

## ***BYLAWS – Notes on Proposed Revisions***

**Red = Remove this text**

**Blue = Add (or relocate) this text**

**Black = Keep original text as is**

1. Remove term “Trustee” and replace it with “Director” or “Board of Directors”—consistent with “modern” U.S. nonprofit corporations law practice.
2. Re-sequence Articles to “Flow” more naturally – example: The Entity-its Members-its Management (Officers)-Nominations process-Meetings and then further operational details.
3. Split up some complex Sections into more topics for easier referencing – example, “Proxies” is now isolated into a new subsection as is “Resignations”.
4. Create acronyms as early in the text as possible.
5. Modify or remove unnecessarily formal or obscure references and update the language.
6. Simplify complex sentences for clarity.
7. Replace words which could be misread or interpreted in different way than intended.
8. Suggest new provisions. These are underlined.

Specific changes:

1. Membership categories are increased from four to five to reflect how we now are sorted out in our membership rolls. Although we have no Honorary Members, the category is retained. I will suggest we add a category for “Partners” – other entities we collaborate with such as CASSOC, SAMS and the Nat. Capital Tartan Day Committee. The section is carved up a bit and rearranged for clarity.
2. Trim up the section on Management. Add a maximum number of Directors – to 15, to prevent special interest board-stacking and avoid an intrinsic problem of very large boards; to “Let someone else do it”. Also we might want to consider a limit on the number of Directors from the same Clan affiliation.
3. Article IV, Section 401(E) is carved out from the President’s job as a separate item.
4. Add a requirement for biennial financial audits. We can be in trouble if we cannot provide these.
5. The section on Grants is a real tongue-twister and is revised for clarity.
6. Add a purpose for AGMs so we know what we have to accomplish.
7. The Elections process formerly in Article III is moved into the description of Officers.
8. Quorum for AGMs is changed from 25 members to 10%. It is noted that, members being defined as they are, we often have fewer than 25 actual members in attendance. We cannot simply count heads anymore. If 6 people from a member Clan come to the AGM, that constitutes only one member and thus one vote – not six. We have 143 paid-up members so 25 of those would be 17% - a very hard target to meet. Further, if a person shows up who is NOT actually a member of a member Clan, we have no process for disallowing their vote. We need a voting rights act and a Sgt. at Arms to control the voting process if we are to make decisions that involve money. Non-members should not have any authority to tell us how to act.
9. A Special Meeting can be called by written petition of merely ten members. How and where would such a meeting take place? If one wanted to create chaos, one could get a “Gang-of-Ten” to repeatedly pound the Board with demands for meetings for some devious purpose like overturning a Board-denied grant request. Likewise for three Directors. The only defense is a quorum requirement for Special Meetings of the Membership higher than for the AGM.
10. Should we allow member proxies for quorum and voting at an AGM?

11. Bylaws changes should be approved by the Board BEFORE they are presented for approval by the members. Otherwise we invite wordsmithing at the AGM over trivia. My change is for precision and clarity. Also, bylaws changes can be proposed and approved by a dangerously low number of persons.
12. We need to acknowledge the existence and authority (if any) of the Advisory Board.
13. We need to add some indemnity language for Officers and Directors.

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