

# PROPOSED CHANGES TO BYLAWS FOR BOARD DISCUSSION

- First Group document all of the apparent current practices with proposed language
- Second Group are proposed to more fully describe processes for replacement of board members due to resignation and the appointment process
- Third Group are proposed changes for terminating the board appointment by member processes rather than a board process for “any action that brings discredit to the membership”

## Group 1 Discussion

- 3.2.1 Adds language about website and online membership join/update process
- 3.2.2 NEW: Proposes that members that join/rejoin in 4th quarter, their membership is for up to 15 months (as allowed last year)
  - 4 Adds "residential" to address on island (for long-term renters that make their primary home on the island)
- 4.2 Clarifies when/how annual budget is developed, proposed to the board, and then approved
  - How would a brand new Treasurer create a budget from scratch in the week or so between being selected Treasurer by the board?
  - Proposed language would have the current year Treasurer begin developing the budget in the 4th quarter
  - Proposed language would have board discussion during that 4th quarter about the proposed budget
  - Proposed language would have the new Treasurer to propose the budget (and their proposed changes) at the Jan BoD
- 4.4 Deleted "unless otherwise decided by the Board" that would require the board to hold at least 4 BoDs/year
  - Proposes a physical or virtual meeting for the Board to make decisions
  - Proposes eliminating "email meetings" and "email votes"
- 6.1 MODIFIED: Capitalized the term President and subparagraphs identify duties of the President
- 6.2 MODIFIED: Subparagraphs identify duties of the Vice President
- 6.3 NEW: Subparagraphs identify duties of the Recording Secretary (splits duties between Recording and Communicating Secretaries that were created in the 2012 revision but not described)
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- 6.5 MODIFIED: Subparagraphs identify duties of the Treasurer
- 7 MODIFIED: Proposed additional details about the various meetings of the board and membership
- 10 Propose deletion since these aren't amendments but more goals (that the UCCA doesn't have control over)
- 10.1 Propose deletion since the UCCA doesn't have control over this (or modify to propose residential golf cart usage rules)
- 10.2 NEW: If Para 10 isn't deleted, add goals for business use of electric vehicles
- 10.3 NEW: If Para 10 isn't deleted, add goals for government use of electric vehicles

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## Group 2 Discussion

- 4.4.1** NEW: Proposes requirements for Communicating Secretary to notify members about scheduled BoD meetings
  - Proposes posting of all meeting documents the BoD will discuss, as they become available but before the meeting's start
  - Proposes clearly stating that general members may attend a BoD meeting but not participate unless asked by at least 2 boardmembers
- 4.4.2** NEW: Proposes who approves the agenda for BoD meetings
  - President has final approval authority for the agenda for the 4 quarterly or President-called BoD meetings
  - One of the members who call a Special BoD meeting approves the agenda for a boardmember called Special BoD
- 4.4.3** NEW: Proposes that if a Special BoD is called by 2 or more boardmembers, one of those boardmembers will preside over the meeting
  - When a Special BoD is called over the objection of the President (or a majority of the board), there is a conflict of interest
  - How is it fair that a Special BoD that the President opposes should then be run and controlled by the President?
- 4.5** NEW: Requires that ANY issue that impacts the UCCA financials must have an announced physical/virtual meeting
  - Proposes elimination of the possibility of a BoD decision by email that spends UCCA money
  - Proposes requirements for notice to membership and conduct of a Special BoD
- 4.6** NEW: Proposes that the Recording Secretary provide draft minutes for Board review within 48 hours
  - Documents a BoD agreement at the April BoD that the first draft would be completed within 48 hours
  - Documents a BoD agreement at the April BoD that the approved minutes will be posted within 48 hours of majority approval
- 4.7** NEW: Proposes that all General Membership and BoD meetings must be recorded and posted to the website
  - Documents a BoD agreement at the April BoD that general membership meetings would be recorded and posted
  - Proposes that BoD meetings be recorded and posted
    - \* Solves issue experienced from the delayed creation of BoD minutes after the April BoD and limited notes
    - \* Provides the Recording Secretary with a recording that can be checked for creating BoD minutes
    - \* Allows general members to listen to a recording if they have workday conflicts that interfere with their real-time attendance

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## Group 3 Discussion

- 5.3** Proposes a new, general member initiated recall process to remove a board member rather than a board majority
- 5.3.1** NEW: Requires the resigning board member to do it in writing, with a stated effective date and general reason
- 5.3.2** NEW: Requires the President to notify the Communicating Secretary for public announcement via email and website
  - Proposes a general membership process and window for nominating a replacement board member
  - Sets a 7-day window for that nomination process
- 5.3.3** NEW: Requires a physical/virtual board meeting to consider nominations, discuss and vote
  - Proposes a requirement for a physical/virtual board meeting, announcing locations/logon info, and publishing agenda and meeting documents
  - Proposes that general members be allowed to attend (including those nominated) the BoD meeting
- 5.3.4** MODIFIED: Allows the board majority to fill the vacancy by board majority vote
  - Proposes that the appointment lasts for only the current year, not the full unexpired term of the replaced board member
    - \* Similar to Florida Law for public boards that require the remaining term be filled at the next election
    - \* Allows members a voice in who serves on the board
    - \* Allows for the possibility of a more popular appointee to win a 3-year term, possibly displacing an unpopular director
    - \* Assumes that the top 3 vote getters would serve full 3 year terms (even if an incumbent running for 3 years was a lower vote getter)
    - \* Allows for the possibility of two or more appointed seats (one for 1 year and one for 2 years) that the lowest vote getter has the shortest term, even if an incumbent running for reelection
  - Proposes the ability for the general membership to ratify or reject whomever the board appointed to fill the vacancy less than one year after the appointment occurs (not up to 2+ years as is the current practice)
- 5.3.5** CLARIFIED: Specifically states that a board officer vacancy appointment is only until the next election (the actual process since every board officer is elected every January)
- 5.3.6** NEW: Adds the ability to conduct any other announced/agenda-noted business that the Board wishes to conduct

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5.4 NEW: Proposes the elimination of board majority vote to remove a board member

5.4.1 MODIFIED: Changes the missed meeting criteria from 3 to 2 as cause for terminating the board membership

5.4.2 NEW: Creates the ability for a member-initiated recall process, similar to Florida Law for public boards

5.4.2.1 NEW: Creates the requirement for notice to the membership of a member-requested recall election

5.4.2.2 NEW: Sets the minimum number of signatures on the online petition to recall a board member at 10%

5.4.2.3 NEW: Ends the recall process if at least 10% of the current membership fails to sign the petition

5.4.2.4 NEW: If the petition drive gains at least 10%, the Communicating Secretary schedules the recall election within 30 days

5.4.2.5 NEW: If the recall election doesn't gain a majority vote (50% plus 1), then the recall fails and the board member remains

5.4.2.6 NEW: If the recall election does gain a majority, then the processes in Para 5.3 occur for replacing a board member