

Proposed Amendments to the WORA By-Laws

June 13, 2017

#1 Proposes to incorporate the WORA mission statement into Article I of the by-laws.

ARTICLE I

MISSION

To promote a strong community that encourages long-term residency, improves our quality of life, preserves the historic nature of our unique neighborhoods, and supports a diverse commercial district that serves the needs of residents.

The Board recommends a **vote For** Amendment #1.

#2 Proposes to define the purpose of the Ward One Residents Association in Article I of the by-laws.

ARTICLE I

PURPOSE

The Purpose of the Ward One Residents Association is to provide a non-political, non-partisan community association of Residents, Property owners, and Business representatives. The Association provides education, awareness and a platform for discussion of important city, county or state issues that affect its members in terms of quality of life, regulatory actions, taxation, property value, the delivery of governmental services, and other issues deemed relevant by the membership.

The Board recommends a **vote For** Amendment #2.

#3 Proposes to require the Executive Board to obtain membership approval at a membership meeting before stating any WORA position on any issue.

ARTICLE VI, Section 1. Powers (of the Executive Board)

(f) State the position of the Association on important city, county or state issues provided the Executive Board has presented the position to the Membership and has received approval of the position from the Membership at a membership meeting where a quorum is present.

The Board recommends a **vote Against** Amendment #3.

#4 Proposes to require the Executive Board to present a statement of all acts and affairs to the members at a membership meeting when requested in writing by 10% rather than 25% of the Members entitled to vote.

ARTICLE VI, Section 2. Duties (of the Executive Board)

(a) Cause to be kept a complete record of all acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by 10% ~~one-fourth (1/4)~~ of the Members who are entitled to vote.

The Board recommends a **vote For** Amendment #4.

#5 Proposes to make Robert's Rules the procedural guide for member meetings.

ARTICLE II - MEETING OF MEMBERS

Section 6. Rules of Procedure

Meetings shall be conducted in loose compliance with the latest edition of Robert's Rules of Order. During a meeting any member may call for strict compliance with Robert's at which time Robert's Rules of Order shall be followed strictly for the duration of that meeting.

The Board recommends a **vote For** Amendment #5.

#6 The following amendments have guided WORA for most of the last two years but were not formally adopted by the membership.

The Board recommends a **vote For** all the following set of amendments

- (a) **ALL ARTICLES:** Numbers all Articles sequentially with Roman Numerals.
- (b) **ARTICLE I, Section 1:** Eliminates the standalone word "**ART**" that follows definition of "Association".
- (c) **ARTICLE I:** Clarifies members voting rights.

Section 6.

"Voting Member" shall mean and refer to a member who has paid his or her annual dues to the Association or a family of two (2) or more members residing in one (1) residence who have paid for one (1) unit of dues shall have only one (1) vote. In the case of family members, each adult member that has paid one (1) unit of dues shall have one (1) vote.

(d) **ARTICLE I:** Provides for the possibility of the annual meeting being in a month other than May.

Section 1. Annual Meeting.

There shall be an annual meeting of the Members once a year in May ~~at such date and time or such other month as determined by the Board. The date and time shall may~~ be determined by the President. Any and all business of the Association may be conducted at the annual meeting.

(e) **ARTICLE I:** Allows member events to count the same as regular member meetings.

Section 2. Regular Meetings.

There shall be not less than six (6) regular meetings ~~or member events~~ each year as deemed necessary by the Board, one of which may include and coincide with the annual meeting. Any and all business of the Association, except as otherwise provided herein may be conducted at a regular meeting.

(f) **ARTICLE III:** Makes "Enumeration of Offices" a description under EXECUTIVE BOARD: SELECTION: TERM OF OFFICE and permits elimination of repetitive language later in By-Laws.

Section 2. Enumeration of Offices

The officers of this Association shall be a President, Vice President, Secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create.

(g) **ARTICLE IV, Section 1. Nomination:** Appoints Nominating Committee about 90 days before an election rather than 90 days after an election.

(b) The Nominating Committee shall be appointed by the Executive Board ~~more than within~~ ninety (90) days ~~of the conclusion of prior to~~ the annual meeting to serve Until the close of the next annual meeting. The President shall appoint one board member to chair the committee. The nominating committee shall make as many nominations for election to the Executive Board and of officers as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members who have belonged to the Association for six (6) months or more.

(h) **ARTICLE IV, Section 1. Nomination:** Prevents members of the Nominating Committee from nominating themselves to the Board.

(c) No member of the Nominating Committee, with the exception of the Board member appointed by the President, shall be eligible for nomination for the Executive Board or officer.

(i) **ARTICLE IV, Section 2. Election:** Allows the Nominating Committee to choose either secret ballot or voice vote during the election.

(a) Election of the Executive Board and officers shall be by vote of a majority of a quorum of Voting Members present in person. ~~secret written ballot.~~ The process of either voting by secret ballot or by voice vote shall to be determined by the Nominating Committee.

(j) **ARTICLE IV, Section 2. Election:** Allows the entire slate of office candidates to be voted upon together when there is only one declared candidate for each office.

(b) If there is no more than one declared candidate for each of the offices, the entire slate of office candidates may be placed before the membership for a vote. If there is more than one declared candidate for one of the offices, ~~secret written ballot.~~ Separate votes shall be held for the offices of President, Vice-President, Secretary and Treasurer, in that order, to permit nominees defeated for one office to be nominated from the floor for other positions. In the event of no nominee having received a majority of the votes, a second vote shall be taken between the two individuals with the largest number of votes.

(k) **ARTICLE IV, Section 2. Election:** Replaces "tip" with "up" to clarify the meaning.

(c) A separate vote shall be taken to select the five (5) board members from the list of nominees. Voting members shall vote for ~~tip~~ up to five (5) persons of those nominated, and the five (5) with the most votes shall be elected. (Amended May 1994)

(l) **ARTICLE V, MEETING OF THE EXECUTIVE BOARD, Section 1. Regular Meeting:** Allows the President as well as the Board to select the place and time of Board meetings.

Section 1. Regular Meetings.

Regular meetings of the Executive Board shall be held monthly without notice, such place and hour as may be fixed from time to time by ~~the~~ President or by resolution of the Executive Board. Meetings may be held by telephone conference call or other ~~similar~~ electronic

communication so long as all other requirements of these By-Laws concerning such meetings are complied with.

(m) **ARTICLE V, MEETING OF THE EXECUTIVE BOARD, Section 4.**

Action taken without a meeting: Allows the Board to take actions without a meeting if a majority agrees in writing.

Section 4. Action taken without a meeting.

The Members of the Executive Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority ~~all~~ of the Members of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.

(n) **(ARTICLE VIII):** Eliminates language that is duplicated under "MEETING OF THE EXECUTIVE BOARD" or replaced with duplicate language under "EXECUTIVE BOARD: SELECTION: TERM OF OFFICE".

~~ARTICLE VIII~~

~~OFFICERS AND THEIR DUTIES~~

~~Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create.~~

~~Section 2. Special Meetings. Special meetings of the Executive Board shall be held when called by the President of the Association or by any two (2) Members of the Executive Board after not less than three (3) days notice to each Members of the Executive Board.~~

~~Section 3. Quorum. A majority of the Members of the Executive Board shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Members of the Executive Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board.~~

~~Section 4. Action taken without a meeting. The Members of the Executive Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Members of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.~~

(o) **(ARTICLE VII)**: Eliminates language that is stated earlier in the By-Laws under "POWERS AND DUTIES OF THE EXECUTIVE BOARD".

~~ARTICLE VII~~

~~POWERS AND DUTIES OF THE EXECUTIVE BOARD~~

~~Section 1. Powers. The Executive Board shall have the power to:~~

~~(a) Suspend the voting right of a Member during any period in which such Member may be in~~

~~default in the payment of his or her dues to the Association.~~

~~(b) Exercise for the Association all powers, duties, and authority vested in or delegated by this Association, and not reserved to the membership by other provisions of these By Laws or the Constitution.~~

~~(c) Declare the office of a Member of the Executive Board to be vacant in the event such Member shall be absent without excuse from two (2) regular meetings of the Executive Board.~~

~~(d) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.~~

~~(e) Discount the amount of dues to be paid by a Member due to financial hardship. The President shall, upon receipt of the application, have sole authority to accept a lesser amount of five (5) dollars. The identity of the Member shall not be disclosed. (Amended April 1996)~~

~~Section 2. Duties. It shall be the duty of the Executive Board to:~~

~~(a) Cause to be kept a complete record of all acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote.~~

~~(b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.~~

~~(c) Cause all officers or employees having fiscal responsibilities to be bonded if, in the Executive Board's sole discretion, it deems that appropriate.~~

(p) **(ARTICLE VIII)**: Eliminates language that is now in the By-Laws under "EXECUTIVE BOARD: SELECTION: TERM OF OFFICE".

~~ARTICLE VIII~~

~~OFFICERS AND THEIR DUTIES~~

~~section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create.~~

(q) **ARTICLE VII - COMMITTEES:** Clarifies that the Finance Committee shall consist to two Board members and one non-Board member.

Section 2.

There shall be a Finance Committee consisting of the Treasurer and one **other** Member of the Executive Board and one **other** Member of the Association.

(r) **ARTICLE VII - COMMITTEES:** Clarifies that the Association will have as a minimum of a Nominating Committee and a Finance Committee.

Section 3.

There shall be a Nominating Committee tasked with nominating Members for the Executive Board.

(s) **ARTICLE III:** Specifies who will maintain Books and records.

BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any Member **and maintained by either the President, Vice President, or Secretary.**

(t) **ARTICLE IX:** Requires proposed By-Law amendments be presented to the Executive Board prior to an Association meeting so they can be placed on the agenda.

AMENDMENTS

~~Section 1.~~ At any regular or special meeting of the Association any Member may propose amendment of the By-Laws **provided that the proposed amendment shall have been presented to the President and Executive Board at a meeting prior to the meeting of the Association and the proposal has been placed on the agenda of the Association meeting.** The presiding officer shall permit discussion of the proposed amendment and its presentation as a motion, but it shall not be voted on at that meeting. On the notice of the next Association meeting the Membership will be informed of the proposed amendment, and at that meeting, after such additional discussion as is required, the amendment may be adopted by a vote of a majority of a quorum of Voting Members present in person.

(Amended March 1994)