

**Proposed Bylaw Changes – Community Development Society
Board of Directors
Summer 2018**

Article 4 Board of Directors

Original

Section 2. The Board of Directors shall be composed of nine (9) elected directors, the President, **Vice President for Program, Vice President for Operations**, the Secretary, and the Treasurer. All directors, and elected officers shall be voting members of the Society.

Proposed

Section 2. The Board of Directors shall be composed of nine (9) elected directors, and five elected officers, **the Past President**, President, **Vice President**, the Secretary, and the Treasurer. All directors, and elected officers shall be voting members of the Society.

Original

Section 3. **The elected officers shall serve (3) year terms. The directors in office at the adoption of these by-laws shall continue in office for the term of their election.** Directors shall take office immediately following the annual meeting of the membership of the Society occurring after their election and shall serve as such until their successor is elected and qualified. No director shall be eligible for election for more than two (2) consecutive terms.

Proposed

Section 3. **The Secretary and Treasurer shall serve (3) year terms. The Vice President, President and Past President shall serve one-year terms consecutively, completing a three-year leadership term.** Directors shall take office immediately following the annual meeting of the membership of the Society occurring after their election and shall serve as such until their successor is elected and qualified. No director shall be eligible for election for more than two (2) consecutive terms.

Article 5 Officers

Original

Section 1. The elected officers of the Society shall consist of a President, **a Vice President for Program and a Vice President for Operations**, a Secretary, and a Treasurer each of whom shall be elected by the voting members of the Society in a manner herein prescribed.

Proposed

Section 1. The elected officers of the Society shall consist of a **Past President**, a President, a **Vice President**, a Secretary, and a Treasurer each of whom shall be elected by the voting members of the Society in a manner herein prescribed.

Original

Section 4. The **Vice President for Program** shall automatically succeed to the office of the President upon the expiration of the term of the President, or in the event of the death, disability, resignation or removal of the President, upon such occurrence.

Proposed

Section 4. The **Vice President** shall automatically succeed to the office of the President upon the expiration of the one year term of the President, or in the event of the death, disability, resignation or removal of the President, upon such occurrence.

Original

This is a new section 5, that did not appear in the original bylaws.

Proposed

Section 5. **The President shall automatically transition to the office of Past President and will serve in that capacity for a one year term. In the event of death, disability, resignation or removal of the Past President, the office will remain vacant until the completion of the incoming President's tenure.**

Original

Section 7. The President shall be the chief executive officer of the Society and Chair of the Board of Directors and its Executive Committee. She shall supervise the work of the other officers, preside at all meetings of the Board of Directors and of the general membership. She, together with the Treasurer, shall, upon the direction of the Board of Directors, have authority to execute and acknowledge all instruments necessary for the operation of the Society. The President shall develop and bring forth to the Board of Directors new initiatives for the Society and appoint all members of standing committees of the Society, except committees of the Board of Directors, and may, from time to time, create and appoint members to ad hoc committees of the Society which she, in her best judgment, believes necessary for the efficient and effective operation of the Society.

Proposed

Section 8. The President shall be the chief executive officer of the Society and Chair of the Board of Directors and its Executive Committee. She shall supervise the work of the other officers, preside at all meetings of the Board of Directors and of the general membership. She, together with the Treasurer, shall, upon the direction of the Board of Directors, have authority to execute and acknowledge all instruments necessary for the operation of the Society. The President shall develop and bring forth to the Board of Directors new initiatives for the Society and appoint all members of

standing committees of the Society, and may, from time to time, create and appoint members to ad hoc committees of the Society which she, in her best judgment, believes necessary for the efficient and effective operation of the Society. Furthermore, the President shall provide overall coordination of the Vision and Goals Implementation Plan.

Original

Section 8. The Vice President for Operations shall be elected by the membership. The Vice President for Operations shall succeed to the office of Vice President for Programs without further action by the general membership, unless the Vice President for Operations shall die in office, resign or be removed by the membership.

The Vice President for Operations shall work closely with the President, the Secretary, and the Treasurer in the operations of the Society. In particular, the Vice President for Operations shall provide overall coordination of the Vision and Goals Implementation Plan; oversee operational and maintenance functions of committees, and Board Liaisons; recruit and recommend to the President members for standing committees; assist the Treasurer in the preparation of the budget recommendation for the ensuing fiscal year; perform such other duties as may be assigned by the President.

Proposed

Section 9. The Vice President shall be elected by the membership. The Vice President shall succeed to the office of President without further action by the general membership, unless the Vice President shall die in office, resign or be removed by the membership. The Vice President shall work closely with the President, the Secretary, and the Treasurer in the operations of the Society. In particular, the Vice President shall oversee operational and maintenance functions of committees, and Board Liaisons. The Vice President shall be the Chair of the Program Planning Committee and assist in the facilitation of correlating sub-committees. If a vacancy occurs with less than ninety (90) days remaining before the election by the general membership, the Board of Directors, by a two thirds majority vote of the elected members of the Board, shall elect a new Vice President, who shall take office at the regular time for officers to assume office. At the end of the one-year term of office as Vice President, the individual holding that office shall automatically succeed to the office of President. In the event of the death, resignation, absence, inability or removal of the President, the Vice President shall succeed to the office of President until the absence or disability is removed.

Original

Section 10. The Secretary shall: (a) keep the minutes of the general membership of the Society and of the board of directors; (b) see that all notices are duly given in accordance with the provisions of the Constitution, these by-laws and the requirements of law; (c) be the custodian of the Society's records; (d) maintain the register of the post office addresses of the members; (e) certify resolutions; (f) obtain from other officers all reports needed for recording and general operation of the Society; and, (g) in general,

perform all the duties and exercise such other authority as may be delegated or assigned to her by the president.

Proposed

Section 10. The Secretary shall: (a) keep the minutes of the general membership of the Society and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of the Constitution, these by-laws and the requirements of law; (c) be the custodian of the Society's records; (d) certify resolutions; (e) obtain from other officers all reports needed for recording and general operation of the Society; and, (f) in general, perform all the duties and exercise such other authority as may be delegated or assigned to her by the President. Furthermore, The Secretary shall be the Chair of the Communications Committee and assist in the facilitation of correlating sub-committees.

Original

Section 11. The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the Society from any source, endorse, and deposit all funds in the name of the Society in such banks, trust companies or other depositories as shall be designated by resolution of the board of directors; (b) make payments for appropriate and authorized expenditures; (c) function as principal accounting officer in charge of books of account, accounting records and forms of the Society; (d) maintain adequate records of all assets, liabilities and transactions of the Society; (e) obtain from other officers all reports needed for recording and general operation of the Society or for supervising and directing accounts; and (f) in general, perform all the duties and exercise such other authority as may be delegated or assigned to her by the president.

Proposed

Section 11. The Treasurer, or designee, shall: (a) fiduciary oversight of all funds and securities of the Society from any source held in the name of the Society in banks, trust companies or other depositories as shall be designated by resolution of the board of directors; (b) make payments for appropriate and authorized expenditures beyond that permissible for a designee by the Treasurer by resolution of the board of directors; (c) function as principal finance officer in charge the annual budget, committee and program funds allocations, year end compilation of financial records and audits by an independent certified public accountant, and federal returns of the Society; (d) regularly report the status of all asset and liabilities of the Society to the Board President; (e) obtain from other officers all reports needed for recording and general operation of the Society or for supervising and directing accounts; and (f) in general, perform all the duties and exercise such other authority as may be delegated or assigned to her by the president. The Treasurer shall Chair the Finance Committee and assist in the facilitation of correlating sub-committees.

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Comment [1]: This line needs some work.

Original

Section 9. The Vice President for Program shall be the Chair of the Program Planning Committee for the Annual Conference of the Society. The Chair of Local Arrangements Committee and Chair of the Pre-Conference Professional Training Program shall serve as members of the Program Planning Committee. In the normal course of events the Vice President for Programs shall be the person who, during the previous year, was the Vice President Operations. In the event that a normal succession is not possible for the reasons stated, the person elected by the general membership to be Vice President for Operations shall automatically succeed to the office of Vice President for Programs and the general membership shall elect a new Vice President for Operations. If a vacancy occurs with less than ninety (90) days remaining before the election by the general membership, the Board of Directors, by a two thirds majority vote of the elected members of the Board, shall elect a new Vice President for Operations, who shall take office at the regular time for officers to assume office.

Proposed

Section 13. The Past President shall work closely with the President, the Secretary, and the Treasurer in the operations of the Society. More specifically, the Past President shall recruit and recommend to the President members for board membership and committee assignments. The Past President shall assist in the financial development of the organization.