

Bylaw Amendment 2023-01

*Change to UTRU Board of Directors Composition, Terms, and Voting Procedure*

Proposed by Curtis Haring, Executive Director

January 5, 2023

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### General Description and Highlights

This Amendment would:

- Change the current required number of UTRU Board of Directors to have a complete and seated board from nine to a minimum of five and maximum of nine.
- Removed specific dates for declaring candidacy and paying dues to become a nominee for the Board of Directors.
- Add a provision that, in the event that the Board of Directors ties on a vote, the proposal fails.

### Amendment

#### Article V, Section 2

The number of Directors shall be ~~fixed at~~ no less than five (5) and no more than nine (9), and shall include the following officers: the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer.

Each nominee for Director shall be a member of the Corporation whose membership dues are paid in full no later than thirty (30) days prior of the upcoming election by September 30th. Each nominee for Director shall notify the Secretary ~~by October 1st~~ no later than thirty (30) days prior of the upcoming election of their intent to be a nominee for office in the upcoming election. Nominations from the floor can be made at the annual membership meeting as long as the member is in good standing.

Each Director shall hold office for a two year term beginning November 1st. A Director may not hold office for more than two consecutive terms and may not be elected or appointed more than four times. Each Director shall attend at least nine (9) regular meetings of the Board per year. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each Director 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 Director, and received by the Corporation. No contribution credit shall be given for in-kind donations. This contribution shall be prorated for any Director who is installed after November 1st. This requirement may be waived by a 2/3 vote of the Board based on individual financial circumstances.

The Permanent Member shall make initial appointments of Directors, four of which will serve through October 31st 2014, and three of which will serve through October 31st 2015. Three Directors will be elected in even years and four Directors will be elected in odd years.

#### **Article V, Section 16: Tie Votes**

In the event of a tie vote among the Board of Directors, the topic being discussed will be considered to have failed.

Article VI, Section 5

Officers will be nominated and elected at the ~~annual meeting of the Board of Directors~~ during the first meeting following general elections. Officers shall serve until ~~October 31<sup>st</sup> of each year~~ until the first meeting following general elections of the subsequent year. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for three (3) terms only. The Permanent Member shall appoint the initial Executive Committee and this term will not count towards succession.