
RESOLUTION PROPOSAL

DATE: January 21, 2010

SUBJECT: Proposed amendments to Bylaw Article 4, Meetings of Members

SPONSOR: VP John Platt, Communications Manager Peggy Alexander

BACKGROUND INFORMATION:

LMOA's Bylaws have been changed and amended numerous time over the years. Some portions in particular resemble patchwork quilts, with patches that don't quite match each other.

Each year during the process of planning and implementing the annual meeting, staff runs into portions of Bylaws Article 4 -- Meetings of Members that are disorganized, inconsistent, contradictory, ambiguous, difficult to find or follow, and sometimes lacking altogether.

The purpose of the proposed amendments is to organize and clarify the process of member meetings and how the process is supposed to work, in spite of its present patchwork nature. The proposal includes only a few actual changes to the Bylaws.

Following is a section-by-section description of proposed changes to Bylaw Article 4:

- A. Amend Section 4.04 -- Notice and Waivers:
--Consolidate and clarify in subsection (a) the process for notifying members of member meetings.
- B. Amend Section 4.06 -- Organization:
--Clarify the chain of responsibility for chairing member meetings.
- C. Amend Section 4.07 -- Business and Order of Business:
--Clarify what business may be carried out at member meetings.
- D. Delete old Sections 4.08 -- Member Proposals, and 4.09 -- Individual Member Petitions -- Election of Directors
- E. Create new Section 4.08 -- Individual Member Petitions:
--Using old Section 4.08 and 4.09 as reference/resource, consolidate into a separate section, organize and clarify information and requirements related to member petitions, giving greater consistency in the petition process.
- F. Create new Section 4.09 -- Member Proposals:
--With old Section 4.08 as a reference/resource, reorganize, clarify and enumerate information and requirements specifically for member proposals.
--Change to 14 days after the filing deadline (from 30 days after the proposal was filed) the maximum period of time within which the Board has to meet and announce whether member proposals meet Bylaw requirements for member vote. This change from the previous requirement will enable to Board to meet only once to announce the status of member proposals and candidates, eliminating the potential for the Board to hold several special meetings to determine the status of member proposals alone, plus another to certify candidates. Also add a maximum of five business days after the meeting that the Association has to notify proposal sponsors of the meeting outcome.
--Add the option for the sponsor of a member proposal to submit a statement in support of his/her proposal, regardless of the Board's position on the proposal. Previously, the Bylaw allowed the sponsor to submit a statement only if the Board opposed the proposal; however, as a courtesy in recent years, the Association has permitted the statement for all proposals.

- G. Create new Section 4.10 -- Declaration of Candidacy for Election of Directors
 - With old Section 4.09 as a reference/resource, clarify and enumerate specific information and requirements for Board candidates.
 - Change to 14 days after petition filing deadline (from 10 days) the maximum number of days the Board has to meet and certify the candidates who meet filing requirements. This change will enable the Board to meet only once to announce the status of member proposals and candidates at the same meeting. Also add a maximum five business days after certification for the Association to notify candidates of their status.
- H. Renumber old Section 4.10 -- Voting, as 4.11 – Voting
 - Replace the word “Secretary” with the word “Association” where needed, as the Secretary is no longer actively involved in the election process.
 - Clarify voting options.
 - Clarify voting authorization requirements.
 - Move distracting wording related to non-association proxies to (l) at the bottom of the section. *[See “Note” below]*
 - Clarify wording related to revoking a proxy.
- I. Renumber old Section 4.11 – Action without a Meeting, as 4.12 – Action without a Meeting
- J. Add the words “ballot,” “proxy,” and “special meeting of members” throughout Article 4, where necessary, for accuracy

Note: The wording in old Section 4.10 – Voting under (b) [new Section 4.11, under (l)] implies that non-Association proxies are permitted as long as they are identified. It is unclear why LMOA should accept any non-Association proxies, regardless of how they are labeled. We recommend that LMOA seek legal counsel’s opinion specifically related to the necessity of retaining the wording related to “Proxies solicited by other than the Board of Directors . . .”

Implications of approval of the proposed amendments: The changes will make it possible for members to more easily understand the member meeting process and their rights within that process. The changes will not noticeably change the 2010 annual meeting, except to give the Board four additional days to carry out its duties related to certifying candidates and give uniformity to the process for determining the status of member proposals.

STAFF RECOMMENDATION: The Communications Manager recommends the Board adopt the proposed amendments to Bylaw Article 4.

PROPOSED FINANCIAL IMPACT: NA

PROPOSED SOURCE OF FUNDING: NA

STRATEGIC PLAN REFERENCE: NA

POSSIBLE MOTION:
(First Reading)

PERSON RESPONSIBLE FOR FOLLOW-UP: Communications Manager