

Notice of Proposed Amendment to Bylaws

In accordance with the bylaws, notice is hereby given that the following bylaw amendments will be considered at the regular membership meeting on January 9, 2018

Proposed Amendments to the Bylaws

Amendment 1: Title of organization

Current Bylaw	Bylaw with Amendments <small>Words inserted or added are in red Words removed are highlighted in yellow</small>	RATIONALE
Park Hill High School PTA	Park Hill High School PTSA	To create a student extension to the PTA which will encourage advocacy and leadership programs and development.

Amendment 2: Article VI: Officers, Section #2

Current Bylaw	Bylaw with Amendments <small>Words inserted or added are in red Words removed are highlighted in yellow</small>	RATIONALE
All local PTAs shall elect officers before March 31, and shall send to the state office by that date, the names of officers who shall serve the ensuing year.	All local PTAs shall elect officers before March 31 April 30, and shall send to the state office by that date, the names of officers who shall serve the ensuing year.	Reflects current practices

Amendment 3 Article VI: Officers, Section #3

Current Bylaw	Bylaw with Amendments <small>Words inserted or added are in red Words removed are highlighted in yellow</small>	RATIONALE
The officers of this local PTA shall be a president, three (3) vice presidents, a recording secretary, a corresponding secretary, a treasurer, and a historian.	The officers of this local PTA shall be a president, three (3) vice presidents, a recording secretary, a corresponding secretary, a treasurer, and a historian.	Those positions have not been filled in recent history. Note: If passed Article VII, Section 6 concerning the historian will be eliminated and Section 7 renumbered.

Amendment 4: Article VI: Officers, Section #4

Current Bylaw	Bylaw with Amendments <small>Words inserted or added are in red Words removed are highlighted in yellow</small>	RATIONALE
Officers shall be elected by the general membership, by ballot, before the end of the month of March.	Officers shall be elected by the general membership, by ballot or voice vote, before the end of the month of March April.	Reflects current practices

Amendment 5: Article VI: Officers, Section #6, b.

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
To qualify for the office of president, the nominee shall have served previously on a PTA executive board within the Park Hill School District.	To qualify for the office of president, the nominee shall have served previously on a PTA executive board within the Park Hill School District or has previous PTA officer experience.	Current wording restricts new parents to the district from running for office who have been PTA officers in other school districts or states.

Amendment 6: Article VIII: Executive Board, Add a new section 1 and renumber

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
	The Executive Board consists of the elected officers; the president, secretary, treasurer and three vice presidents.	Historically, the elected officers and VP's meet to set the budget, create a plan for the coming year and deal with any questions/situations that pop up between general meetings.

Amendment 7: Article VIII: Executive Board, Section #3

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
The members of the Board shall be: a. elected officers; b. standing committee chairs and council delegates; and c. principal or representative.	The members of the Board of Directors shall be: a. elected officers; b. standing committee chairs and council delegates; and c. principal or representative.	This amendment is necessary if the previous amendment passes.

Amendment 8: Article X: General Membership (Unit) Meetings, Section 2

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
At least two (2) regular unit meetings of this association shall be held during the school year. Dates of the meetings shall be determined by the president and the principal and shall be announced at the first regular unit meeting of the year. In case of emergency, the president and principal may change dates of the meetings with five days notice having been given.	At least two (4) regular unit meetings of this association shall be held during the school year. Dates of the meetings shall be determined by the president and the principal and shall be announced at the first regular unit meeting of the year. In case of emergency, the president and principal may change dates of the meetings with five days notice having been given.	Reflects current practices

Amendment 9: Article X: General Membership (Unit) Meetings, Section 5

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
The annual meeting shall be the last general membership (unit) meeting of the year, at which time annual reports shall be received and new officers installed. The annual meeting shall be held in May.	The annual meeting shall be the last general membership (unit) meeting of the year, at which time annual reports shall be received and new officers installed. The annual meeting shall be held in May August.	Reflects current practices

Amendment 7: Board of Directors

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>Article V Board of Directors</p> <p>5.02 Composition and number:</p> <p>a. Eligibility – any member in good standing of the Corporation, who feels that he/she has no conflict of interest, is eligible to be elected as a director.</p>	<p>a. Eligibility – any member in good standing of the Corporation is eligible to be elected as a director. Directorships shall not be denied to any person on the basis of race, creed, gender, sexual orientation, religion, or national origin.</p> <p>d. There shall be staggered terms for Directors so that 1/3 of the Directorships are up for re-election each year. Initially 1/3 of the Directors will be elected for 1 year, 1/3 for 2 years and 1/3 for 3 years. Initial Directors serving less than a full 3 year term as their initial (i.e. Directors who draw a one(1) or two(2) year term) shall be considered to have served a full three(3) year term.</p>	<p>Make eligibility compliant with no discrimination wording.</p> <p>Make staggered terms for Directors, so the whole Board does not have to be elected every year. Makes better continuity for the Corporation.</p>

Amendment 8: Board of Directors

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>c. One (1) non-voting advisory position filled by a Service representative appointed by the Refuge Manager for an indefinite term.</p>	<p>c. There can be non-voting advisory positions filled by Service employees appointed by the Refuge Manager for an indefinite term.</p>	<p>Removes limit from Refuge Manager appointments</p>

Amendment 9: Eliminate old sections d and e

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>The Board of Directors may appoint one or more persons to an advisory board. Persons appointed to the advisory board shall serve the term specified by the Board of Directors when any such person is appointed as an advisory director. Advisory board members need not be members of the Corporation. Advisory board members shall not be considered members of the Board of Directors and shall have no vote as board members.</p>	<p>Moved to 7.01.c. -</p>	<p>Moved to APPOINTMENT and AUTHORITY Article 7 No change in wording. We don't have advisory board members now, but we want to add board members for specific reasons, (Realtor, Landowner, etc.)</p>

Amendment 11: 5.05 .

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>5.05 Terms: a. Terms of office shall be one year at which time Directors may be re-elected to succeed themselves, except that none can serve more than three (3) consecutive terms without at least a one (1) year break,</p>	<p>5.05 Terms: a. Terms of office shall be one year at which time Directors may be re-elected to succeed themselves, except that none can serve more than three (3) consecutive terms without at least a one (1) year break.</p>	<p>Replace comma at the end with a period</p>

Amendment 12: 5.08 Board Meetings

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>5.08 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meeting of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.</p>	<p>5.08 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. Notice of regular meeting of the Board is will be posted electronically via the corporation's website calendar or other electronic means at least five (5) days prior to the meeting. No other notice is required other than a resolution of the Board of Directors stating the time and place of the meetings.</p>	<p>Add electronic notice of meeting and 5 days notification prior to meeting.</p>

Amendment 13: 5.09 Special Meetings

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>5.09 Special Meetings of the Board of Directors may be called by or at the request of the President or three (3) Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the Bylaws.</p>	<p>5.09 Special meetings of the Board of Directors may be called by or at the request of the President or three (3) Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors and members as required in the Bylaws.</p>	<p>Add and members so they can attend the special meetings.</p>

Amendment 14: 5.10 Membership Attendance at Board Meetings

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>5.10 Any non-Director member in good-standing of the Corporation is welcome and encouraged to attend and participate in discussions at Board meetings, however they may not vote.</p>	<p>5.10 Any non-Director member in good-standing of the Corporation is welcome and encouraged to attend Board meetings, however they may not vote.</p>	<p>Eliminate encouraged to participate. Makes for better run and shorter meetings. This does not preclude members from participating, but makes it easier to ask them to allow the meeting to continue. This is very common wording in other Board meetings. This does not preclude special reports on Swift Fest, Refuge Week, etc.</p>

Amendment 15: Add new section 5.12 Waiver of Notice

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
No mention in bylaws	5.12 Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.	This is common wording in other Bylaws.

Amendment 16: 5.13 Quorum. Renumber

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
5.13 Three (3) Directors or a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without notice.	5.13 The greater of three (3) Directors or one third of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. Directors present by telephone or other electronic means may count toward the quorum.	Make wording consistent with how many board members we want to make decisions and allow for electronic participation.

Amendment 17: Sections on Actions by Board of Directors. Re-number to 5.14 and 5.15

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
5.13 Actions by Directors 5.14 Proxies	5.14 5.15	Keep in numerical order

Amendment 18: Add Duties of Directors Section 5.16

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
Addition to Current Bylaw	5.16 A Director shall discharge the Director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the Corporation and in any other manner as set forth in the code, as amended.	Common wording in Bylaws for Directors

Amendment 19: Add section--- Actions Without A Meeting, 5. 17

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
	5.17 Any action required or permitted to be taken by the Board of Directors under the Code, the Articles of Incorporation (Certificate of Formation), and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.	This will hopefully fix our email voting

Amendment 20: Add section Meeting by Telephone, Section 5.18

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
Not in current bylaws	5.18 The Board of Directors, and any committee of the Corporation may hold a special meeting by telephone or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone should be subject to the same guidelines as any other meeting.	Again, this should allow for electronic communication

Amendment 21: Removal of directors, Section 5.19

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>5.16 The Board of Directors may vote to remove a Director at any time with good cause with a two-thirds (2/3) vote of the Board of Directors. Three (3) unexcused absences from consecutive meetings will constitute reason for removal.</p>	<p>5.19 The Board of Directors may vote to remove a Director at any time with good cause with a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors that has been called for the purpose of such a vote to remove a Director. Three (3) unexcused absences from consecutive meetings will constitute reason for removal</p>	<p>Something this serious should have a special meeting with purpose stated in notice.</p>

Amendment 22: Duties of Officers Remove Section 6.01

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
<p>The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. Officers will be electe4d from members of the Board of Directors. All officer shall serve a term of one (1) year or until their successors assume the duties of office. The office-holder holds that office at the discretion of the Board of Directors and the office - holder of any given office may be changed at any time by a majority vote of the Board of Directors.</p>	<p>Removed</p>	<p>Repeated in previous sections</p>

Amendment 23: Renumber section 6.02 to 6.01, 6.02. , 6.03, 6.04

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
		<p>Keep in numerical order</p>

Amendment 24: Article VII Committees Add section c.

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
Removed from prior section 5.	c. The Board of Directors may appoint one or more persons to an advisory board. Persons appointed to the advisory board shall serve the term specified by the Board of Directors when any such person is appointed as an advisory director. Advisory board members need not be members of the Corporation. Advisory board members shall not be considered members of the Board of Directors and shall have no vote as board members.	Wording and intent was removed from other sections above and consolidated in one section.

Amendment 25: Article IX, Add ending sentence To the extent practical, the Bylaws, meeting minutes, and annual financial statements should be published on the Corporation's website

Current Bylaw	Bylaw with Amendments Words inserted or added are in red Words removed are highlighted in yellow	RATIONALE
Does not exist	To the extent practical, the Bylaws, meeting minutes, and annual financial statements should be published on the Corporation's website	With a website this is an excellent way to keep membership posted on Board actions.