

NOTICE OF PROPOSED AMENDMENTS TO SCOV WOODWORKING CLUB
ARTICLES 6, 8, AND 12 - TO BE CONSIDERED JANUARY 27, 2022

After approval of a motion, as amended, at the December 2021 Woodworking Club meeting to (i) to add a fifth member to the Club Board, (ii) and (ii) to provide for electronic meetings and voting by board members, it was determined Articles 6, 8, and 12 of the Club Bylaws would have to be amended to carry out the intent of the motion. The proposed amendments will be considered at the Thursday, January 27, 2022 meeting in a single vote.

REDLINE – showing proposed changes.

Article 6

Officers and At-Large
Board Member

Section 6.1 The officers of the club shall consist of the following: President, Vice President, Secretary and Treasurer.

Section 6.2 The members of the club also shall elect an At-Large Board Member, who shall not otherwise be an officer of the club.

Section 6.3 Term of office: All elected officers and the At-Large Board Member shall hold office for a term of one (1) year.

Section 6.4 No member shall hold more than one (1) office at a time. The At-Large Board Member shall not simultaneously hold that position and be an officer.

Article 8

Governing Body

Section 8. 1 The governing body of the club is the Board of Directors, hereinafter referred to as "the Board", which consists of the following elected officers: President, Vice President, Secretary, Treasurer, and the At-Large Board Member.

Section 8.2 It shall be the duty of the Board to conduct, manage and control the affairs and business of the club between meetings of the regular membership.

Section 8.3 Board Meetings: The Board shall meet monthly, if necessary. A member of the Board will only be deemed present at a meeting, whether in person, or by means of telephone or video conference, or other electronic communication, if all members of the Board attending have the ability to communicate concurrently with all other members of the Board attending and to participate in all matters before the Board, including proposing, objecting to, and voting on any action taken by the Board.

Section 8.4 Quorum: **Three (3)** members of the Board present at the meeting shall constitute a quorum.

Section 8.5 The Board shall appoint vacancies occurring in any office, other than the presidency, **to fill the remaining term of that office**. Should the President leave office, the Vice President will automatically assume that office **for the remaining term of that office**.

Section 8.6 Should the At-Large Board Member be appointed to fill any office becoming vacant or resign, the Board shall appoint a club member to fill the remaining term of the At-Large Board Member.

Section 8.7 All Board members, upon leaving office, shall deliver all records, documents, books and other property belonging to the club to their successor.

Article 12 General Membership Meetings

Section 12.1 Meetings shall be held six (6) times per calendar year.

Section 12.2 The annual meeting shall be held in December of each year. Election of club officers **and the at-large board member will occur at this meeting. The terms of those elected shall begin on the first day of January following the annual meeting at which they were elected.**

Temporary Provision If the amendments to the bylaws proposed herein are approved as provided for in Section 15.1 and subject to their final approval by SCOVCA as provided for in Section 15.2, the At-Large Board Member shall be elected either (i) at the meeting at which the amendments are adopted or, (ii) pursuant to a motion approved by the members at the meeting at which the amendments are adopted, at the next following regular or special meeting of the club. The At-Large Board Member shall serve until the next annual meeting. This temporary provision shall expire upon the first election of the At-Large Board Member as provided for in this provision.

Section 12.3 Special meetings may be called at any time by the President or by any two (2) members of the Board provided notice of such meeting has been given by telephone or email at least five (5) days prior to the day of such meeting.

Section 12.4 All meetings, unless otherwise designated, shall be held at SCOVCA facilities