

## Summary of Proposed WLCT Amended and Restated Bylaws

WLCT is undertaking a Bylaw “refresh” to update our Bylaws originally crafted in 1972. While the Bylaws have undergone amendments over time to address more finite changes, this “refresh” was a more comprehensive review and amendment of the document to meet modern day standards and best practices.

The changes include stylistic amendments like font change for clarity on electronic platforms in addition to written form, new article headings and subheadings to direct the reader’s attention to specific items, and streamlined text for simplicity. Below is a summary of the changes in each article highlighted for your ease of reading:

### **Addition of a specific statement in regards to the Amending and Restating of the Bylaws**

#### **Article II. Purposes & Article III Powers**

- Repositioned Purposes, Powers (now Article III), Prohibition on Political Activity and Limitation on Lobbying (now Article XVII), and Dissolution (now Article XVIII)
- Upon review of other organization’s bylaws, the above proposed repositioning and assigning of new Articles is to establish clarity.

#### **Article V. Members**

- Added former Article XII “Dues” to Members category for clarity and simplification, combined former Sections on “Dues” and Board establishing rates

#### **Article VI. Meeting of the Members**

- Section 3., NEW addition of “electronic notice” with the former “written notice.”
- Section 5., NEW addition of “electronic” to proxy notice
- Section 5., NEW addition of “A member may appoint the holder(s) of his or her proxy either by: 1) Executing a written instrument; or 2) by their authorized electronic communication. Electronic votes cast pursuant to this section shall be considered equivalent to presence in person at a meeting.”

#### **Article VII. Board of Directors**

- Section 6., NEW **Remote Participation**. Any one (1) or more Directors may participate in any meeting of the Board of Directors or any Committee thereof by means of a conference telephone, video conference, or similar communication equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.
- Section 7. NEW Addition of **Action by Consent**. Any action which could be taken at a meeting of the Board of Directors may also be taken without a meeting by the written consent of all the current Directors. Any Director may consent to an action by sending an email or equivalent electronic message to the Clerk or President affirming their assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Corporation acting by written

consent in accordance with this section. Such consents shall be filed with the minutes of the next Directors' meeting and shall have the same effect as a meeting vote.

- Section 8., NEW addition of **Director Resignation or Removal**. A Director or Officer may resign by written notification to the Officers of the Corporation, or may be removed whenever the Board of Directors determines by a majority vote during an Executive Session that he or she has: 1) Failed to resign from his or her position as a Director or Officer and is no longer able to participate in the work of the Corporation due to illness; or 2 ) that he or she has missed three (3) or more meetings without good cause. A Director or Officer may be removed by a two-thirds affirmative vote of the entire Board of Directors during a meeting called into Executive Session for that purpose whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby. In all instances involving resignation, illness, or an affirmative vote to remove a Director or an Officer, the Board of Directors shall declare his or her seat on the Board of Directors or as an Officer of the Corporation to be vacant so that it may be filled.
- Section 9. *Former Section 6.*, Edited to, **Director Remuneration**. Directors shall not receive any salaries for their services and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors or Members or any other private persons as prohibited under Section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended. Nevertheless, a Director or Member may be reimbursed for reasonable and necessary expenses that have been authorized by the Corporation, and which are incurred during the performance of his or her duties to the Corporation.
- Section 11. Advisor to Board of Directors. Amended to provide Advisor a 3 year term as opposed to a 2 year term to better align with the incoming President's initial term. The intent is for the President to have a support system from past experience.
- Section 12. NEW Addition of, **Confidentiality of Meetings and Minutes**. Meetings of the Board of Directors shall not be open to the public or to Members, although the Board may choose, in its sole discretion, to invite Members or other guests to all or portions of such meetings. Minutes of meetings of the Board of Directors shall not be available to the public, although the Board may, in its discretion, choose to share all or specific portions of meeting minutes with its Members, third parties, or with the public. The Board of Directors may also require that anyone requesting the minutes of its meetings treat such minutes as confidential and such requests should be made in writing. The Board of Directors may discuss and authorize the release of minutes in Executive Session.
- Section 13. NEW Addition of, **Director Executive Session**. At any meeting of the Board of Directors, the President may enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the President, certain employees or other individuals, may be present. An Executive Session may be called for discussion of sensitive or confidential issues such as, but not limited to, personnel, legal matters, or negotiations relating to any transaction. Any decisions made in Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the Board meeting. The Secretary or their designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

- Section 14. NEW Addition of, ***Director Liability***. The Directors and Officers of the Corporation are not liable for the Corporation's debts, liabilities, or obligations. Any person or entity doing business with the Corporation, such as extending credit, signing contracts, or making claims, must rely solely on the Corporation's funds and assets for payment.
- Section 15. NEW Addition of, ***Director Personal Liability***. Directors and Officers shall not be liable to the Corporation for monetary damages related to breaches of their fiduciary duties, except in cases where he or she: 1) Breaches his or her duty of loyalty to the Corporation; 2) Acts in bad faith, engages in intentional misconduct, or knowingly breaks the law; or 3) Receives an improper personal benefit from their actions.

#### **Article VIII. Officers**

- Section 1. Retain original with the NEW addition of, "The Board, in its discretion, may elect two (2) individuals to serve as Vice-Presidents of the Corporation."
- Section 7. Treasurer: Removed requirement of Treasurer to provide surety and bond for the organization during their service.

#### **Article IX. Committees**

- Section 3. NEW Addition of, "Section 3. An Executive Committee shall consist of the following members: a) The President of the Board; b) The Vice-President; c) The Treasurer; d) The Clerk; and e) Up to two additional members of the Board, as appointed by the President and approved by a majority vote of the Board. All members of the Executive Committee must be current members of the Board of Directors and the President shall serve as Chair.

The Executive Committee is authorized to act on behalf of the Board of Directors between regular meetings, except as otherwise limited by these Bylaws or applicable law. The Executive Committee may: a) Approve unbudgeted expenditures up to \$10,000 per transaction, but may not approve total expenditures in excess of \$50,000 between regularly scheduled meetings of the Board of Directors without prior authorization by the Board of Directors; b) Make emergency decisions that cannot reasonably wait for a full Board meeting; and c) Evaluate the performance of the Executive Director and support personnel initiatives.

The Executive Committee shall not: a) Amend or repeal the Articles of Incorporation or these Bylaws; b) Approve or amend the annual budget or approve major financial decisions that are reserved for the full board; c) Appoint or remove Directors; d) Hire or dismiss the Executive Director unless specifically authorized by the full Board; e) Dissolve the Corporation or make decisions regarding mergers or acquisitions.

The Executive Committee shall meet as needed, at the discretion of the Chair or upon request of a majority of its members. A quorum for Executive Committee meetings shall be a majority of its members. Decisions shall be made by a majority vote of those present, except where otherwise required by law or these Bylaws.

The Executive Committee shall maintain written minutes of its meetings and provide a report of its actions to the full Board at the next regularly scheduled Board meeting. Any decision made by the Executive Committee must be documented and available for review by any Board member upon request with the exception of confidential Personnel matters.

#### **Article X. Executive Director**

- NEW article, recognizing the change in staffing leadership

#### **Article XI. Conflicts of Interest**

- NEW article, providing clarity on potential conflicts of interest

#### **Article XVII. Indemnity**

- Edited to, To the fullest extent permitted by law, the Corporation will use its funds to indemnify and reimburse any current or former Director, Officer, or Employee for any claims, liabilities, or expenses they face because of his or her service to the Corporation. This includes reasonable expenditures for defending or settling legal or administrative proceedings, unless: 1) The person acted in bad faith or engaged in deliberate dishonesty, and their actions were material or 2) The person gained an improper financial benefit to which they were not legally entitled. This indemnification does not limit any other rights or privileges the person may have.

The Corporation may also enter into agreements, authorize payments, or take other actions deemed necessary by the Board of Directors to provide such indemnification, including the hiring of legal counsel to defend against claims or liabilities.

#### **Article XVIII. Prohibition on Political Activity and Limitation on Lobbying**

- NEW Article, repositioned from former Article II Purposes

#### **Article XIX. Dissolution**

- NEW Article, repositioned from former Article II Purposes