

PROPOSED AMENDMENTS

BYLAWS

Camp Rio Blanco – Circle of Friends, Inc.

ARTICLE III: MEMBERSHIP

Section 3. Voting Rights of Members

Current Wording:

Qualified members retain the right to vote at the annual meeting or at a special meeting as determined by the Board of Directors. Voting may be held in person, by mail, or by electronic communication. Voting by proxy shall be allowed by qualified members.

Proposed Amendment

- Remove “by mail”

New wording

Qualified members retain the right to vote at the annual meeting or at a special meeting as determined by the Board of Directors. Voting may be held in person, or by electronic communication. Voting by proxy shall be allowed by qualified members.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 2. Special Meetings

Current Wording:

Special meetings or elections may be called by the President of the Board of Directors, or in his or her absence by the 1st Vice President, upon recommendation by the Board of Directors and may be held online as needed. Members may call a special meeting upon written request to the Secretary which must include a petition signed by 50% of the voting members of the Corporation.

Proposed Amendment

- Replace: “1st Vice President” with “Vice President of Fund Development”

New Wording

Special meetings or elections may be called by the President of the Board of Directors, or in his or her absence by the Vice President of Fund Development, upon recommendation by the Board of Directors and may be held online as needed. Members may call a special meeting upon written request to the Secretary which must include a petition signed by 50% of the voting members of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

Section 2. Number, Tenure, Requirements, and Qualifications

Current Wording

- a) The number of Directors shall be no less than three (3) nor more than nine (9) including the following officers: President, Past-President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, Parliamentarian.

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Proposed Amendment

- Change: “*nor*” to “*and not*”
- Change: “*nine (9)*” to “*ten (10)*”
- Replace: “*1st Vice President*” with “*Vice President of Fund Development*”
- Replace: “*2nd Vice President*” with “*Vice President of Membership*”
- Replace: “*3rd Vice President*” with “*Vice President of Communications*”
- Add: “*and two (2) Members-at-Large*”

New Wording

- a) The number of Directors shall be no less than three (3) and not more than ten (10) including the following officers: President, Past-President, Vice President of Fund Development, Vice President of Membership, Vice President of Communications, Secretary, Treasurer, Parliamentarian, and two (2) Members-at-Large.

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Current Wording

- b) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum is present as described in Section 4.

Proposed Amendment

- Replace: “*elected and qualified*” with “*qualified and elected*”

New Wording

- b) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly qualified and elected. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum is present as described in Section 4.

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Current Wording

- e) The term of each Board of Director of the Corporation, with the exception of the Past President, will be three (3) years with no member serving more than two consecutive terms. The Past President will serve for a one-year term.

Revised September 13, 2021

Proposed Amendment

- Add: *“in their current position”* following *“two consecutive terms”*

New Wording

- e) The term of each Board of Director of the Corporation, with the exception of the Past President, will be three (3) years with no member serving more than two consecutive terms in their current position. The Past President will serve for a one-year term.

Current Wording

- h) Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax-deductible value paid for or solicited by the Board member and received by the Corporation. No contribution credit shall be given for in-kind donations.

Proposed Amendment

- Add: *“by December 31 of the current fiscal year.”*
- Add: *“or donations made to or solicited for fundraising campaigns.”*

New Wording

- h) Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax-deductible value paid for or solicited by the Board member and received by the Corporation by December 31st of the current fiscal year. No contribution credit shall be given for in-kind donations or donations made to or solicited for fundraising campaigns.

Section 8. Forfeiture

Current Wording

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by the September annual meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 9 of this Article in these bylaws.

Each member of the Board of Directors must receive written notice of the proposed forfeiture at least ten (10) days in advance of the proposed action.

Proposed Amendment

- Remove: *“September”*
- Remove: *“are not entitled to vote at the annual meeting.”*
- Replace: *“entitled to the procedure outlined in Section 9”* with *“bound by the procedure outlined in Section 9”*

Revised September 13, 2021

New Wording

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by the annual meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to the procedure outlined in Section 9 of this Article in these bylaws.

Each member of the Board of Directors must receive written notice of the proposed forfeiture at least ten (10) days in advance of the proposed action.

Section 9. Removal

Current Wording

Any member of the Board of Directors may be removed at any time, by vote of two-thirds (2/3) of the members of the Board of Directors for:

- a) Actively opposing the mission; or
- b) Actions found to be detrimental to the efforts and accomplishments of the group; or
- c) Breaking the agreed upon commitments as stated in the membership registration agreement; or
- d) Having been convicted of a felony

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Proposed Amendment

- Add: *“Any member of the Board of Directors removed for any item stated in Section 9 above will also be removed from membership of the organization.”*

New Wording

Any member of the Board of Directors may be removed at any time, by vote of two-thirds (2/3) of the members of the Board of Directors for:

- a) Actively opposing the mission; or
- b) Actions found to be detrimental to the efforts and accomplishments of the group; or
- c) Breaking the agreed upon commitments as stated in the membership registration agreement; or
- d) Having been convicted of a felony

Any member of the Board of Directors removed for any item stated in Section 9 above will also be removed from membership of the organization.

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Revised September 13, 2021

Section 10. Vacancies

Current Wording

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting.

Proposed Amendment

- Add: “*until the next election cycle*”

New Wording

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting until the next election cycle.

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ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS

Current Wording

The officers of this Board shall be the President, Past President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer and Parliamentarian. All officers must have the status of active members of the Board.

Proposed Amendment

- Replace: “*1st Vice President*” with “*Vice President of Fund Development*”
- Replace: “*2nd Vice President*” with “*Vice President of Membership*”
- Replace: “*3rd Vice President*” with “*Vice President of Communications*”
- Replace: “*and Parliamentarian*” with “*, Parliamentarian, and two (2) Members-at-Large.*”
- Remove: “*All officers must have the status of active members of the Board.*”

New Wording

The officers of this Board shall be the President, Past President, Vice President of Fund Development, Vice President of Membership, Vice President of Communications, Secretary, Treasurer, Parliamentarian, and two (2) Members-at-Large.

Section 1. President

Current Wording

The President shall:

- Preside at all meetings of the Board of Directors and membership.
- Appoints Standing Committee Chairmen
- Be responsible for carrying out the policies and directives of the Board and supervises the affairs of the Corporation, subject to approval of the Board.
- Shall be authorized to co-sign checks with the Treasurer or 1st Vice President.
- Shall execute on behalf of the Corporation, all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the transaction of the business of the Corporation.
- Shall be Ex-officio member of all standing committees with the exception of the Nominating Committee and shall have the power and duties usually vested in the office of the President.

Revised September 13, 2021

Proposed Amendment

- b) Replace: “Appoints” with “Appoint”; Replace: “Chairmen” with “Chairs”
- d) Remove: “Shall”; Replace: “1st Vice President” with “Vice President of Fund Development
- e) Remove: “Shall”
- f) Replace: “Shall be” with “Serve as”
- Correct the punctuation

New Wording

The President shall:

- a) Preside at all meetings of the Board of Directors and membership;
- b) Appoint Standing Committee Chairs;
- c) Be responsible for carrying out the policies and directives of the Board and supervises the affairs of the Corporation, subject to approval of the Board;
- d) Be authorized to co-sign checks with the Treasurer or Vice President of Fund Development;
- e) Execute on behalf of the Corporation, all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the transaction of the business of the Corporation; and
- f) Serve as Ex-officio member of all standing committees with the exception of the Nominating Committee and shall have the power and duties usually vested in the office of the President.

Section 2. Past President:

Current Wording

Past President will act in an advisory capacity to the President and the Board of Directors as needed.

Proposed Amendment

- Add: “The Past President shall:”
- Add sections to include:
 - a) Attend all meetings of the Board, and all meetings of members;
 - b) Act in an advisory capacity to the President and the Board of Directors as needed;
 - c) Assist in the smooth transition of leadership; and
 - d) Serve as Bylaws Committee Chair.

New Wording

The Past President shall:

- a) Attend all meetings of the Board, and all meetings of members;
- b) Act in an advisory capacity to the President and the Board of Directors as needed;
- c) Assist in the smooth transition of leadership; and
- d) Serve as Bylaws Committee Chair.

Section 3. 1st Vice President

Current Wording

Section 3. 1st Vice President

The 1st Vice President shall:

Revised September 13, 2021

- a) Be considered as Vice President of Ways and Means with primary duties of fund development.
- b) Be vested with all the powers and shall perform all the duties of the President during the absence of the latter.
- c) Have the duty of chairing their prospective committee and such other duties as may, from time to time, be determined by the President or the Board.

Proposed Amendment

- Replace: Section 3. “1st Vice President” with “Vice President of Fund Development”
- Replace: “The 1st Vice President shall” with “The Vice President of Fund Development shall.”
- Replace current listing of duties with:
 - a) Attend all meetings of the Board and all meetings of members:
 - b) Be vested with all the powers and shall perform all the duties of the President during the absence of the latter;
 - c) Oversee and manage the organization’s fundraising and development strategies;
 - d) Create and implement strategies for donor development;
 - e) Assist President with research and grant writing;
 - f) Have the duty of chairing their prospective committee and such other duties as may, from time to time, be determined by the President or the Board; and,
 - g) Serve as Project Committee Chair.

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New Wording

Section 3. Vice President of Fund Development

The Vice President of Fund Development shall:

- a) Attend all meetings of the Board and all meetings of members:
- b) Be vested with all the powers and shall perform all the duties of the President during the absence of the latter;
- c) Oversee and manage the organization’s fundraising and development strategies;
- d) Create and implement strategies for donor development;
- e) Assist President with research and grant writing;
- f) Have the duty of chairing their prospective committees and such other duties as may, from time to time, be determined by the President of the Board; and
- g) Serve as Project Committee Chair.

Section 4. 2nd Vice President

Current Wording

Section 4. 2nd Vice President

The 2nd Vice President shall:

- a) Be considered as Vice President of Membership.
- b) Work to increase the membership and keep a current roster of all members.
- c) Be in charge of sending the membership renewal information by May.

Proposed Amendment

- Replace: “2nd Vice President” with “Vice President of Membership”
- Replace: “2nd Vice President shall” with “Vice President of Membership shall”

Revised September 13, 2021

- Replace current listing of duties with:
 - a) *“Attend all meetings of the Board and all meetings of members;*
 - b) *Oversee membership development strategies to increase membership;*
 - c) *Coordinate and implement membership recruitment and renewal drive;*
 - d) *Develop and implement events to maintain engagement of members with organization’s mission; and*
 - e) *Manage membership database*

Section 5. 3rd Vice President

Current Wording

Section 5. 3rd Vice President

The 3rd Vice President shall:

- a) Be considered as Vice President of Communications
- b) Coordinate and facilitate all communications of the Corporation
- c) Manage the Corporation website and social media.

Proposed Amendment

- Replace: *“3rd Vice President”* with *“Vice President of Communications”*
- Replace: *“3rd Vice President shall”* with *“Vice President of Communications shall”*
- Replace current listing of duties listing with:
 - a) *Attend all meetings of the Board and all meetings of members;*
 - b) *Serve as Chair of Communications Committee;*
 - c) *Develop strategies for coordinating and facilitating all print and electronic communications of the Corporation;*
 - d) *Manage the Corporation website and social media accounts; and*
 - e) *Oversee branding in all marketing materials.*

New Wording

Section 5. Vice President of Communications

The Vice President of Communications shall:

- a) Attend all meetings of the Board and all meetings of members;
- b) Serve as Chair of Communications Committee;
- c) Develop strategies for coordinating and facilitating all print and electronic communications of the Corporation;
- d) Manage the Corporation website and social media accounts; and
- e) Oversee branding in all marketing materials.

Section 6. Secretary

Current Wording

Section 6. Secretary

The Secretary shall:

- a) Attend all meetings of the Board, and all meetings of members, and keeps the minutes and votes of all proceedings.
- b) Be the custodian of all corporate records, all books, correspondence and papers relating to the business of the Corporation, except those of the Treasurer.
- c) Give notice of meetings of the Board and membership and all other notices required by law or by these bylaws.
- d) Provide a copy of the minutes to the Board at least one week prior to each meeting and records all amendments to the bylaws.

Proposed Amendment

- Correct the punctuation and add the word “and” at the end of listing c)

New Wording

Section 6. Secretary

The Secretary shall:

- a) Attend all meetings of the Board, and all meetings of members, and keeps the minutes and votes of all proceedings;
- b) Be the custodian of all corporate records, all books, correspondence and papers relating to the business of the Corporation, except those of the Treasurer;
- c) Give notice of meetings of the Board and membership and all other notices required by law or by these bylaws; and
- d) Provide a copy of the minutes to the Board at least one week prior to each meeting and records all amendments to the bylaws.

Section 7. Treasurer

Current Wording

Section 7. Treasurer

The Treasurer shall:

- a) Collect all dues and shall have general charge of the finances of the Corporation.
- b) Keep a complete and accurate set of books of all receipts and disbursements of the Corporation, presenting a written financial report at each meeting of the Board and at the annual membership meeting.
- c) Serve as Chairman of the Finance Committee.
- d) Make such other reports to the Board as may be required.

The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Revised September 13, 2021

All checks, drafts, and other orders for payment of funds will require two signatures – the Treasurer and either the President or the 1st Vice President.

Proposed Amendment

- Replace current listing of duties with:
 - a) *“Attend all meetings of the Board and all meetings of the members;”*
 - b) *“Collect all dues and shall have general charge of the finances of the Corporation;”*
 - c) *“Keep a complete and accurate set of books of all receipts and disbursements of the Corporation, presenting a written financial report at each meeting of the Board and at the annual membership meeting;”*
 - d) *“Create an annual operating budget with input from Board members;”*
 - e) *“Advise Board members in financial strategies;”*
 - f) *“Ensure that the financial records are made available to the membership, Board members, and the public upon request;”*
 - g) *“Ensure that all checks, drafts, and other orders for payment of funds including the organization’s debit cards will require two signatures or approval by the Treasurer and either the President or the Vice President of Fund Development. Debit cards will be issues to President, Vice President of Fund Development, and Treasurer.”*
 - h) *“Serve as Chairman of the Finance Committee;”*
 - i) *“Oversee compliance with the IRS and state laws and regulations; and”*
 - j) *“Make such other reports to the Board as may be required.”*
- Remove: *“The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.”*
- Remove: *“All checks, drafts, and other orders for payment of funds will require two signatures – the Treasurer and either the President or the 1st Vice President.”*

New Wording

Section 7. Treasurer

The Treasurer shall:

- a) *“Attend all meetings of the Board and all meetings of the members;”*
- b) *“Collect all dues and shall have general charge of the finances of the Corporation;”*
- c) *“Keep a complete and accurate set of books of all receipts and disbursements of the Corporation, presenting a written financial report at each meeting of the Board and at the annual membership meeting;”*
- d) *“Create an annual operating budget with input from Board members;”*
- e) *“Advise Board members in financial strategies;”*
- f) *“Ensure that the financial records are made available to the membership, Board members, and the public upon request;”*
- g) *“Ensure that all checks, drafts, and other orders for payment of funds including the organization’s debit cards will require two signatures or approval by the Treasurer and either the President or the Vice President of Fund Development. Debit cards will be issues to President, Vice President of Fund Development, and Treasurer.”*
- h) *“Serve as Chairman of the Finance Committee;”*
- i) *“Oversee compliance with the IRS and state laws and regulations; and”*
- j) *“Make such other reports to the Board as may be required.”*

Revised September 13, 2021

Section 8. Parliamentarian

Current Wording

The Parliamentarian shall:

- a) Act in an advisory capacity to the President and the Board in parliamentary procedures as outlined in *Robert's Rules of Order*.
- b) Serve as Chairman of Nominating Committee.

Proposed Amendment

- Add: "Attend all meetings of the Board and all meetings of members;"

New Wording

Section 8. Parliamentarian

The Parliamentarian shall:

- a) Attend all meetings of the Board, and all meetings of members;
- b) Act in an advisory capacity to the President and the Board in parliamentary procedures as outlined in *Robert's Rules of Order*; and
- c) Serve as Chairman of Nominating Committee.

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Proposed Amendment for addition of new Board position

Section 9. Members-at-Large

The Member-at-Large shall:

- a) Attend all meetings of the Board, and all meetings of members;
- b) Serve on at least one (1) committee;
- c) Actively share the organization's mission with others to increase support
- d) Assist with special projects as needed at the request of the President and/or the Board of Directors; and
- e) Act as a representative of the organization to help increase membership.

New Wording will be added as Section 9

Section 9. Members-at-Large

The Member-at-Large shall:

- a) Attend all meetings of the Board, and all meetings of members;
- b) Serve on at least one (1) committee;
- c) Actively share the organization's mission with others to increase support
- d) Assist with special projects as needed at the request of the President and/or the Board of Directors; and
- e) Act as a representative of the organization to help increase membership.

Revised September 13, 2021

Section 9. Election of Officers

Current Wording

Section 9. Election of Officers

Proposed Amendment

- Replace: “9” with “10”

New Wording

Section 10. Election of Officers

ARTICLE VII. COMMITTEES

Section 2. Finance Committee

Current Wording

The Treasurer is the chair of the Finance Committee, which includes President, 1st Vice President and Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The Board of Directors must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors.

Proposed Amendment

- Replace: “1st Vice President” with “Vice President of Fund Development”

New Wording

The Treasurer is the chair of the Finance Committee, which includes President, Vice President of Fund Development and Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The Board of Directors must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors.

Section 3. Nominating Committee

Current Wording

- a) The Nominating Committee is charged with preparing a slate of nominees for the elected officer positions. A slate of one nominee for each office is submitted to the Board for approval at the Board meeting prior to the annual meeting. The approved slate of officers will be posted on the website for membership notification fourteen (14) days prior to the annual meeting and voted on at the annual meeting.

Proposed Amendment

- Remove: “for approval”
- Replace: “approved slate” with “proposed slate”

New Wording

- a) The Nominating Committee is charged with preparing a slate of nominees for the elected officer positions. A slate of one nominee for each office is submitted to the Board at the Board meeting prior to the annual meeting. The proposed slate of officers will be posted on the website for membership notification fourteen (14) days prior to the annual meeting and voted on at the annual meeting.

Revised September 13, 2021