

**Summary of proposed AAYC Bylaws Changes**  
**(as approved by the Board of Directors on 1/22/24)**

**Article I (NAME, PURPOSE, AND GOALS)**

Article number changed from “1” to “I”; comma added

Section 1. Verb tense change; Terminology clarification (“Alliance”)

Section 2. Added “and culture”; capitalization and punctuations corrections

Section 3. Added “and culture”

**Article II (MEMBERSHIP AND DUES)**

Section 2. Added clarification of powers of Voting Members

Section 3. Added clarification about annual election of Board Members, written and electronic notice (much of this was formerly in Article IV , Section 9, now Article IV, Section 16)

Section 4. Added option for regular Voting Member meetings, and notice thereof; adds definition of quorum as 20% of all current Voting Members

Section 5. Added clarification of the required content of meeting notices (formerly in Article IV, Section 9, Part B, but further defined here)

Section 6. Formerly Section 2, no change

Section 7. Formerly Section 3. Added - results of non-payment of dues, and a 30-day grace period

Section 8. Added/change - new definition of a “quorum” for Annual Meeting as a minimum of 20% of current Voting Members

Section 9. Added/change - no proxy voting for Annual meeting

Section 10. Added/new - remote meeting participation - gives options, specifies notice

Section 11. New - written and electronic voting - notifications, etc.

Section 12. New - requirements for passing resolutions, etc.

Section 13. New - specifies grounds for suspending or removing Voting Members, notice to Member, complaint procedure

Section 14. New - specifies procedures regarding Voting Member resignation

Section 15. New - specifies record date(s) for meeting notice and voting eligibility

**Article III (DISSOLUTION)**

First sentence. Corrected capitalizations

Section 1. Added phrase “consistent with its legal obligations as a 501(c)(3) nonprofit organization”; added a comma

Sections 2,3. Deleted

**Article IV (OFFICERS/DIRECTORS/MEETINGS/DUTIES)**

Section 1. Corrected capitalization; added numeral “1”

Sections 2-6. Corrected capitalization; added some missing punctuation marks

Section 7. Added numeral “2”; removed statement about removing Board Members (this was moved and expanded upon in a new Section 12 in this Article); added 2 hyphens

Section 8. New Section 8 details policies for board decision-making and voting in-person and remotely. (Section on Vacancies was moved to new Section 15)

Section 9. New/change - new Section 9 specifies no proxy voting by the board. (Original Section 9 has been moved to Section 16 and updated.)

Section 10. New/added - rules regarding telecommunication and electronic board meetings (Original Section 10 has been moved to Section 17 and updated.)

Section 11. New/added - authorizes board email voting and email vote announcements, specifies requirements for notification and storage. (Original Section 11 has been moved to Section 18.)

Section 12. New/change - Specifies how board members may be removed. Adds removal by Voting Members, causes for Director member removal, and notice for voting on removal

Section 13. New - specifies notice regarding Director resignations

Section 14. New - specifies procedure for Removal of Officers

Section 15. Former Section 8, Board Vacancies has been moved here; clarified to include Officers, and possible reasons for creation of vacancies

Section 16. Formerly Section 9. Specifies board role in scheduling and notifying Membership regarding annual meetings. Change several instances of "members" and "membership" to "Voting Members" for consistency; removed proxy voting for consistency with other sections; references quorum requirement from Art. II, Section 12; various punctuations corrections

Section 17. Formerly Section 10. Changed header to "Committees" from "Standing Committees".

Removed: requirement for establishing standing committees at start of board year, and requirements for specific committees. Added the following:

New Section A "Establishment" specifies Board's right to establish committees by resolution.

New Section B defines the establishment, make-up, powers, etc. of the Executive Committee.

New Section C clarifies Board authority to establish other Board level committees, and make-up.

New Section D clarifies Board authority to establish non-Board Level Committees, and clarifies limits of powers of such committees.

New Section E requires Board to establish a Financial Oversight Committee, includes details about make-up, responsibilities, etc.

New Section F specifies powers of appointment to committees, and terms lengths

New Section G specifies how Committee Chairs may be chosen

New Section H specifies limitations of powers of committees, and the powers retained by Board of Directors

Section 18. Formerly Section 11 regarding Board Salaries; no other changes

## **Article V (INDEMNIFICATION)**

Header: Spelling correction

## **Article VI (AMENDMENTS)**

New/change - Gives Board power to amend Bylaws without Voting Member vote, with 6 exceptions relating to the Board (number of Directors, composition of Board, term of office, method in which Directors are selected or removed), and Voting Member rights (how Voting Members are selected or removed, and qualifications). Also specifies notice, quorum and voting requirements for Amendments needing approval by Voting Members. Also changed wording "members" to "Voting Members" for consistency.

## **Article VIII (TAX YEAR)**

Header - Replaced "fiscal" with "tax"

Adds section at end of document for Certification of Bylaws by Board Secretary.