

MEMO

TO: Board of Directors
DATE: December 8, 2004
FROM: Dov Treiman, Secretary
SUBJECT: Proposed Bylaws Amendment

I propose Articles 3 & 4 of the Bylaws be amended as follows and I am seeking cosponsors. All other parts of these Articles would remain in their present form. Please reply by email or in signed writing if you seek to cosponsor this. Please note that if you cosponsor this by email, under the procedures I have set up under John's advice, I will reply to your email asking you to confirm that it really is you who are sponsoring this and I shall expect a reply to my reply in order for the sponsorship to be effective.

ARTICLE III – MEMBERSHIP AND MEETINGS

3. ANNUAL MEMBERSHIP MEETING

- a. BARA's Fiscal Year shall be December 1st to November 30th.
- b. The ~~purpose of the~~ annual membership meeting ~~is to~~shall elect the officers ~~who become the and other~~ directors of the corporation as well as officers who are designated not to be directors of the corporation.
- c. The annual membership meeting of the corporation shall be held ~~during the month of December each year. The date shall be proposed before the end of the previous September and confirmed in November.~~on the first Monday of December of each year.
- d. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

4. ANNUAL BOARD MEETING QUORUM AND FACILITATION OF MEMBERSHIP
The purpose of the annual Board meeting is to review accomplishments of the past year and set goals for the coming year.
The final annual meeting of the officers of the board of directors will be held immediately prior to the annual membership meeting.
The first annual meeting of the officers of the board of directors will be held immediately after the annual Membership meeting at which they were elected.
- a. The presence at any ~~M~~membership ~~M~~meeting of not less than four (4) members, at least one of whom shall be a Board Member shall constitute a quorum and shall be necessary to conduct the business of the corporation; ~~however, a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any rescheduled meeting.~~
 - b. In the event the school district of the municipality where the meeting is scheduled to be held is closed on account of snow or State of Emergency, the meeting shall be automatically rescheduled to take place one week later.
 - c. The most senior member of the Board of Directors present at any meeting shall designate who is to facilitate the meeting, but such senior member may defer to the desires of those present in the selection of a Facilitator for the Meeting. For

such purposes, Seniority on the Board of Directors is defined in descending order of seniority as follows:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Communications Director
- vi. Outreach Coordinator
- vii. Board Member at large

ARTICLE IV - DIRECTORS

7. QUORUM AND FACILITATION OF DIRECTORS.

- a. Unless otherwise provided in the certificate of incorporation, a majority of the entire board of four directors whichever is fewer, at least one of whom is a director by virtue of being an officer, shall constitute a quorum for the transaction of business or of any specified item of business.
- b. In the event the school district of the municipality where the meeting is scheduled to be held is closed on account of snow or State of Emergency, the meeting shall be automatically rescheduled to take place one week later.
- c. The most senior member of the Board of Directors present at any meeting shall designate who is to facilitate the meeting, but such senior member may defer to the desires of those present in the selection of a Facilitator for the Meeting. For such purposes, Seniority on the Board of Directors is defined in descending order of seniority as follows:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Communications Director
 - vi. Outreach Coordinator
 - vii. Board Member at large

SPONSORS PURSUANT TO BYLAWS ARTICLE X:

Dov Treiman, Secretary