

Proposed changes to CPLA by-laws, May 2025:

Article V:

- *Add procurement and expenditure approval policy*
- *Rewrite fiscal year section for clarity*

Reason for changes: To establish guidelines for purchases exceeding \$200.

Articles VI and VII:

- *Separate the procedures for the election/appointment of officers and board members who are not officers*
- *Eliminate term limits for non-officer board members*
- *Eliminate annual meeting approval of non-officer board members*
- *Clarify how non-officer members are appointed or removed, and what happens if they resign*

Reason for changes: To allow the Board to operate more efficiently and to facilitate adding and retaining board members whose specific skills and expertise may not be transferable.

Revised text of by-laws Articles V, VI and II:

ARTICLE V – FINANCIAL

Section 1. Fiscal Year.

The membership year will be defined as January 1 to December 31. Dues collected on or after October 1 of the current year will be applied to membership in the new year beginning on January 1. Funds of the Association shall be promptly deposited at a financial institution designated by the Board of Directors. The records or accounts of the Association shall be maintained on a calendar year basis.

Section 2. Procurement and Expenditure Approval Policy

Approval of Expenditures Over \$200: Any single expenditure or commitment of organizational funds exceeding \$200 must receive prior approval by a majority vote of the Board of Directors at a duly convened board meeting where a quorum is present. This requirement applies to purchases, service contracts, or other financial obligations that exceed the stated threshold.

Competitive Quotes for Expenditures Over \$1,000: For any expenditure exceeding \$1,000, the organization shall obtain at least two (2) competitive quotes or bids prior to purchase. Documentation of the quotes and rationale for the selected vendor shall be maintained with the organization's records. Exceptions to this requirement may be approved by the Board of Directors in circumstances where competitive quotes are not feasible, such as in cases of sole-source vendors or emergencies.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Officers: The officers of CPLA shall be President, Vice President, Secretary, and Treasurer.

President: It shall be the duty of the President to preside at all meetings of CPLA and to call meetings whenever they consider it advisable, or when requested to do so by a majority of the Board of Directors. If the President cannot attend a meeting, they may designate another Board member to preside over the meeting.

The President shall have the power to appoint committees and directors as they may deem necessary, with majority approval of the Board of Directors. The President serves as the chairman of the Board of Directors. The President shall also perform such other duties as may be required of them by virtue of the office.

Vice President: It shall be the duty of the Vice President to assist the President in the discharge of all their duties and to officiate in the absence of the President or the inability of the President to perform their duties.

Secretary: It shall be the duty of the Secretary to keep a correct record of all formal meetings. The Secretary shall keep the minutes of the meetings. In case of their inability to attend any meeting, the Secretary shall forward the necessary information to the President or Vice President. In the absence of the Secretary during any meeting, the President, or acting President, may appoint a member of the Association to perform these responsibilities.

Treasurer: It shall be the duty of the Treasurer to collect and receive all monies for CPLA and to keep an accurate account thereof and to deposit same in CPLA's name in a bank or banks selected by the Board of Directors. All payments shall be made by the Treasurer. The Treasurer shall also render a report of the funds on hand, and of income and expenses of CPLA at each meeting, or whenever requested by the President. In case of their inability to attend any meeting, the Treasurer shall forward the necessary information to the President or Vice President.

Elections: A) The officers of CPLA shall serve staggered terms of two (2) years. For the initial year of the Association's operation, the terms of the President, Secretary and Board members shall be one (1) year, thereafter the terms shall be two (2) years. The Vice President and Treasurer shall hold initial terms of two (2) years followed by terms of (2) years. The Officers may not serve more than four (4) consecutive terms in office. After a year off, Officers may be permitted to hold the same office again. The Officers shall be elected at the annual meeting of CPLA as set forth below. B) Nominations will be accepted from members in good standing at any time prior to or during the annual meeting. C) Within thirty (30) days prior to the annual meeting, the President is to contact existing officers to determine interest in remaining in their current positions. D) If there are no contested races, there will be no ballots. At the annual meeting the President will ask if there are any nominations from the floor. If there are none, the President will ask that one vote be cast for the entire slate. If there is a nomination(s) from the floor, a vote will be taken by a show of hands for each individual position. E) Only those persons who have signified their consent to serve shall be nominated for, or elected to, such office. F) Officers are elected by a simple majority vote.

If an Officer resigns before the end of their term, they shall provide 60 days advance written notice to the President. A replacement may be appointed by the President if approved by a three-fifths

(60%) majority vote at a regularly scheduled Board meeting. In the event that the President is leaving the Board, the Vice President shall be notified, and they shall become the acting President for the rest of the President's term.

An Officer may be removed by a three-fifths (60%) majority vote at a regularly scheduled Board meeting, where the item was placed on the written agenda distributed at least two weeks ahead.

ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors consisting of the Officers of CPLA, the Chairs of all committees, Directors of key functions, and no more than two (2) members-at-large designated by the President and approved by the Board. The Board of Directors shall be empowered to act on behalf of CPLA from one regularly scheduled meeting to the next, and all actions taken by Board members shall be reported at the next scheduled meeting and shall be subject to approval of CPLA. The Board of Directors shall meet a minimum of three times per year.

The President may create a new committee or directorship, and appoint a Board member to fill that position, if approved by a three-fifths (60%) majority vote at a regularly scheduled Board meeting.

If a committee Chair, Director, or member-at-large resigns before the end of their term, they shall provide 60 days advance notice in writing to the President. The President may then appoint a replacement if approved by a three-fifths (60%) majority vote at a regularly scheduled Board meeting.

A Chair, Director, or member-at-large may be removed by a three-fifths (60%) majority vote at a regularly scheduled meeting, where the item was placed on the written agenda distributed at least two weeks in advance.