

Proposed Changes to BVNA Bylaws
May 22, 2018

1. Membership

(Section 3-01) Previously, membership *eligibility* was limited to residents of Bella Vista 18 years of age or older, but the bylaws did not explicitly set forth who was a member. The Board of Directors (“the Board”) recommends revising the relevant provision to state that residents are members of the corporation, and to include businesses and property owners as well. This change is designed to recognize, acknowledge, and formalize the fact that businesses and property owners are existing partners in BVNA’s shared neighborhood goals of beautification, crime prevention, and other projects that make our community more vibrant.

(Section 4-01) The Board recommends lowering the minimum number of Board members from five (5) to three (3).

2. Election of Directors and Officers (Section 3-04)

(Section 3-04) The procedure for the election of Directors and Officers was not previously codified in the bylaws. This revision makes explicit that two classes of Directors exist, that Directors and Officers are elected at the annual meeting, and that only Directors may serve as Officers.

(Section 5-01) The term of office of Officers was not previously defined. The Board recommends setting the term of office for Officers at one year. The terms shall be renewable.

3. Quorum Requirements

(Sections 3-05, 2-07) Any provision that referred to a “majority” of members was revised. As discussed above, membership was not defined in the previous version of the bylaws. Because all residents, property owners, and businesses are now deemed members, and provision that refers to a majority of members is unworkable. The Board revised each reference to a “majority” to include a number of members.

4. Vacancies in the Board of Directors

(Section 4-02) The Board recommends revising the bylaws to allow Directors who are no longer eligible to serve as Directors (because, for example, they moved from the neighborhood) to continue to serve until the next election or for 90 days, whichever is sooner. Many members of the Board serve as heads of committees or lead complex ad hoc projects. This revision will aid in the transition of duties from Directors who depart mid-term.

The current version of the bylaws states that the Board of Directors designates a replacement to fill an unexpired term. The Board recommends revising this provision to permit the Board to fill unexpired terms through election by the membership at the annual meeting or by appointment.

5. Removal of Directors

(Section 4-12) The Board recommends removing a provision that permits a majority of members to effectively remove a Director. While the Board understands that Directors must be held accountable, removal of a Director was nearly impossible under the provision as written, as it required a majority of the members of the corporation. Under the revised bylaws, a member of the Board may be removed by a two-third majority of the uninterested members of the Board.

6. Duties of the Treasurer

(Section 5-08) The Board recommends mandating that no individual may serve as both the President and Treasurer of the organization.

7. Committees

(Section 6) The Board recommends streamlining the Bylaws by removing much of the language dealing with committees. The Bylaws currently set forth a number of committees and describe how they are to operate. The Board recommends removing this language and inserting a provision stating that committees are largely self-governing, but that each committee's operating procedures and mission must be submitted to the Board for approval.

8. Conflicts of Interest

(Section 7-01) The Board recommends the adoption of a more thorough conflicts of interest policy.