

# RECOSA

## PROPOSED BYLAWS AMENDMENTS

September 4, 2018

### Amendment 1. Article IV, Section 2. Termination & Reinstatement. Amend by striking & inserting.

CURRENT WORDING	PROPOSED AMENDMENT
A former member may be reinstated to the organization upon written request to the Secretary and shall require an affirmative vote of two-thirds (2/3) of the Board of Directors.	A former member may be reinstated to the organization upon written request to the <b>Recording</b> Secretary and shall require an affirmative vote of two-thirds (2/3) of the Board of Directors.

*Explanation: The secretarial duties have been divided between a Recording Secretary and a Corresponding Secretary. This change is to clarify that the Recording Secretary is to be notified.*

### Amendment 2. Article V, Section 2A. Nominating Committee for Board of Directors. Amend by striking & inserting.

CURRENT WORDING	PROPOSED AMENDMENT
Each year the Chair shall appoint a Nominating Committee at least 60 days prior to the Annual Membership Meeting.	Each year the Chair shall appoint a Nominating Committee <b>and a Nominating Committee Chair</b> at least 60 days prior to the Annual Membership Meeting.

*Explanation: This was added to clarify that a Chair is needed for the Nominating Committee.*

### Amendment 3. Article V, Section 3D. Election. Amend by striking & inserting.

CURRENT WORDING	PROPOSED AMENDMENT
The candidates with the most votes will fill the vacant positions. Numbers will be drawn by the elected individuals to determine the positions they will fill.	The candidates with the most votes will fill the vacant positions. <b>Elected individuals will draw numbers to determine which board positions they will fill.</b>

*Explanation: The sentence was restructured to improve grammar structure.*

### Amendment 4. Article VII, Section 5D. Parliamentary Authority. Amend by striking & inserting.

CURRENT WORDING	PROPOSED AMENDMENT
RECOSA meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised unless otherwise specified herein.	RECOSA meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised unless otherwise specified herein. <b>The Chair may assign a Board Member to act as parliamentarian for any RECOSA meeting as required.</b>

*Explanation: From time to time the Board Chair has requested that certain parliamentary procedures be followed during RECOSA meetings. This will allow the Board Chair to assign a Board Member to recommend and insure that parliamentary procedures are followed.*

**Amendment 5. Article VIII, Section 1B. Terms of Office. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
Each of the nine (9) elected board members shall serve for a full two (2) year term of office with a maximum of three (3) consecutive terms. The term of office shall begin January 1 and end December 31 of every other year. Election of Board members shall be staggered so that five (5) members shall be elected for terms beginning in odd numbered years and four (4) members shall be elected for terms beginning in even numbered years.	Each of the nine (9) elected board members shall serve for a full two (2) year term of office with a maximum of <b>four (4)</b> consecutive terms. The term of office shall begin January 1 and end December 31 of every other year. Election of Board members shall be staggered so that five (5) members <b>for Board positions 1, 2, 3, 4 and 5</b> shall be elected for terms beginning in odd numbered years and four (4) members <b>for Board positions 6, 7, 8 and 9</b> shall be elected for terms beginning in even numbered years.

*Explanation: The original term was three (3). Certain Board members have indicated they wished to continue serving past that time period. This change will allow Board members to serve an additional consecutive term for a total of four (4) if they are elected to do so. In addition the position numbers will now be listed so the membership will be aware of specifically which Board positions will be up for term limitations.*

**Amendment 6. Article VIII, Section 2. Board Responsibilities. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
Board members shall determine the policies of the organization and oversee all activities and fiscal matters. This includes authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and to accept any contribution, gift, bequest or devise for the organization.	<b>The Board is authorized to establish polices and procedures to govern the business affairs of this organization.</b> This includes, <b>but is not limited to</b> , authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and to accept any contribution, gift, bequest or devise for the organization.

*Explanation: This section was reworded to provide further clarity on what the Board is authorized to do.*

**Amendment 7. Article VIII, Section 3A. Removal of Board Members, Resignations, Vacancies. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
Removal of Board member - Any board member elected or appointed may be removed by a two-thirds (2/3) vote of the Board based on actions or conduct deemed contrary to the principles or purposes of the organization or whenever the best interests of the organization will be served thereby. Notice of proposed removal shall be provided to all Board members at least fifteen (15) days prior to the date of the meeting.	Removal of Board member - Any board member elected or appointed may be removed by a two-thirds (2/3) vote of the Board based on actions or conduct deemed contrary to the principles or purposes of the organization or whenever the best interests of the organization will be served thereby. Notice of proposed removal shall be provided to all Board members at least fifteen (15) days prior to the date of the <b>vote</b> .

*Explanation: The original wording was "...the date of the meeting." In order to clarify the date, the word "meeting" was change to "vote."*

**Amendment 8. Article VIII, Section 3B. Removal of Board Members, Resignations, Vacancies. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
Resignation - A Board member may resign by providing written notice of such resignation to the Secretary of the organization. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective. Absence from three consecutive scheduled board meetings shall constitute an automatic resignation; however, the Board may consider the circumstances of the absences and waive the automatic resignation requirement.	Resignation - A Board member may resign by providing written notice of such resignation to the <b>Recording</b> Secretary of the organization. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective. Absence from three consecutive scheduled board meetings shall constitute an automatic resignation; however, the Board may consider the circumstances of the absences and waive the automatic resignation requirement.

*Explanation: The secretarial duties have been divided between a Recording Secretary and a Corresponding Secretary. This change is to clarify that the Recording Secretary is to be notified.*

**Amendment 9. Article VIII, Section 4B. Powers & Duties of Board Members/Officers. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
The Board shall elect four (4) board officer positions: Chair, Vice Chair, Secretary and Treasurer. The Executive Committee shall	The Board shall elect <b>five (5)</b> Board officer positions: Chair, Vice Chair, <b>Recording Secretary, Corresponding</b> Secretary and

consist of all elected officers. Officers shall be elected by the Board for a one (1) year term of office during the first meeting in January or if a vacancy occurs.	Treasurer. The Executive Committee shall consist of all elected officers. Officers shall be elected by the Board for a one (1) year term of office during the first meeting in January or if a vacancy occurs.
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*Explanation: The Board recommends dividing the duties of the Secretary into two offices: the Recording Secretary and the Corresponding Secretary. Thus, there will be a total of five Board officer positions.*

**Amendment 10. Article VIII, Section 4D Paragraphs 3-4. Powers & Duties of Board Members/Officers. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
3. SECRETARY - The Secretary shall be responsible for maintaining minutes of all meetings of the organization, shall attend to all necessary correspondence and perform such duties as assigned by the Chair and the Board. At the end of the Secretary's term of office, all minutes and records shall be forwarded to the incoming Secretary.	3. RECORDING SECRETARY - The Recording Secretary shall be responsible for maintaining minutes of all meetings of the organization and perform such duties as assigned by the Chair and the Board. At the end of the Recording Secretary's term of office, all minutes and records shall be forwarded to the incoming Recording Secretary. 4. CORRESPONDING SECRETARY- The Corresponding Secretary shall be responsible for managing all of the appropriate written and electronic (email, text and voice) correspondence of RECOSA and keeping a record of such correspondence sent and received.

*Explanation: The Board recommends dividing the duties of the Secretary into two offices: the Recording Secretary and the Corresponding Secretary.*

**Amendment 11. Article VIII, Section 5C. Honorary Board Members. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
The Immediate Past Chair of the Board shall serve as an ex-officio member of the Board if their term on the board is complete. If the Immediate Past Chair's term on the board is not complete, they will continue to serve as a voting board member until their term expires.	The Immediate Past Chair of the Board <b>may</b> serve as an ex-officio member of the Board if their term on the board is complete. If the Immediate Past Chair's term on the board is not complete, they will continue to serve as a voting board member until their term expires.

*Explanation: The original was written as "... shall serve..." and is recommended to change to "...may serve..." This change provides the Immediate Past Board Chair the option of serving.*

**Amendment 12. Article XI. Amendments of Bylaws. Amend by striking & inserting.**

CURRENT WORDING	PROPOSED AMENDMENT
<p>The Bylaws may be amended by a majority vote of the membership present at any general meeting provided that a minimum of thirty (30) calendar days written notice of the proposed changes are posted on the RECOSA website and emailed to members who provide RECOSA with a current email address. In addition, RECOSA may use other means of notification available to the membership, such as the City of San Antonio’s retiree newsletter, to publicize the proposed Bylaw amendments in advance of the general meeting wherein votes will be cast.</p>	<p>The Bylaws may be amended by a majority vote of the membership present at any general meeting provided that a minimum of thirty (30) calendar days, <b>in advance</b>, written notice of the proposed changes are posted on the RECOSA website and emailed to members who provide RECOSA with a current email address. In addition, RECOSA may use other means of notification available to the membership, such as the City of San Antonio’s retiree newsletter, to publicize the proposed Bylaw amendments in advance of the general meeting wherein votes will be cast.</p>

*Explanation: This change was made to clarify that advance notice needs to be given in order that the membership be given time to understand the vote.*