

QOC Bylaws 2016 Revision

Section-by-Section Analysis

Art. I. We re-ordered the list of purposes to better reflect our priorities.

Art. II, Sec. 1. We added the ability to have group memberships in addition to individual memberships. We kept it as a single class of “members” in order to simplify the quorum and voting rules and not place one class of members above another. We left it up to the Board to determine the eligibility requirements and membership rates. We granted each group membership (whether a family, a junior group, or some other kind of group) two votes at general meetings, but to take advantage of that, both voters must be present at the meeting.

Art. III, Sec. 1. We reduced the required number of board members to 9 (5 elected officers, 3 appointed directors, and the immediate past president). Up to two additional directors may be appointed, bringing the total number of directors to 11. Previously, there had been a minimum of 12 board members required, plus 2 optional directors. We felt that a smaller board of directors was more manageable. The three appointed directors have specific position descriptions, which are set forth in Section 3. A quorum for conducting business requires 5 members of the board, at least 2 of whom are officers.

Art. III, Sec. 2. This section names the 5 elected officers and lists their duties. We updated the language for clarity and to reflect current practice and technology.

Art. III, Sec. 3. The original bylaws required the appointment of 6 directors: Newsletter Editor, Mapping Director, Training Director, Publicity Director, Equipment Manager, and Store Manager. These positions seemed out of keeping with current operations, and the Club had been neglecting to make the required appointments. We reduced the number of appointed directors to 3, and rewrote their position descriptions: Membership Director, Mapping Director, and Outreach/Publicity Director. The people appointed to these positions automatically become board members, bringing the total number of board members to 9 (5 officers, 3 directors, and the immediate past president).

Art. IV, Sec. 2. We added the ability to send electronic notifications, and updated the references to the Code of Virginia.

Art. IV, Sec. 5. We changed the Club’s fiscal year, which had been June to June, to a calendar year. This is in keeping with the Club’s current practice.

Art. IV, Sec. 6. We deleted the restriction on amending the quorum provision. Under Virginia law, if the Articles of Incorporation have a quorum requirement, that requirement can’t be altered in the bylaws. Our Articles do not contain a quorum clause, so we are free to specify one in the bylaws.

Art. VIII. We rewrote this paragraph in its entirety. This paragraph now limits the liability of board members for actions taken in the course of their duties. This seems to have been what the original text was trying to get at.

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