

Proposed Bylaw Changes for UPARC – October 2024

For review, this is the item that governs changes to the by-laws:

**Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of a two-thirds vote of the members. Notice of proposed by law changes must be published one (1) month prior to the vote at a member’s meeting and must include the proposed changes. Publication must include all common electronic distribution means to all current members.

Changes to the current bylaws are in **red font** with deleted text in ~~striketrough~~ in black font.

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## Item 1: Publishing Board Meeting Minutes to the club website.

The following section of the bylaws are changed to allow publishing of the board meeting minutes to the club website without prior written request for each set of minutes.

Current:

### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member as noted in Article 7 Section 1, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Proposed:

### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, ~~addresses,~~ and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, ~~addresses,~~ and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made

available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member as noted in Article 7 Section 1, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law. Meeting minutes of all regular, special and board meetings (regularly scheduled and emergency/special) are to be published to the club's website within a reasonable amount of time (generally agreed to be before the following meeting).

## Item 2: Allow board members to authorize funds

### Amend Article 6 Execution of Instruments, Deposits, and Funds

#### Current:

#### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

#### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### **Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

#### Proposed

#### **Section 1. Execution of Instruments**

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### **Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

### **Section 5. Expenditures**

Whenever possible, any request for expenditures should be approved at a regular monthly meeting to allow the membership in attendance to vote on that matter. But as situations arise that do require approving funds in between meetings, the board is authorized to approve up to a total of \$500 with the matter being promptly reported on at the next regular meeting. Note this is a total of all expenses (single or multiple) between meetings.

## Item 3: Authorize Electronic Meetings of the Board and Regular Membership Meetings

Amend Article 3 (“Directors”) section 8

### Current

#### **Section 8. Place of Board Meetings**

The meeting place and time will be determined by the President (or as determined by a majority vote of the board) and the directors will be notified no later than one (1) week prior to the meeting.

### Proposed

#### **Section 8. Place of Board Meetings**

The meeting place and time will be determined by the President (or as determined by a majority vote of the board) and the directors will be notified no later than one (1) week prior to the meeting. Meetings are authorized to be conducted electronically pursuant to the following rules: Meetings of the Board may be conducted by telephone, Zoom, Slack huddles (or similar) or even by two-way radio when (a) the President or Vice-President has obtained written consent from a majority of the Boards members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting. Electronic meetings shall be subject to all rules adopted by the Board, or by the Corporation, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members’ participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Corporation.

## Item 4: Family Membership gets one vote

Amend Article 13 (Meeting of Members), section 7

### Current

#### **Section 7. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by written ballot.

These bylaws authorize voting via proxy. The absent member may make his/her wishes known to the secretary in writing (physical or electronic) and that vote will count with equal standing as any other member's vote.

### Proposed

#### **Section 7. Voting Rights**

Each member **or family membership** is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by written ballot.

These bylaws authorize voting via proxy. The absent member may make his/her wishes known to the secretary in writing (physical or electronic) and that vote will count with equal standing as any other member's vote.

## Item #5 – Allow Minutes to be Electronic

### Amend Article 4 Section 8. Duties of Secretary

#### Current

#### **Section 8. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. “Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

To see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.



## Proposed

### Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, ~~a book~~ **an official record of minutes of all meetings to include electronic copies** of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. “Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

To see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation ~~a membership book~~ **an official record to include electronic copies** containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## Item #6 – Move Annual Meeting to December and Reduce Nominating Committee Lead Time to 2 Months

Amend Article 3, Section 19 Election of Directors

### Current

Three (3) months prior to the annual membership meeting in November, the President will form a nominating committee of at least three members. The nominating committee will present a slate of qualified members to serve as President/director, Vice President/director, Secretary/director, Treasurer/director, and member-at-large/director the month prior to the general meeting. If an election is contested, separate votes will be held beginning with the President/director, followed by the Vice President/director, Secretary/director, Treasurer/director, then the member-at-large director.

### Proposed

~~Three (3)~~ **Two (2)** months prior to the annual membership meeting in November December, the President will form a nominating committee of at least three members. The nominating committee will present a slate of qualified members to serve as President/director, Vice President/director, Secretary/director, Treasurer/director, and member-at-large/director ~~the month prior to the general~~ **in the November club** meeting. If an election is contested, separate votes will be held beginning with the President/director, followed by the Vice President/director, Secretary/director, Treasurer/director, then the member-at-large director.