ARTICLE II. MEMBERSHIP

2.01 Persons making contributions to the Association will become and continue as members of the Association for a one-year period. A membership year and continue as members for the period of time shall be as defined in Association policy or Board resolution.

EXPLANATION: This amendment to Section 2.01 addresses the potential mismatch between the timing of some members’ contributions and the strict year-by-year term of membership in the current bylaw. The amendment allows the Board to define the term of membership in a more flexible way.

ARTICLE IV. MEETINGS

4.05 For meetings of the membership, a quorum for transaction of Association business shall be the presence, in person or electronically, of at least 35 members. For meetings of the Board of Directors or any of its Committees, a quorum for the transaction of Association business is defined as one more than 50 percent of the members of the Board or Committee. At all meetings, decisions shall be made by majority vote of those present and eligible to vote unless applicable law or the Association’s Articles of Incorporation or Bylaws require a larger majority. Directors may participate and vote in meetings in person or by other means of real-time participation (e.g. telephone, video link, etc.). A Director participating in a meeting by any of these means is deemed to be present in person at the meeting.

EXPLANATION: This amendment to Section 4.05 establishes a quorum for membership meetings (35). It also modifies the quorum for Board and Committee meetings (a simple majority).

4.06 Any action that may be taken at a meeting of the membership may, at the Board’s direction, be taken by written ballot provided to every member entitled to vote on the matter, in hard copy or electronically, according to procedures established by the Board or its Governance Committee.

EXPLANATION: This amendment creates a new Section 4.06. As allowed by statute, this section provides for written ballots as an alternate way for members to approve any action that could be taken at a meeting of the members. The current public health crisis reinforces the value of such a process when large meetings cannot be held.
ARTICLE VI. OFFICERS

6.02  The officers of the Association shall be elected annually by and from the Board at the last meeting of each fiscal year. Each officer shall be elected for a term of one fiscal year following such officer’s election. The Chair and Vice Chair shall serve no more than three (3) consecutive terms in each of those offices. Should a vacancy among the officers occur, the Board shall elect one of its members to fill the unexpired term.

EXPLANATION: This amendment to Section 6.02 ensures rotation of the principal offices of the WPRA Board.