Association, including the formulation of Association program and policies.
3. Responsibilities of the Board of Directors. The members of the Board of Directors shall:
  - (a) understand the purpose of the Association and have general knowledge of how the Association is functioning; assure adherence to the purposes of the Association and monitor effectiveness in achieving results and compliance with the Articles of Incorporation, Bylaws and the tax-exempt status of the Association;
  - (b) set organizational goals and policy and oversee its administration by competent staff; review, adopt and monitor long-range and annual plans and budgets; review regular financial reports; ensure timely completion of annual audits and filing of required tax returns;
  - (c) provide for competent legal counsel to assure compliance with applicable local, state and federal laws, including timely filing of reports and meeting procedures;
  - (d) appoint and regularly review the performance of the President and Chief Executive Officer;
  - (e) assure a personnel program that provides competent staff; assure that staff compensation and professional consulting fees are reasonable;
  - (f) ensure adequate financial resources to conduct the Association's activities;
  - (g) provide for regular meetings of the Board of Directors and its committees with adequate reports on and discussion of organizational activities;
  - (h) provide for prudent and sound investment and management of Association funds and assets not expended directly for charitable purposes, to yield a reasonable return without undue risk; and
  - (i) protect the Association's property, including reasonable provision for safekeeping, replacement and divestment procedures that will benefit the organization.
4. Qualifications of Elected Directors. Each candidate for Elected Director shall:
  - (a) be a dues paying member in good standing of the Association;



- (b) have been a member of the Council of Representatives, the Board of Directors, or an Officer for at least one term; the Board of Directors may waive this requirement for exceptional candidates by majority vote;
  - (c) submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors; and 12
  - (d) be a registered voter.
5. Election of Elected Directors. At each of its annual business meetings, the Council of Representatives shall elect or re-elect individuals to serve as successors to the Elected Directors whose terms will be expiring at such annual business meeting. Election of Elected Directors shall follow the election of the Officers pursuant to Section 3 of Article VIII. If there are more candidates than positions for Elected Directors, then ballots shall be used; ballot counters shall be non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Any person who has filed a candidate information statement and been qualified for candidacy by the Candidate Certification Committee for any of a State Representative, Elected Representative at Large, or Officer position in the current election cycle may nominate himself or herself from the floor provided that he or she meets any additional requirements to serve as Elected Director. In the event that a tie occurs among the persons qualifying for the final Elected Director position, and the tie resulted in an excess number of Elected Directors potentially to be elected to the number of positions available, then a second ballot vote will be conducted among the tied candidates to determine which of them shall be elected as an Elected Director. Should the second vote also result in a tie, then the election shall be determined by a coin toss.
6. Term of Office. Directors shall serve the following terms and until their successors are elected and qualified:
- (a) Each of the Chair, Vice Chairs, Treasurer, and Secretary shall hold office as a Director for the term of office specified in Section 4 of Article VIII.
  - (b) The three (3) to eight (8) Elected Directors shall be divided into three (3) classes, as nearly equal in number as possible, as shall be designated by resolution adopted by a majority of the total number of Directors in office as of the date of adoption of these Bylaws. The initial term of the first class of Elected Directors shall be one (1) year; the initial term of the second class of Elected Directors shall be two (2) years; and the initial term of the third class of Elected Directors shall be three (3) years. Upon completion of the initial term of each of the three classes, Elected Directors shall be elected to succeed those Elected Directors whose terms expire, and such elections shall be for three-year terms of office, each to expire at the third succeeding annual meeting of the Council of Representatives after their election. Each Elected Director shall hold office until his or her successor has been duly elected and qualified. In the event of an increase in the number of Elected Directors, the Board of Directors shall assign the newly created directorship or directorships to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Elected Directors.
  - (c) Each of the Immediate Past Chair and the Immediate Past Treasurer shall hold office as a non-voting ex officio Director so long as he or she holds the position of Immediate Past Chair and Immediate Past Treasurer, respectively.
7. Requirements for Re-Election. To qualify for re-election, an Elected Director shall have:

- (a) attended at least two-thirds of the meetings of the Board of Directors held during the Elected Director's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;
  - (b) met the minimum requirements for attendance of Council of Representatives meetings as an Elected Representative at Large held during the Elected Director's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors;
  - (c) remained a Member in good standing of the Association during his or her term of office;
  - (d) submitted a candidate information statement on a form adopted by the Board of Directors; and
  - (e) remained a registered voter.
8. Membership Requirement. All Directors must remain dues paying Members in good standing of the Association throughout their term of office. Failure to meet this requirement shall result in automatic removal from office unless cured within 30 days of notification of Membership expiration.
9. Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Association. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An individual's resignation as an Officer or as the Immediate Past Chair or the Immediate Past Treasurer also shall be deemed to be the individual's resignation as a Director or as an ex officio Director, as the case may be.
10. Removal and Vacancies Caused by Removal. Any Director may be removed from office by the affirmative vote of at least two-thirds of the Representatives present and voting at a business or special meeting at which a quorum is present. No Director shall be removed at a business or special meeting of the Council of Representatives unless the written notice of such meeting is delivered to all Representatives at least twenty (20) days prior to such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Director vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
11. Vacancies. Any Director vacancy, except one caused by removal, may be filled by a majority vote of the Board of Directors. A person elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.
12. Salaries. Directors shall serve without salary; however, unless otherwise provided by law, these Bylaws or an Association Policy, a Director may be paid reasonable compensation for services he or she provides to the Association exclusive of his or her service as a Director that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Association.

For reference: The complete text of ARTICLE VIII

#### OFFICERS

1. Officers. The officers of the Association (the "Officers") shall include a Chair, four Vice-Chairs, a Treasurer, a Secretary, and the President and Chief Executive Officer, and may include such other Officers as may be elected by the Council of Representatives from time to time. Officers,

other than the President and Chief Executive Officer, also shall be Directors and shall not be employees of the Association. The President and Chief Executive Officer shall be an employee of the Association, as set forth in Article X.

2. Qualifications of Officers. Each candidate for Officer shall:
  - (a) be a dues paying Member in good standing of the Association;
  - (b) have been a Representative or Director for at least one complete term; the Council of Representatives may waive this requirement for exceptional candidates by majority vote;
  - (c) submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors; and
  - (d) be a registered voter.
3. Election of Officers. The Officers, other than the President and Chief Executive Officer, shall be elected by the Council of Representatives at their annual meeting in evennumbered years. Election of Officers shall follow the election of Representatives at Large and be held in the following order: Chair, Vice Chairs, Secretary, and Treasurer. If there are more candidates than positions, then ballots shall be used; ballot counters shall be non-candidates. Balloting may be conducted by paper ballots, electronic voting devices, or any other voting method determined by the Board of Directors. Any person who has filed a candidate information statement and has been qualified for candidacy by the Candidate Certification Committee for either a State Representative or Elected Representative at Large may nominate himself or herself from the floor provided he or she meets any additional requirements to serve in that office. Candidates who were not elected to one Officer position shall be eligible to nominate themselves for other Officer positions from the floor.

In the event that more than two persons run for either the position of Chair, Treasurer, or Secretary, and the election results in no one receiving a majority of the cast votes, then a second vote shall take place among the top two finishers.

In the event that only two people run as candidates for either the position of Chair, Treasurer, or Secretary, and the election results in a tie, then the tie shall be broken by a coin toss. If multiple candidates run for their positions and a tie occurs between the top finishers, then a second vote shall be taken by ballot with only the top finishers being on that ballot. Should the second ballot still result in a tie, then that tie shall be broken by a coin toss.

In the event that more than four persons run for the positions of Vice Chair, and the election results in a tie for the last position of Vice Chair and would cause more than four Vice Chairs to be elected, then a second vote shall be taken by ballot with only the tied candidates listed. If the second ballot results in a tie, then that tie shall be broken by a coin toss.
4. Term of Office. Officers, other than the President and Chief Executive Officer, shall take office at the conclusion of the annual business meeting of the Council of Representatives at which they are elected. Each Officer shall hold office for two years and until her or his successor shall have been duly elected, provided that an Officer may resign at any time by written resignation submitted to the President and Chief Executive Officer. Officers, except the Treasurer and Secretary, may serve up to three consecutive terms in the same office. There are no limits to the number of times that either the Treasurer or Secretary may be re-elected.
5. Membership Requirement. Officers must remain dues paying Members in good standing of the Association during their terms in office. Failure to meet this requirement will result in automatic

removal from office, unless cured within thirty (30) days of notification of Membership expiration.

6. Requirements for Re-Election. To qualify for re-election, an Officer shall have:
  - (a) attended at least two-thirds of the Board of Directors meetings and threequarters of the Council of Representatives meetings held during the Officer's current or immediately preceding term of office, unless otherwise excused by a majority vote of the Board of Directors; term of office;
  - (b) remained a Member in good standing of the Association during his or her
  - (c) submitted a candidate information statement on a form adopted by the Board of Directors; and
  - (d) remained a registered voter.
7. Removal and Vacancies Caused By Removal. Any Officer, other than the President and Chief Executive Officer, may be removed, with or without cause, by a two-thirds vote of the Representatives present and voting at a business or special meeting at which a quorum is present. Officer vacancies caused by removal shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
8. Vacancies for Other Reasons. Except as otherwise set forth in Section 11 of this Article VIII, a vacancy in any Officer position because of death, resignation or otherwise shall be filled by majority vote of the Board of Directors for the unexpired portion of the term of the Officer whose seat has become vacant.
9. Chair. The Chair of the Board shall be the principal Officer of the Association and shall serve as both Chair of the Board of Directors and Chair of the Council of Representatives. The Chair has the ultimate responsibility for and authority to supervise and control the business and affairs of the Association. In general, the Chair shall perform all duties incident to the Office of Chair, and such other duties as may be prescribed by the Board of Directors from time to time.
10. Immediate Past Chair and Treasurer. When each of the Chair and the Treasurer leave office at the end of his or her last term, he or she shall assume the title of Immediate Past Chair and Immediate Past Treasurer, respectively. Each of the Immediate Past Chair and Immediate Past Treasurer shall be a non-voting, ex officio member of the Board of Directors.
11. Succession. Upon the death, disability, resignation or removal of the Chair, the President and Chief Executive Officer shall immediately become acting Chair, perform all the duties of and have all of the authority of the Chair for a period not to exceed 30 days. With this one exception, the same person shall not serve as both Chair and President and Chief Executive Officer. Within 30 days of the end of the prior Chair's service, the Board of Directors shall elect a new Chair. In the event that the Board of Directors fails to elect a new Chair within 30 days, it shall elect an interim Chair from among the then-current Vice Chairs to act as Chair on a temporary basis.
12. Vice Chairs. Vice Chairs are responsible for leading and coordinating the work of the Association as assigned by the Chair. In addition, one of the Vice Chairs (either designated by the Chair or if none has been designated then one selected by majority vote of the Board of Directors) shall, in the absence of the Chair or in the event of the Chair's inability or refusal to act, be deemed acting Chair and perform the duties of Chair. When so acting, the acting Chair shall have all the

powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned by the Board of Directors.

13. Treasurer. The Treasurer shall supervise the custody of all funds and securities of the Association. The Treasurer shall:
  - (a) review procedures designed to (i) ensure that all moneys due and payable to the Association are properly received and accounted for, and that all such moneys are deposited in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (ii) ensure that all disbursements are properly made and accounted for;
  - (b) supervise an independent Certified Public Accountant in her or his performance of a formal annual audit of the Association's financial records as required by these Bylaws;
  - (c) perform all other duties incident to the office of Treasurer including serving on the Finance Committee and such other duties as from time to time may be assigned by the Chair or by the Board of Directors;
  - (d) if required by the Board of Directors, give a bond for the faithful discharge of duties in such sum and with such sureties as the Board of Directors may determine.
14. Secretary. The Secretary is responsible for ensuring that:
  - (a) unless responsibility for notice is delegated to another party under these Bylaws, all notices are given as required by these Bylaws or by law;
  - (b) corporate records, the seal of the association and the minutes of the meetings of the Board of Directors and the Council of Representatives are kept in a manner prescribed by law;
  - (c) the minutes of such meetings are available for distribution no more than 30 days after adjournment of meetings;
  - (d) perform all other duties incident to the office of Secretary and such other duties that may be assigned by the Chair or by the Board of Directors.
15. Absence of Officers. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties, or any such powers or duties, of any Officer to any other Officer or to any Director except that any permanent vacancies shall be filled in accordance with Section 8 of this Article VIII.
16. Salaries. The Chair, Vice Chairs, Treasurer and Secretary shall serve without salary; however, unless otherwise prohibited by law, these Bylaws or an Association policy, such Officers may be reasonably compensated for services, exclusive of their service as Officers or Directors, that they provide to the Association that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Association, so long as such Officers comply with any policies adopted by the Board of Directors.

## Bylaws Proposal #10 – Submitted by Harvey Bowen.

Mr. Bowen’s proposal is intended to streamline and simplify the committee structures defined in the bylaws. This change is not intended to and should not change the powers or actions of any existing committees, as all existing committees appear to fit within the simpler structure. Non-special committees would have a clearer structure for self-management and a requirement to report on their actions.

The Bylaws Committee worked on this draft before completion, and it may be considered our proposal.

Bylaws proposal #10: Replace ARTICLE XI with the below. This is a cleaning up of the section to make it more workable and adds a section with default committee processes including regular reporting.

Proposed revised text of ARTICLE V:

### ARTICLE XI COMMITTEES

1. Types of Committees. The Association has four general types of committees: Council Committees, Board Committees, Special Committees, and Program Committees.
2. Duration of Committees. Unless specified otherwise by the enabling body (Council or Board,) all committee types are Standing Committees, and are tasked with studying and making recommendations on particular issues and which report at each Council of Representatives meeting as to the progress of their work.
3. Council Committees.
  - a. Council Committees are be established majority vote of the Representatives present at a business or special meeting of the Council of Representatives.
  - b. No Council Committee shall act on behalf of the Association or bind it to any action.
  - c. The Council may delegate Council responsibilities to a Council Committee, in which case it may act on behalf of the Council, except as may be prohibited by the Not for Profit Corporation Act.
    - i. Whenever a Council Committee is acting on behalf of the Council, the participants in any Council Committee vote must be at least 50%+1 Representatives.
  - d. Each Council Committee shall submit a report to the Council at each Spring Council Meeting.
4. Board Committees.
  - a. Board Committees are established by the Board of Directors and report directly to the Board.
  - b. Board Committees shall be composed of at least two Directors, and may contain Representatives and Members, provided that a majority of a Board committee must be composed of Directors
  - c. A Board Committee must have a majority of Directors present to reach quorum. (In other words, the participants in any Board Committee vote must be at least 50%+1 Directors.)
  - d. The Board of Directors may establish such committees as it may deem necessary or desirable to:
    - i. discharge its fiduciary responsibilities to the Members or comply with law;
    - ii. provide adequate oversight of the Association's activities; or
    - iii. assist the Board and/or professional staff in accomplishing the Association's purpose and mission.
  - e. The Board of Directors may delegate to such Board Committees authority to act on behalf of the Board of Directors, except as may be prohibited by the Not for Profit Corporation Act.

- f. The Board of Directors shall conduct reviews of each Board committee's performance at least once yearly.
5. Special Committees: The Association shall have the following Special Committees:
- a. Candidate Certification Committee. At its regular fall business meeting in odd numbered years, the Council of Representatives shall appoint a Candidate Certification Committee consisting of at least five (5) State Representatives, no two (2) of which shall be from the same state, to solicit and approve the qualifications of prospective candidates for the elective positions of the Association. The committee shall:
    - i. evaluate the qualifications of candidates for election or re-election to all elective positions of the Association, including Representative, using the candidate information statements and other information available to the committee,
    - ii. report its findings to the Members regarding the qualifications of candidates for State Representative; and
    - iii. report its findings on candidate qualifications for Elected Representatives at Large and Officers to the Council of Representatives at its annual business meeting in even numbered years.

The Candidate Certification Committee shall not make endorsements of any candidate or propose a slate of candidates for any Director or Officer positions.

Candidates for election to Director or Officer positions shall submit their candidacy on a candidate information statement to the President and Chief Executive Officer no later than 40 days before the next Council Business Meeting. The President and Chief Executive Officer shall forward the candidate information statements which have been received to the entire Candidate Certification Committee within 10 days of receipt. The committee shall have its report of qualified candidates ready for distribution to the Council of Representatives by the opening session of the Council of Representatives' spring business meeting. The Candidate Certification Committee shall not act on behalf of the Association or bind it to any action but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein. In the event of a vacancy on the Committee, the Board may appoint interim members to the Committee. Such appointed committee members will serve until the next regularly scheduled Council Business Meeting, at which time the Council will vote to permanently fill the vacancy. Appointed interim committee members may run for the permanent position.

- b. Finance Committee. The Finance Committee will be composed of the Chair, Treasurer, and additional Directors, Representatives, or any Member in good standing who has expertise in this area. The Finance Committee Chair will be appointed by the Board Chair. The additional members will be appointed by the Finance Committee Chair. The Finance Committee shall review the annual budget prepared by the staff of the Association and make its recommendations to the Board of Directors, which shall have the ultimate authority to approve, modify or reject that budget. The Finance Committee shall work with the staff to develop and implement fiscal policies and procedures. The Finance Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein.
- c. Membership Action Review Committee. The MARC will consist of up to eight (8) members total; the President and Chief Executive Officer, up to five (5) Representatives, up to one (1) staff member, and up to one (1) additional member.

- i. Up to five (5) Elected members of the Council of Representatives may be voted to the MARC at any Council Business meeting, adding to or replacing current Representatives, so long as the total number of Representatives elected to the MARC does not exceed five (5).
- ii. The MARC shall elect a Chair from among its members who are also Representatives.
- iii. Staff members and additional members may be nominated by the MARC Chair and approved by a vote of the committee. There is no requirement that the Chair make such nominations, and nominations may come only from the Chair. Candidates for the MARC should submit a candidate information statement to President and Chief Executive Officer prior to consideration by the MARC. The President and Chief Executive Officer shall forward candidate information statements to the Candidate Certification Committee. The Candidate Certification Committee shall have its report on the qualification of candidates to the MARC within 30 days of receipt of each candidate information statement.
- iv. Staff members and additional members serve at the pleasure of the MARC for up to one year and may be renominated by the Chair and re-approved by the committee thereafter.
- v. The MARC shall keep the Board informed of the membership of the MARC and provide a basic report of the committee's membership and attendance at each meeting.
- vi. If a MARC Representative member resigns his or her seat on the Council of Representatives or from the MARC before their term expires, a vacancy is created with the same term of office as the departed Representative. The MARC or the Board of Directors may fill any such vacancy by vote.
- vii. The MARC must have at least five (5) members present and at least 50% of the members present must Representatives to reach quorum. The participants in any MARC must be at least 50% Members of the Council of Representatives.

The MARC shall consider and, if appropriate, act on reports of Member conduct that is detrimental to the Association, including but not limited to conduct that violates the Association's Code of Conduct, as may be amended from time to time, as set forth in detail in ARTICLE III, Section 3 and other sections of the bylaws. In the event a MARC member or guest of the committee is the subject of a report of Member conduct, they must recuse themselves from the deliberations and the MARC, in its sole discretion, may remove by majority vote the individual from the MARC if deemed appropriate.

6. Program Committees. The Board of Directors may establish one or more program committees as it deems useful for the Association. Such committees, which may but need not include members of the Board of Directors, may design and recommend programs to implement policies established by the Board of Directors and achieve Association goals, but may not act on behalf of or bind the Association to any action. Such committees shall have such members, duties, and powers as the Board of Directors shall designate by resolution. Unless otherwise provided in a resolution of the Board of Directors, Program Committees may seek out individuals to become members of such committee and may recommend to the Board of Directors that such individuals be appointed to such committee. Program Committees may invite guests to attend and participate as guests in Program Committee meetings.
7. Default Committee Processes. Unless otherwise provided in a resolution of the Board of Directors or Council of Representatives, or elsewhere in these bylaws, the defaults for committees are:



- a. **Committee Chair Appointments.** The Board Chair shall appoint committee chairs, subject to confirmation by a majority vote of the Board of Directors. Committee chairs may at any time resign by written resignation submitted to the President and Chief Executive Officer.
- b. **Vacancies.** Vacancies in the membership of any committee may be filled by the Board of Directors.
- c. **Meetings, Manner of Acting.** The chair of a committee shall by appropriate notice call meetings of such committees as required or whenever requested to do so by a majority of the committee or by the Board of Directors., a majority of committee members shall constitute a quorum. The act of a majority of members at a committee meeting at which a quorum is present shall be the act of the committee. The chair of each committee shall provide periodic reports to the Board of Directors of the activities of the committee. Committee members may participate in and act at any meeting of the committee on which they serve through use of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.
- d. **Action by Written Consent.** Any act which may be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by greater than or equal to two-thirds ( $\geq 2/3$ ) of committee members entitled to vote with respect to the subject matter thereof. Such consent shall be evidenced by approvals submitted to the Association either in writing with a committee member's signature and/or by electronic means by a committee member from the e-mail address of that committee member that appears in the Association's records. All the approvals evidencing consent shall be delivered to the Secretary for filing with the Association's records. Unless otherwise provided by the consent, the action shall be effective as of the date that the last committee member provides written or electronic consent.

For reference: Current text of the complete ARTICLE V:

#### COMMITTEES

1. **Types of Committees.** The Association has three general types of committees: Council Committees, Board Committees, and Special Committees.
2. **Council Committees.** Council Committees may be created by either the Chair or a majority vote of the Representatives present at a business or special meeting of the Council of Representatives. Council committees can be of two types: (a) Standing committees, which are tasked with studying and making recommendations on particular issues and which report at each Council of Representatives meeting as to the progress of their work. Standing committees can be composed of Directors, Officers, Representatives and Members. (b) Ad hoc committees, which are tasked to resolve specific issues and complete their work by a specific date. Ad hoc committees make their findings available to the Council of Representatives and make a final report to the Board of Directors when their task is completed, upon which the committee is automatically dissolved. Ad hoc committees can be composed of Directors, Officers, Representatives and Members. No Council Committee shall act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors.

3. Board Committees. (a) Board committees are established by the Board of Directors and report directly to the Board. Board committees shall be composed of at least two Directors, and may contain Representatives and Members, provided that a majority of a Board committee must be composed of Directors. (b) The Board of Directors may establish such committees as it may deem necessary or desirable to: (i) discharge its fiduciary responsibilities to the Members or comply with law; (ii) provide adequate oversight of the Association's activities; or (iii) assist the professional staff in accomplishing the Association's purpose and mission. (c) The Board of Directors may delegate to such Board Committees authority to act on behalf of the Board of Directors, except as may be prohibited by the Not for Profit Corporation Act. (d) The Board of Directors shall conduct periodic reviews of each committee's performance. Unless extended by the Board of Directors, ad hoc committees will disband after completion of their designated task or after four (4) years, whichever occurs first. Standing committees continue until abolished by the Board of Directors.
4. Special Committees. The Association shall have the following Special Committees: 20 (a) Special Projects Committee. The Special Projects Committee will consist of three (3) to five (5) members, as determined from time to time by the Board of Directors, which shall include the President and Chief Executive Officer, at least one Director, and at least one Representative who is not also a Director or Officer. The Immediate Past Chair will serve as an ex officio member. The President and Chief Executive Officer will be the Chair of the committee. The Chair and the President and Chief Executive Officer will consider and vet candidates submitted by any Member and shall present them to the Board of Directors for approval. The full Board of Directors will vote on each nominee presented. Committee member terms will be two years and staggered so that not all member terms expire in the same year. For the initial appointments, two of the members of the committee will have three-year terms. If a committee member resigns his or her seat on the Board of Directors or Council of Representatives (if applicable) before his or her term expires, the Chair and President and Chief Executive Officer will nominate a new individual to fulfill the remainder of the term. Committee members should possess an understanding of managing significant projects and project financials and have a clear understanding of the mission and vision of the Association. The Special Projects Committee shall work with the Board of Directors, Council of Representatives and the staff during the annual budgeting cycle to (i) identify potential initiatives which will advance the mission and vision of the Association throughout the year; (ii) evaluate and prioritize all initiatives in order to select and recommend to the Board of Directors the projects to be executed in the following year; and (iii) recommend to the Board of Directors the allocation of Association funds among such initiatives. On a regular basis, the Special Projects Committee will monitor the progress and success of the approved initiatives on quality of deliverables, achievement of project schedule, and financial responsiveness. Periodic reports will be provided to the Board of Directors and the Council of Representatives in order to ensure transparency. The Special Projects Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein. (b) Investment Committee. The Investment Committee will consist of three (3) to five (5) members, as determined from time to time by the Board of Directors, and shall include the Treasurer, at least one additional Director, and at least one Representative who is not also a Director. Members who are neither Directors nor Representatives may be appointed if the Board of Directors determines that they have the appropriate qualifications to be a member of the committee. The Treasurer will be the chair of the committee. The Chair and the Treasurer will nominate candidates who meet the desired qualifications. The full Board of Directors will vote on each nominee presented. Committee members will serve two-year terms, to be staggered so

that not all terms expire in the same year. For the initial appointments, two of the members will have three-year terms. If a committee member resigns his or her seat on the Board of Directors or Council of Representatives (if applicable) before his or her term expires, the Chair and the Treasurer will nominate a new individual to fulfill the remainder of the unexpired term. Committee members should have fluent knowledge of investing and finance. The Investment Committee shall have the following accountabilities: (i) recommendation to the Board of Directors of one or more external investment managers who will manage the Association's investments; (ii) recommendation to the Board of Directors of the investment risk allocation for 21 each investment based on input from multiple internal and external sources; and (iii) monitoring and reviewing of investment performance with the investment managers or managers and the Board of Directors. The Investment Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein. (c) Candidate Certification Committee. At its regular fall business meeting in odd numbered years, the Council of Representatives shall appoint a Candidate Certification Committee consisting of at least five (5) State Representatives, no two (2) of which shall be from the same state, to solicit and approve the qualifications of prospective candidates for the elective positions of the Association. The committee shall: (i) evaluate the qualifications of candidates for election or re-election to all elective positions of the Association, including Representative, using the candidate information statements and other information available to the committee; (ii) report its findings to the Members regarding the qualifications of candidates for State Representative; and (iii) report its findings on candidate qualifications for Elected Representatives at Large and Officers to the Council of Representatives at its annual business meeting in even numbered years. The Candidate Certification Committee shall not make endorsements of any candidate or propose a slate of candidates for any Director or Officer positions. Candidates for election to Director positions shall submit their candidacy on a candidate information statement to the President and Chief Executive Officer no later than the close of business on March 31st. The President and Chief Executive Officer shall forward the candidate information statements which have been received to the entire Candidate Certification Committee. The committee shall have its report of qualified candidates ready for distribution to the Council of Representatives by the opening session of the Council of Representatives' spring business meeting. The Candidate Certification Committee shall not act on behalf of the Association or bind it to any action but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein. In the event of a vacancy on the Committee, the Board may appoint interim members to the Committee. Such appointed committee members will serve until the next regularly scheduled Council Business Meeting, at which time the Council will vote to permanently fill the vacancy. Appointed interim committee members may run for the permanent position. (d) Finance Committee. The Finance Committee will be composed of the Chair, Treasurer, and additional Directors, Representatives, or any Member in good standing who has expertise in this area. The Finance Committee chair will be appointed by the Chair. The additional members will be appointed by the Finance Committee Chair. The Finance Committee shall review the annual budget prepared by the staff of the Association and make its recommendations to the Board of Directors, which shall have the ultimate authority to approve, modify or reject that budget. The Finance Committee shall work with the staff to develop and implement fiscal policies and procedures. The Finance Committee shall not act on behalf of the Association or bind it to any action, but may only make recommendations to the Council of Representatives or Board of Directors as set forth herein. (e) Program Committees. The Board of Directors may establish one or more program committees as it deems useful for the Association. Such

committees, which may but need not include members of the Board of Directors, may design and recommend programs to implement policies established by the Board of Directors and achieve Association goals, but may not act on behalf of or bind the Association to any action. Such committees shall have such members, duties, and powers as the Board of Directors shall designate by resolution. Program Committees may seek out individuals to become members of such committee and may recommend to the Board of Directors that such individuals be appointed to such committee. Until such time as such individuals are appointed to the committee by the Board of Directors, the Program Committee may invite them to attend and participate as guests in Program Committee meetings. (f) Membership Action Review Committee. The MARC will consist of six (6) members total; the President and Chief Executive Officer and five (5) Representatives who are not Officers or Directors. The five (5) Representatives will be elected at the Council of Representatives' annual business meeting, except that the initial members of the MARC shall be appointed by the Board of Directors and will serve until April 2019 when the Council of Representatives elects the MARC at its annual business meeting. Candidates for the MARC should submit a candidate information statement to President and Chief Executive Officer no later than March 31. The President and Chief Executive Officer shall forward the candidate information statements to the Candidate Certification Committee. The Candidate Certification Committee shall have its report of qualified candidates ready for distribution to the Council of Representative by the opening session of the annual spring business meeting. Each elected member of the MARC shall serve for a one-year term and may be elected to only three (3) consecutive terms. If a MARC member resigns his or her seat on the Council of Representatives or on the MARC before his or her term expires, the MARC will appoint a new individual to fulfill the remainder of the term. The MARC shall elect a chairperson from among its members. The MARC shall consider and, if appropriate, take action on reports of Member conduct that is detrimental to the Association, including but not limited to conduct that violates the Association's Code of Conduct, as may be amended from time to time, as set forth in detail in ARTICLE III, Section 3. In the event a MARC member is the subject of a report of Member conduct, the Member must recuse himself or herself from the deliberations and the MARC, in its sole discretion, may remove the individual from the MARC if deemed appropriate.

5. Committee Chair Appointments and Terms of Office. Unless otherwise specified herein, the Chair shall appoint committee chairs, subject to confirmation by a majority vote of the Board of Directors. Committee chairs shall serve no more than three consecutive two-year terms, provided that the chair of a committee may at any time resign by written resignation submitted to the President and Chief Executive Officer.
6. Vacancies. Vacancies in the membership of any committee may be filled by the Board of Directors.
7. Meetings, Manner of Acting. The chair of a committee shall by appropriate notice call meetings of such committees as required or whenever requested to do so by a majority of the committee or by the Board of Directors. Unless otherwise provided in a resolution of the Board of Directors, a majority of committee members shall constitute a quorum. The act of a majority of members at a committee meeting at which a quorum is present shall be the act of the committee. The chair of each committee shall provide periodic reports to the Board of Directors of the activities of the committee. Committee members may participate in and act at any meeting of the committee on which they serve through use of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

8. Action by Unanimous Written Consent. Any act which may be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all committee members entitled to vote with respect to the subject matter thereof. Such consent shall be evidenced by approvals submitted to the Association either in writing with a committee member's signature and/or by electronic means by a committee member from the e-mail address of that committee member that appears in the Association's records. All the approvals evidencing consent shall be delivered to the Secretary for filing with the Association's records. Unless otherwise provided by the consent, the action shall be effective as of the date that the last committee member provides written or electronic consent.