

## Proposed Bylaws Revisions – 2024 RRCAA Annual Meeting

The following are proposed revisions to the current bylaws (Adopted October 2022) to allow for an expanded board of directors. The revisions are all located in sections B. and C. and reference the total number of directors allowed and the ratio needed for a quorum.

### Section B. Terms of Service

1. Up to **twenty-one (21)** ~~fifteen (15)~~ but no fewer than **fifteen (15)** ~~twelve (12)~~ at large directors will be elected from the slate presented by the Board Development committee.
2. The term of office for Directors will be three (3) years set to expire on a rotating basis.
3. Each Director shall maintain a voting membership in the association and fulfill the duties of a Director as defined in the RRCAA Board Member Job Description.
4. Resignation from the Board of Directors during an elected term must be in written form and presented to the Board President or Executive Director.
5. A Director may be removed at any time by **sixteen of twenty-one** ~~eleven of fifteen~~ (or a similar proportion of current Board members) votes of the full Board of Directors.
6. The Board of Directors will elect a new Director to fill any vacancy created by resignation, removal or death. A Director elected in this manner will complete the term of the Director he/she is replacing.
7. Should the membership of RRCAA not vote in a full **twenty-one** ~~15~~-member slate of Board of Directors members at the annual meeting, a new Director(s) may be appointed by the current Board to fill any vacant position(s).
8. By a majority vote of the Board of Directors, Honorary Directors may be appointed to serve in an advisory capacity to the Executive Committee or other Committee for a term of up to three (3) years with the option to be re-appointed by majority vote of the Board of Directors. Honorary Directors shall be non-voting members of the Board.
9. No individual Director, other than an officer acting within the scope of authority of his/her office, is authorized to act on behalf of the Board of Directors without prior approval. Any such approval must be recorded in the official minutes of a Board of Directors meeting and the minutes thereafter approved by the Board of Directors. Only the Executive Director and/or the Board President are authorized to sign contractual agreements.

### Section C. Organization of Board

#### 1. Election of Officers

- A. The Board of Directors will elect the Executive Committee (*officers*) from the Board of Directors members at the next Board meeting after the Annual meeting. Officers will be elected to serve a term of one (1) year: President, Vice-President, Secretary and Treasurer, with new officers assuming their duties at the following regularly scheduled Board meeting.

- B. Resignation of an officer from the Executive Committee during an elected term must be in written form and presented to the Board President or Executive Director.
- C. The Board of Directors will elect a new officer to fill any vacancy created by resignation or death.
- D. An officer may be removed at any time by *sixteen of twenty-one* (or a similar proportion of current Board members) votes of the full Board of Directors.

## 2. Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors shall be held at least six (6) times a year and are open to the general membership and the public. Special Board meetings may be called by the President with 3 days' notice stating the purpose of the meeting. A special meeting may be called by *4* ~~3~~ or more Board members with 3 days' notice stating the purpose of the meeting.
- B. A quorum of fifty percent plus one member, ~~but no greater than eleven (11)~~ *eight (8)* of the Board of Directors must be present to conduct official business.
- C. The Board of Directors may meet in closed session to discuss confidential issues.