

## **VCRA PROPOSED BYLAW AMENDMENTS**

**OCTOBER 23, 2020**

### **Section 2, Classes of Members, (on page 3)**

*The Membership shall consist of five classes:*

a) *Professional Members (with or without CCR)*

*Rationale: This way we're not going crazy changing every little word or adding CCR throughout the bylaws, but we are acknowledging CCR. It covers it right there in that one section, you're either a Professional member with a CCR or without a CCR.*

### **Bylaw: Article IX - MEETINGS AND VOTING (on page 12)**

#### **Section 1 - Annual Business Meeting**

*The annual business meeting of the Association shall be held at such time and place as the Board of Directors shall determine whether in person or remotely.*

*Rationale: In cases of activated emergency orders where we cannot gather in person, it allows us to still have an annual business meeting.*

#### **Section 2 - Meetings**

*The Notice shall set forth the date, time, place and agenda for such meeting. If meeting is to be held remotely, member may email Executive Director for link to join meeting. At such special meeting no business shall be transacted except as specified in the notice to the members.*

*Rationale: To avoid hackers and give member an opportunity to attend.*

### **Section 3 - Voting**

*revising at the end of (b) by mail, e-mail, fax, or remote transmission platform utilized by this Association.*

*Rationale: Though e-mail could cover voting, due to COVID-19, online platforms such as Zoom or Go-to-Meeting can be more conducive for open discussion and it's possible an annual business meeting would have to be held remotely wherein voting would be a part of that.*

### **Bylaw Amendment: Article XII - AMENDMENTS (on page 14)**

#### **Section 3 - Revisions of Amendments at Annual Business Meeting**

*Any revision that shall not alter the general purpose of the amendment may be made by those voting members who are present and voting at the annual business meeting taking place in person or remotely. The final amendment shall then be voted upon under Article XII, Section 2.*

*Rationale: Due to COVID-19, to have an inclusive incorporation when online platforms need to be utilized.*

## **ARTICLE VIII -- Committees**

### **Section 1 -- Executive Committee**

- a) The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President, all of whom shall be in good standing with the organization. The Executive Director may serve as a nonvoting ex officio member of the Executive Committee. The Executive Committee shall have and may exercise all the authority and powers of the Board of Directors during the interim periods between meetings of the Board of Directors. The Executive Committee shall inform the Board of Directors of any actions taken by the Executive Committee during such interim periods no later than the next scheduled Board meeting. In no event shall the Executive Committee have the authority to modify or rescind any action taken by the Board of Directors or take action that will result in a financial impact to the VCRA of \$5,000 or more.

*Rationale: To ensure that matters with a large financial impact on the VCRA will come before the Board of Directors.*

## **Article V -- Board of Directors (continued)**

### **Section 4 -- Board of Director Meetings**

- b) The Board of Directors shall hold at least three (3) meetings annually. The Board of Directors shall hold a meeting at the annual convention of the Association at such time and place as shall be determined by the President. Additional meetings, as deemed necessary, may be called by the President or by written request of a majority of the members of the Board of Directors, provided that notice is given to each member of the Board of Directors at least ten (10) business days prior to such meeting, which Notice shall state the purpose of the meeting. Notice for conference-call meetings shall be sent at least three (3) days prior to the conference call. In the event of time-sensitive emergencies, the President may convene a conference-call meeting without a three (3) day notice. Notice of this time-sensitive meeting and its agenda shall be given to each member of the Board of Directors, allowing as much time as possible under the circumstances prior to the meeting commencing.

*Rationale: To provide the President flexibility to call a meeting of the Board of Directors in the event of a time-sensitive emergency.*