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Article I - Name		
<p>Article I - Name The name of this corporation is the Community Center for the Performing Arts (CCPA).</p>	<p>Article I - Name: The name of this corporation is the Community Center for the Performing Arts, Inc.</p>	<p>No Change other than introduces the abbreviation CCPA.</p>
Article II - Purposes		
<p>Article II - Purposes The Community Center for the Performing Arts is a corporation organized for Public Benefit under ORS 60.750 to ORS 60.770. It is tax exempt with a public or charitable purpose under section 501 (c) (3) of the Internal Revenue Code.</p> <p>The purpose of the CCPA is the maintenance and operation of the Woodmen of the World Hall at 291 W. 8th Avenue, Eugene, OR for use as a community center for the performing arts, which will advocate for and provide educational and cultural activities, performances, shows, and events that support arts and arts education within the region, <u>and offer space for community meetings and gatherings.</u> It is a goal of the CCPA to maintain the building exterior in a manner that expresses its original character as nearly as is practicable. Members of the CCPA upon being accepted to membership shall agree to</p>	<p>Article II - Purposes and Goals: The purposes of the organization are as stated in the Articles of Incorporation of the Committee to Secure a Westside Community Center for the Performing Arts, Inc. (incorporated by the State of Oregon). The specific goals which are intended to achieve those purposes are as follows: This organization and its members will engage in all lawful activities necessary or helpful in achieving the purchase, maintenance and operation of the Woodmen of the World Hall at 291 W. 8th Avenue, Eugene, OR for use as a community center for the performing arts, as long as it is practicable to do so. It will be a goal of the C.C.P.A. (Community Center for the Performing Arts) to maintain the building exterior in a manner that expresses its original character as nearly as is practicable. Members of the C.C.P.A. upon being accepted to membership shall agree to prevent and resist any efforts by any person, organization, corporation or</p>	<p>The proposed new Article II - Purposes simplifies some unnecessary language, includes counsel recommended legal citations at the top, and adds language to specifically address what the CCPA does in addition to caring for the historic building: “The purpose of the CCPA is the maintenance and operation of the Woodmen of the World Hall at 291 W. 8th Avenue, Eugene, OR for <i>use as a community center for the performing arts, which will advocate for and provide educational and cultural activities, performances, shows, and events that support arts and arts education within the region.</i>”</p> <p>Outdated information about achieving the purchase of the building was removed.</p>

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<p>prevent and resist any efforts by any person, organization, corporation or agency to have the W.O.W. Hall demolished unless it is proven at the time that the building is structurally unsound and irreparable or for some other physical reason it is unusable as a Community Center for the Performing Arts or any other purpose that is beneficial to the Eugene, Oregon community.</p>	<p>agency to have the W.O.W. Hall demolished unless it is proven at the time that the building is structurally unsound and irreparable or for some other physical reason it is unusable as a Community Center for the Performing Arts or any other purpose that is beneficial to the Eugene, Oregon community.</p> <p>The Community Center for the Performing Arts, Inc. is a corporation organized for Public Benefit. It is tax exempt under section 501 (c) (3) of the Internal Revenue Code or is organized for a public or charitable purpose. It does not come within the definition of Religious Corporation.</p>	
<h3>Article III - Dissolution</h3>		
<p>Article III - Dissolution At such time of dissolution, liquidation or abandonment of the corporation, all assets shall be distributed to a non-profit organization in accordance with state and federal law.</p>	<p>Article III - None of the net earnings of this corporation shall inure to any individual. There shall be no capital stock. At such time of dissolution, liquidation or abandonment of the corporation, all assets shall be distributed only to a non-profit corporation, or corporations, organized and operated for charitable and educational purposes as exempted under section 501 (c) (3) of the Internal Revenue Service Code. On dissolution, the corporation must distribute its assets to an organization organized for public or charitable purposes, to a religious corporation, to the United States, to a state or to an organization which is tax exempt under section 501 (c) (3) of the Internal</p>	<p>The proposed new Article III – Dissolution simplifies the language and removes unnecessary citations. Should this ever occur, what happens is dictated by law and does not need to be in the bylaws.</p> <p>The first sentence of this article in the current bylaws, <i>“None of the net earnings of this corporation shall inure to any individual.”</i>, is not related to dissolution. In the proposal, the language is simplified and located in Article V Section 3(B), “Board directors shall serve without compensation.”</p>

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	Revenue Code. The corporation may indemnify staff, board and agents in accordance with regulations ORS 65.391 through 65.414.	
Article IV – Membership		
<p>Article IV – Membership</p> <p>Section 1. Members: Any person may become a member of the CCPA by meeting a minimum donation amount or volunteer service requirement as set by the Board of Directors. A person may also become a member through a petition to the Board of Directors. The Board of Directors shall develop the membership requirements with the goal of ensuring that membership remains broadly attainable and affordable by members of the community.</p>	<p>Article IV – Membership:</p> <p><i>Section 1. Members:</i> Any person may become a member of the C.C.P.A. by: A) Stating her/his support of the C.C.P.A. as set forth in Article II, and B) Either: 1) volunteering ten hours free labor/year for the C.C.P.A., or 2) paying a membership fee of \$15/year, or 3) petition to an approval of the Board of Directors.</p>	<p>The new proposal for Article IV Section 1 removes the specified dollar amount to become a member, and allows the Board to develop the membership program as a matter of policy allowing the Board to ensure that the program remain sustainable and serves the mission of the organization.</p> <p>The proposal adds specific language to direct the Board’s goal for this program, “The Board of Directors shall develop the membership requirements with the goal of ensuring that membership remains broadly attainable and affordable by members of the community.”</p>
<p>Article IV – Membership</p> <p>Section 2. Meetings of the Membership:</p> <p>A. There shall be an Annual General Membership Meeting with the date set by the Board of Directors.</p> <p>B. A Special General Membership Meeting may be called by the Board of Directors or by a petition by 20% of</p>	<p>Article IV – Membership</p> <p><i>Section 3. Meetings of the Membership:</i></p> <p>A) There shall be an Annual General Membership Meeting each year (date to be decided upon by the Board of Directors). B) Special Membership Meetings may be called by the Board of</p>	<p>The new proposal for Article IV Section 2 correlates to Article IV Section 3 of the current bylaws.</p> <p>The new section on meetings of the membership is significantly longer because there were many details and process not included in the current bylaws which have been the source of</p>

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<p>the total number of members in good standing.</p> <p>C. The time, place and topics for discussion at the Annual General Membership Meeting and any Special General Membership Meeting will be included in the meeting notice posted by the Board of Directors no less than 45 days prior to the meeting.</p> <p>D. The agenda of the Annual General Membership Meeting shall be established by the Board of Directors.</p> <ol style="list-style-type: none">1) Any additional item to be placed on the agenda of an Annual General Membership meeting by the membership requires a petition by 20% of the total number of members in good standing.2) Any petition, with the requisite number of petitioners, to add items to the Annual General Membership Meeting agenda must be submitted to the Board Chair at least 30 days	<p>Directors or 2/3 of the membership.</p> <p>C) Notice: The time, place and topics for discussion for the Annual General Membership Meeting and any special meetings will be served by the Board of Directors no less than 20 days prior to the meeting.</p> <p>D) Each member in good standing shall have one vote, not exercisable by proxy.</p> <p>E) All meetings shall be conducted according to Roberts Rules of Order.</p> <p>F) A quorum at the General Membership Meeting shall consist of 25 members or a majority of the membership, whichever is less.</p>	<p>conflict and inconsistent practices within the organization.</p> <p>In addition, the old bylaws were written when the organization was much smaller and so some provisions were detrimental to the participatory intentions of the CCPA. For example, the number of members required to call a special meeting has been reduced from 2/3 of the entire membership to 20% of the membership.</p> <p>Notable changes in the new proposal include:</p> <ul style="list-style-type: none">• Longer notification periods for membership meetings in order for people to familiarize themselves with any issues being raised.• More specific processes about how the agenda for the annual meeting is set and how members can petition to add items to that agenda. Much of the current bylaws is silent on the issue allowing for inconsistent practices and the potential to block any member involvement.• Ensures that matters to be considered are posted in writing so that the membership can be
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<p>before the Annual General Membership Meeting.</p> <p>3) Any items timely submitted by verified petition after the Annual General Membership Meeting notice has been posted will be added to the meeting agenda no later than 20 days before the meeting. Such additions to the agenda will be posted but do not require an additional meeting notice to the membership.</p> <p>E. All agenda items that are subject to a vote shall be posted in writing at least 20 days prior to the Annual General Membership Meeting.</p> <p>F. Each member in good standing shall have one vote, not exercisable by proxy.</p> <p>G. All meetings shall be conducted according to Robert’s Rules of Order.</p> <p>H. A quorum at a General Membership Meeting shall consist of 25 members or a majority of the membership, whichever is less.</p> <p>I. To ensure member access to voting:</p>		<p>informed before the meeting and before voting.</p> <ul style="list-style-type: none">• Finally, the new proposal enshrines the practice of the past few years, which has been well received, to have days of voting after the annual meeting has been adjourned, with some flexibility in the election process such as electronic ballots, to facilitate broader participation amongst the entire membership rather than limiting voting to only those who are able to attend the meeting. <p>While the specifics of the election process are not specified in order to allow the program to evolve, the proposal does specify that, “The voting procedures will be made publicly available. The process must provide appropriate ballot security.”</p>
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<ol style="list-style-type: none"> 1) All General Membership Meetings shall be recorded and made available for viewing online within 24 hours of the close of the meeting. 2) Voting on all decision items in General Membership Meetings shall remain open until 5 p.m. on the fifth (5th) day after the date that the meeting is adjourned. 3) At the discretion of the Board of Directors, voting processes may include physical ballots, electronic ballots, or both. The voting procedures will be made publicly available. The process must provide appropriate ballot security. 		
<p>Article IV – Membership Section 3. Membership communication and privacy: A. <u>The CCPA shall periodically publish the names of members. This list of members will be published no less</u></p>	<p>Article IV – Membership <i>Section 2. Posting of the Membership:</i> The Board of Directors shall post at the place of business a current list of members by April 1st each year. The public listing of members' names will be only in accordance with regulations ORS 65.224, section 7. Any</p>	<p>The new proposal for Article IV Section 3 correlates to Article IV Section 2 of the current bylaws.</p>

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<p><u>than once per year.</u> That list may further indicate the general donation levels of members without providing specific information about individual members' donations.</p> <p>B. In order to protect members' privacy, the CCPA will not distribute or allow to be inspected the organization's list of members that includes their contact information. In accordance with ORS 65.224, a member's right to inspect the membership list is replaced by the process below.</p> <p>C. In order to promote member communication regarding issues pertaining to the Annual General Membership Meeting, including the election of Directors, the Board shall establish and maintain a process compliant with ORS 65.224 (7) for allowing members to communicate with the membership at large in advance of the Annual General Membership Meeting.</p>	<p>candidate for election to the Board of Directors shall have been a member of the C.C.P.A. at least 30 days prior to the date of the Annual Membership meeting.</p>	<p>The section has been renamed to reflect its purpose. The current bylaws reference ORS 65.224 (7), which is a portion of that specific ORS to provide for membership privacy while allowing for communication within the membership about matters pertaining to the annual meeting. Unfortunately, the current bylaws are unclear about how membership privacy will be maintained and do not ensure that an alternative and facilitated means for members to communicate with rest of the membership about these matters. In fact, the ambiguity, and to some degree contradictions, within this section of the current bylaws has been a source of significant conflict.</p> <p>The new proposal specifically:</p> <ul style="list-style-type: none">• allows the organization to continue to publish donor lists without contact information,• ensures that the organization will not distribute member contact information for annual meeting communication, and• ensures that the organization will provide an alternative, facilitated means for members to communicate with the membership at large on matters pertaining to the annual meeting.
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<p>Section 4. Membership Termination: The Board of Directors may terminate a person's membership for activity contrary to the purposes of the CCPA (as set forth in Article II), subject to approval by a 2/3 vote at a Special General Membership Meeting. Those persons with membership in question shall not vote on the question of their own membership status; such persons shall receive no less than 20 days written notice of the Special General Membership Meeting at which the person's membership status will be voted upon, and shall be entitled to be heard on the question at such a meeting.</p>	<p><i>Section 4. Termination:</i> A) A person's membership may be terminated for activity contrary to the goals of the C.C.P.A. (as set forth in Article II) by the Board of Directors, subject to approval by a 2/3 vote at a Special Membership Meeting. Those persons with membership in question shall not vote on their own termination; such persons receive 20 days written notice and shall be entitled to a hearing at such a meeting. B) All persons disqualified under section 4964A of the IRS code shall be excluded or terminated from membership.</p>	<p>No Change: The language was made clearer, but there is not change in the meaning of the section.</p>
<h3>Article V - Board of Directors</h3>		
<p>Article V - Board of Directors Section 1. Composition of the Board: The Board of Directors may consist of up to, but not more than nine (9) elected members.</p> <p>Section 2. Duties of the Board: A. Oversee the creation of policy, establish the strategic direction, and exercise all the powers of this corporation on behalf of its members, subject to the restrictions of law, the</p>	<p>Article V - Board of Directors <i>Section 1.</i> The Board of Directors may consist of up to, but not more than nine (9) members. Members of the Board shall serve without compensation. No person receiving regular compensation as staff will be eligible to serve on the Board. The Board of Directors shall implement general policies, control the properties and manage the affairs and business of the C.C.P.A. The Board of Directors shall exercise all the powers of this corporation and its members, subject to the restrictions of law, the Articles of</p>	<p>Article V Section 1 of the current bylaws has been divided into Article V Sections 1-3 of the new proposal for bylaws.</p> <p>This was done to make the bylaws easier to read, to remove unnecessary language and provide specifics that are lacking in the current bylaws.</p> <p>Of particular note, the proposal:</p> <ul style="list-style-type: none"> • Specifies the Board's role in supervising the Executive Director (ED),

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<p>Articles of Incorporation, and these Bylaws.</p> <p>B. Oversee the Executive Director to ensure that organizational operations are aligned with Board policy and the strategic direction set by the Board.</p> <p>C. The Board is solely responsible for hiring, supervising, and other conditions of employment for the Executive Director, including ensuring that a fair evaluation process is established.</p> <p>D. It is the responsibility of the Board to ensure that there is a succession plan in place so that the organization has an Executive Director or Interim Executive Director at all times. The duties of that position would automatically pass to a designated staff member as the Interim Executive Director until the Board fills that position on a temporary or permanent basis.</p> <p>Section 3. Board Member Qualifications and Requirements:</p> <p>A. An individual must be a member in good standing for at least 30 days</p>	<p>Incorporation, and these Bylaws. The Board of Directors shall direct the officers and staff in the use, control and maintenance of the property of the C.C.P.A.</p>	<ul style="list-style-type: none">• Calls for the establishment and maintenance of a succession plan for management of the Hall to ensure the sustainability of the CCPA’s operations.• Clarifies that one must be a member for at least 30 days <i>immediately preceding becoming a candidate</i> in order to run for the CCPA Board of Directors.• Creates a specific prohibition on people whose employment is terminated for cause or who are removed from the Board may run for the Board for a period of 5 years. Note that great care was taken to limit the ability for one to be wrongfully removed from the Board and to ensure good employment practices. The purpose of this prohibition is to ensure that someone who has been harmful to the organization in an official capacity cannot keep causing harm to the organization immediately after corrective action has been taken. The Board is also able to grant a waiver to this prohibition should there be mitigating circumstances.
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<p>immediately preceding becoming a candidate for election to the Board or being appointed to the Board.</p> <p>B. Board directors shall serve without compensation. Staff members must relinquish their staff position prior to being seated as a director of the CCPA.</p> <p>C. No former employee that was terminated for cause within the last 5 years shall be eligible for a position on the Board. No former director who was removed from the Board within the last 5 years shall be eligible for a position on the Board. An exemption to this restriction may be granted by a vote of $\frac{2}{3}$ of all current directors.</p>		
<p>Article V - Board of Directors Section 4. Election of the Board of Directors:</p> <p>A. The election of directors will take place at the Annual General Membership Meeting.</p> <p>B. Board Members shall be elected to two-year terms and are eligible for reelection at the end of any term.</p>	<p>Article V - Board of Directors <i>Section 2. Election of the Board of Directors:</i> A) Upon passage of these Bylaws, the Board of Directors shall be elected at the first Annual General Membership Meeting. B) At the initial election, half of the Board shall be elected to a one year term and the remaining positions shall be two year terms. This will allow for the establishment of a yearly cycle in which half of the Board shall be up for re-</p>	<p>The new proposal has Board Elections covered in Section 4. The proposal is simplified to make it easier to read, and clarifies a few ambiguities.</p> <p>Portions were removed regarding the first election and establishment of staggered terms of office, as that is no longer relevant. Staggered terms of office are still ensured in the language.</p>

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<p>C. Board terms of service will be staggered with no more than half plus one board positions with two-year terms up for election each year.</p> <p>D. All Directors shall hold office until they resign, are removed from the Board, or their qualified successors are elected.</p> <p>E. All vacant board positions will be filled by election at each Annual General Membership Meeting. The candidates who receive the most votes will fill the available two-year positions. Any partial-term positions will be filled by the next highest vote recipients.</p>	<p>election each year. Thereafter Board Members shall be elected to two year positions. C) Each member of the Board shall be eligible for re-election. D) All Directors shall hold office until their successors are elected and qualified.</p>	<p>The new proposal is not very different from the current bylaws in meaning. It clarifies that one can resign from the Board and no longer be a member of the board or liable for future board decisions, even if their position is not filled. For some reason, that has been a point of contention under the existing bylaws which read, "All Directors shall hold office until their successors are elected and qualified."</p> <p>The new language also enshrines how partial terms are filled in an election. The process specified in the proposal mirrors long standing practice in the CCPA.</p>
<p>Section 5. Vacancies on the Board of Directors:</p> <p>Any vacancy on the Board may be left unfilled until the next Annual General Membership Meeting or may be filled by appointment with a majority vote of the remaining directors. Appointees to Board vacancies will hold the office until the next Annual General Membership Meeting.</p>	<p><i>Section 3. Vacancies in the Board of Directors:</i> Vacancies in the Board due to death, disqualification or resignation shall be filled by majority vote of the remaining Board. This position shall be held until the Board calls a special Membership Meeting or until the next Annual Membership Meeting, whichever comes first. At that time, the position shall be filled for the duration of the term by vote of the General Membership.</p>	<p>The new proposal has vacancies covered in Section 5. The main difference is that the proposal allows the position to be either filled or left vacant by the Board and then, if there is time remaining on the vacant term, it will always be filled at the annual meeting.</p>
<p>Section 6. Meetings of the Board of Directors:</p>	<p><i>Section 4. Meetings of the Board of Directors:</i> A) The Annual Meeting of the</p>	

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<p>A. The first meeting of the newly elected Board of Directors shall be the organizational meeting held as soon after the Annual General Membership Meeting as is practical. At this meeting, the directors will elect the Board officers for the ensuing year.</p> <p>B. The Board of Directors shall meet monthly or as frequently as deemed necessary by the majority of the Board.</p> <p>C. A Special Board Meeting may be called by 1/3 of the Board. Such a request must include the purpose of the meeting being called. The meeting will be held only for the purpose stated in the request. The Chair shall schedule the meeting in no less than 10 days, and no more than 20 days from the request. Every effort will be made to maximize the ability of all directors to attend.</p> <p>D. Notice and agenda shall be posted no later than five days prior to any meeting of the Board.</p>	<p>Board of Directors shall be held as soon after the Annual Membership Meeting as is practicable. At this meeting, the officers of the C.C.P.A. shall be chosen for the ensuing year. B) The Board of Directors shall meet monthly or as frequently as deemed necessary by the majority of the Board. C) Special meetings may be called by 1/3 of the Board, on five days' notice to the other Directors. Notice and agenda shall be posted five days prior to all meetings of the Board. D) A majority of the present Board shall constitute a quorum at any regular or special meeting. E) All meetings of the Board shall be open to the membership unless a quorum of the Directors shall vote to have a closed session.</p>	<p>The new proposal has meetings of the Board covered in Section 6. The new proposal endeavors to simplify the language and make it easier to read.</p> <p>The differences between the current bylaws and the proposal are:</p> <ul style="list-style-type: none">• Special meetings are restricted to the purpose for which they are called. Additional agenda items cannot be piled onto a special meeting.• When a special meeting is called, there is some flexibility to scheduling the meeting rather than calling a meeting for specific date and time [Section 6(C)]. This is to prevent manipulation of who can attend the meeting. The provision specifically states that, "Every effort will be made to maximize the ability of all directors to attend."• Section 6(F) specifies that Robert's Rules of Order will be used for Board meetings. This was previously only specified for membership meetings.
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<p>E. A majority of the current directors shall constitute a quorum at any regular or special meeting.</p> <p>F. All meetings of the Board shall be open unless a majority of the current directors vote to have a closed executive session.</p> <p>G. All meetings shall be conducted according to Robert’s Rules of Order.</p>		
<p>Section 7. Censure, Suspension, and Removal of a Director:</p> <p>A. Censure: A director may be censured for cause by a 2/3 vote of the current directors.</p> <p>B. Suspension: A director may be suspended for cause, for no more than 60 days at a time, by a 2/3 vote of the current directors.</p> <p>C. Removal through a Special General Membership Meeting:</p> <ol style="list-style-type: none"> 1) A director may be removed through a vote of the General Membership. A motion to remove a director may be put to the membership through a Special General Membership 	<p><i>Section 5. Removal of a Director:</i> A) Members of the Board of Directors may be removed by a 2/3 vote at any General Membership Meeting when 20 days written notice of the meeting and the intention to place the removal of a Director on the agenda has been made to all Directors and to the membership at large. It shall be the responsibility of the person(s) seeking the Director’s removal to comply with the above prior notification requirements.</p> <p><i>Section 6. Attendance:</i> A) Any Director who shall absent from 2 consecutive or 5 cumulative regular meetings per 2 year term of the Board of Directors shall be automatically dropped from the Board, unless such absences are excused by a vote of the Board.</p>	<p>The new proposal covers removal of a director under Section 7, and covers both Sections 5 and 6 of Article V of the current bylaws.</p> <p>The new proposal is longer for a few reasons. It is formatted in a bulleted list format to be easier to follow. It makes changes to reflect changes in the law such that removal of a director requires a special meeting specifically called for that purpose, and it lays out a detailed procedure to ensure that all parties are treated fairly.</p> <p>The new proposal adds parts A and B which allow for censure and suspension of a Board member by the Board. This is necessary to be able to take immediate</p>

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<p>Meeting called for that express purpose.</p> <ul style="list-style-type: none">i. A quorum of the membership must be present at the Special General Membership Meeting.ii. To advance a motion to the membership for a vote to remove a director requires a $\frac{2}{3}$ affirmative vote by those present at the Special General Membership Meeting. <p>2) A vote by the General Membership to remove a director will include a 5-day voting period, as set forth in Article IV, Section 2, Paragraph I (2) above.</p> <ul style="list-style-type: none">i. Ballots will be distributed to the membership using		<p>but limited action if a board director is engaged in activity that is harmful to the organization.</p> <p>Part C is a detailed procedure for removing a director through a special meeting. This is a two part process. A special meeting is called by the Board or by petition from the membership, and at that meeting, those present must approve referring the removal to the membership by a 2/3 majority.</p> <p>If that happens, then the decision on whether or not to remove the director goes to a vote of the membership and is conducted with a 5-day voting period, similar to how director elections are conducted.</p> <p>The provision also takes care to ensure that the director whose removal is being considered is afforded the opportunity to argue against the removal.</p> <p>Lastly, removal for insufficient attendance is unchanged except for the addition of a minimum portion of any meeting that a director attends in order to count as having been present.</p>
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<p>a similar process that is used for electing the Board of Directors.</p> <p>ii. Attendance at the Special General Membership Meeting will not be a requirement to participate in the vote for removal.</p> <p>3) The Board shall determine the process by which arguments for and against the removal will be made available to the membership.</p> <p>i. All reasonable effort will be made to fairly present arguments for and against the removal at or before the time that members vote on the removal.</p> <p>ii. The director whose removal is being</p>		
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<p>voted on shall be afforded the opportunity to provide an argument to the membership against removal.</p> <p>D. Removal for Insufficient Attendance: Any director who is absent from two (2) consecutive or five (5) cumulative regular board meetings in a 2-year period shall automatically be removed from the Board, unless such absences are excused by a vote of the Board. In order to qualify as being present in a meeting, a director must be present for at least ¾ of the scheduled meeting time.</p>		
<p>Section 8. The Executive Director: The Executive Director will be a non-voting member of the Board of Directors.</p>	<p>None</p>	<p>In the new proposal Article V Section 8 is new and simply specifies that the ED is a non-voting member of the Board. This is formality for certain aspects of participating in the Board’s processes. The ED does not count towards a quorum required to conduct business.</p>
<p>Article VI – Officers</p>		

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<p>Article VI – Officers Section 1. Officers: The officers of the CCPA shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. These four offices shall be elected by the Board of Directors for a term of one year.</p> <p>Section 2. Duties of Officers: A. Chairperson:</p> <ol style="list-style-type: none"> 1) Ensure that all meetings of the membership, the Executive Committee, and the Board of Directors are properly managed. 2) Act as liaison between the Board of Directors and the Executive Director. 3) Act as liaison between the Board of Directors and the Membership. 4) Has limited authority to make time-sensitive decisions on behalf of the Board between meetings when it is not possible to convene a meeting of the Executive Committee or 	<p>Article VI – Officers: Section 1. Officers: The officers of the C.C.P.A. shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. These four offices shall be elected by the Board of Directors for a term of one year.</p> <p>Section 2. The Chairperson in her/his absence the Vice Chairperson will preside at all meetings of the membership and of the Board of Directors unless a temporary facilitator is elected for that meeting. The Chairperson shall sign with the Secretary or Treasurer all instruments requiring the formality of execution and acknowledgement.</p> <p>Section 3. The Secretary shall be responsible to see that minutes are taken at all meetings and are posted in a public place at the Woodmen of the World Hall. The Secretary shall see that an accurate membership record is maintained.</p> <p>Section 4. The Treasurer shall be the custodian of all funds of the corporation and shall receive and dispense funds in accordance with the budget adopted by the General Membership and at the direction of the Board of Directors.</p>	<p>No Change</p> <p>The new proposal combines the current bylaws Article VI sections 2-5 into Article VI Section 2 and uses a bulleted list format for clarity.</p> <p>Under the Chairperson portion:</p> <ul style="list-style-type: none"> • The execution of documents was moved to Section 4 and requires 2 officers, and does not necessarily require the Chairperson to always be one of those people. • The proposal specifies the liaison role of the position to both ED and to the membership. • The proposal specifies limited authority for the Chairperson to assume authority for the whole Board in an emergency when there is no time to convene even an executive committee meeting (addressed below). This provision also contains strict reporting

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<p>the entire Board before a decision must be made.</p> <ol style="list-style-type: none">i. The Board must be immediately notified of the decision and the basis for making that decision.ii. A report of the decision and the basis for that decision shall be made at the next regular public meeting of the Board of Directors. Public release of details may be appropriately limited if the matter is confidential. <p>5) Ensure that the Vice Chairperson is sufficiently informed of current issues and events so that the Vice Chairperson is able to assume</p>	<p><i>Section 5.</i> All officers shall perform such other duties as may be prescribed by the Board of Directors or the Membership.</p>	<p>requirements to the rest of the Board when such authority is exercised.</p> <ul style="list-style-type: none">• Finally, it obligates the Chairperson to keep the vice-chairperson updated on current events should the vice-chair have to assume the duties of the chairperson. <p>The other officer position descriptions were revised for clarity, but are relatively unchanged in meaning.</p> <p>A significant change is the obligation of the Chairperson and the Vice - chairperson to collaborate on any third-party facilitation of meetings of the Board, the Executive Committee, or the Membership. [Article VI Section 2(E)]</p> <p>In short, the Chairperson cannot unilaterally assign an alternative facilitator. If the Chair elects not to preside, the Vice Chair will preside, and for any other party to facilitate, the Chair and Vice-Chair must concur on the choice of facilitators. The board can also elect to appoint an alternative facilitator by majority vote.</p>
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New Proposal

Current Bylaws

Comparison

<p>the duties of this office, should the need arise.</p> <p>B. Vice Chairperson:</p> <ol style="list-style-type: none">1) Assume all duties and responsibilities of the Chairperson in their absence.2) Assume those duties of the Chairperson as delegated by the Chairperson and otherwise assist the Chairperson in the execution of their duties. <p>C. Secretary:</p> <ol style="list-style-type: none">1) Is responsible to ensure that minutes are taken at all Board and General Membership meetings and are publicly posted online and at the Woodmen of the World Hall.2) Will ensure that a process is in place to maintain accurate membership records. <p>D. Treasurer:</p> <ol style="list-style-type: none">1) Will oversee the financial administration of the CCPA and ensure that all funds are managed in accordance with the adopted budget.		<p>This is intended to limit the ability of any one person to impose alternative facilitation on the group, which has been a source of contention in the past.</p>
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New Proposal

Current Bylaws

Comparison

<p>2) Will ensure that appropriate financial reports are created and provided to the Board and the Membership.</p> <p>3) Ensure that financial policies and procedures are reviewed and enforced.</p> <p>E. Presiding over all meetings of the Membership, Executive Committee, or the Board of Directors:</p> <p>1) The Chairperson will normally preside over all meetings.</p> <p>2) If the Chairperson chooses not to preside over a meeting, or any portion of a meeting, the Vice Chairperson shall preside over the meeting.</p> <p>3) The Chairperson and Vice Chairperson may jointly appoint someone to preside over a meeting.</p> <p>4) The Board may, by majority vote, appoint a person other than the Chairperson or Vice Chairperson to preside over any particular meeting.</p>		
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New Proposal

Current Bylaws

Comparison

<p>F. All officers shall perform such other duties as may be prescribed by the Board of Directors or the Membership.</p>		
<p>Section 3. Executive Committee: The Executive Committee of the Board shall be composed of Board Officers and the Executive Director. The Executive Committee is responsible for handling emergency situations. If the Executive Committee is convened, any decision and the rationale for that decision will be immediately reported to the Board. A report of the decision and the basis for it shall be made at the next regular public meeting of the Board of Directors. Public release of details may be appropriately limited if the matter is confidential.</p>	<p>None in the current bylaws.</p>	<p>Section 3 of the proposal establishes an executive committee for the purpose of addressing emergency situations.</p> <p>The establishment of an executive committee is to handle situations where the situation is not so pressing that the Chairperson must decide immediately, but for which a decision must be made before the Board can meet.</p> <p>Just as with the Chairperson's limited emergency authority, there are strict requirements on reporting any decisions to the entire Board and membership.</p>
<p>Section 4. Execution of Documents: All instruments requiring the formality of execution and acknowledgement shall be signed by at least two (2) officers of the Board of Directors.</p>	<p>(See Article VI Section 2: Chairperson at the end of the paragraph for the current bylaw language)</p>	<p>This addresses the signing of official documents.</p> <p>As noted above, the current bylaws have this thrown in with the Chairperson's duties. In the current bylaws, these signatures must include the Chairperson and another officer.</p>

New Proposal

Current Bylaws

Comparison

		In the proposed language, this has its own section and requires any 2 officers rather than one of the officers always needing to be the Chairperson.
Article VII – Executive Director		
<p>Article VII – Executive Director The Executive Director shall be the chief administrative officer and have administrative and financial authority with the oversight of the Board.</p>	<p>Article VII – Manager: The Board of Directors may, at their discretion, employ a manager and other staff, under such contracts of employment and compensation as they deem advisable, and may terminate such employment at their discretion, subject to the terms thereof. The manager may be delegated the full authority to conduct the ordinary and customary business of the facility operated by the Corporation.</p>	<p>In the new proposal for bylaws, it is specified that there will be a manager and that manager will be referred to as the Executive Director.</p> <p>Other Aspects of the position are addressed under Board Duties above, so the new article is shorter.</p> <p>The role and specific duties of the ED are within the control of the Board, so there is no absolute distinction between an ED and a Manager. This does not impose a specific management structure on the organization other than that there will always be a lead professional who is in charge of operations.</p>
Article VIII – Budget		
<p>Article VIII – Budget</p> <p>Section 1. Fiscal Year: The fiscal year shall start on July 1st each year.</p> <p>Section 2. Budget Development:</p>	<p>Article VIII – Budget:</p> <p><i>Section 1.</i> The fiscal year shall start on July 1st each year.</p> <p><i>Section 2.</i> At the Annual General Membership Meeting, a financial</p>	<p>The only real change in the budget article is the removal of the membership voting on the budget itself. The truth is that the membership voting on the budget creates a number of legal issues and imperils the</p>

New Proposal

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Comparison

<p>A. A Membership Budget Meeting will be held annually at which the Board will present to the membership a financial statement and budget for the upcoming fiscal year. The budget will align with the mission and vision of the CCPA. The Board will ensure that the development of the budget will include a public process. This will allow members to become familiar with the budget and provide input before it is adopted by the Board. The Board shall ensure that an updated copy of the budget will be available to members.</p> <p>B. A financial report will be presented at the Annual General Membership Meeting.</p> <p>Section 3. Accounts and Auditing: The CCPA shall maintain a modern system of financial accounts. Audits may be made at any time on the order of the Board of Directors.</p>	<p>statement, a budget, and a general policy statement for the following fiscal year shall be presented by the Board of Directors to the membership for approval. The budget shall contain the Board's best estimate of anticipated funds and expenditures for the coming fiscal year. No funds may be encumbered from this budget without the budget and policy statement first being approved by a majority vote of the membership present at a meeting. The Board of Directors must call a special General Membership Meeting whenever substantial deviations from the approved budget and/or policy are contemplated.</p> <p><i>Section 3. Accounts and Auditing:</i> The Corporation shall maintain a modern system of accounts. Audits shall be made at any time on the order of the Board of Directors or on a majority vote of the members at any regular or special meeting.</p>	<p>organization. It is the legal duty of the Board to create and oversee the budget.</p> <p><i>If the membership has reason to believe the Board is not handling the budget properly, a number of avenues of recourse, already laid out above, are available to rectify the situation.</i></p> <p><i>What the proposed new language does do is guarantee to the membership input and transparency on the budget.</i></p> <p>The Board's work in managing the budget carries liability and is covered by liability insurance. That protection does not extend to the membership. If, for example, the membership were to vote to do something with the budget that imperils the organization or violates legal requirements, the Board would be legally obligated to refuse the membership or they could be personally liable for the improper management of the budget.</p> <p>Then if the membership did not pass an alternative, legal budget, the Board could be liable for not having a proper budget.</p>
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New Proposal

Current Bylaws

Comparison

		This section really needs to change.
Article IX – Amendments		
<p>Article IX – Amendments</p> <p>A. These Bylaws may be amended with the approval of 2/3 of the membership voting on the change. Bylaw amendments may only be put to the membership by being placed on the agenda of the Annual General Membership Meeting.</p> <p>B. Any bylaw changes added to the Annual General Membership Meeting agenda by the Board shall require 60-day notice to the membership.</p> <p>C. Any bylaw changes to be added to the agenda by member petition must be submitted to the Board Chairperson 70 days before the Annual General Membership Meeting. This will allow the proposed changes to be made available to the membership at least 60 days before the meeting.</p>	<p>Article IX – Amendments: These Bylaws may be amended by a 2/3 majority vote at any regular or special General Membership Meeting when at least 20 days prior notification has been made to all members of the intention of placing said amendments on the agenda.</p>	<p>In the new proposed bylaw language on amendment of the bylaws changes the process in a few key ways.</p> <p>First, it restricts bylaw changes to only be before the membership through the annual meeting. This is done to ensure that members can have confidence that, if they are not paying attention year-round, that important changes to the bylaws will only come up at the same time as director elections, when most people are paying attention.</p> <p>Second, the new language expands the notice requirements significantly, so that members will have plenty of time to familiarize themselves with bylaw proposals.</p> <p>Third, it provides a specific method for such proposals to be brought forth by the membership or by the board.</p> <p>Finally, it ensures the entire membership has the opportunity to vote on any bylaw</p>

New Proposal

Current Bylaws

Comparison

		changes and not just to those in attendance at a meeting, AND require a 2/3 majority of those voting to pass.
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