

List of changes to the 2015 version of the AGEHR AREA 1, Inc. By-Laws.
Submitted by the By-Laws review committee to the Area 1 Board on January 21, 2023, with amendments after approval by the National Board on May 17, 2023.
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1. **ARTICLE III NONDISCRIMINATION**
This article was added at the request of the National Board, based on the Area By-Laws template published in 2020. Note that subsequent article numbers have been renumbered to accommodate this additional article.

2. **ARTICLE IV - Section 2.2**
Delete the designation (3).
The committee determined that this was redundant.
Added the phrase “of any meeting of the Executive Committee”. This is to clarify the definition of a quorum for the Executive Committee.

3. **ARTICLE IV - Section 3. Appointed Officers.**
Add the Communications Director to the list of appointed voting members of the Board.
This aligns with the fact that this position has become central to how the Board interacts with the members, and has become an important voice to the Board.

4. **ARTICLE IV - Section 4. Terms of Office**
Delete:
Section 4.1. The Chair-Elect shall serve for six years as follows: a two-year term as Chair-Elect, a two year term as Chair, and a two-year term as Past Chair.
Section 4.2. The Secretary and Treasurer shall serve two years and be eligible for reelection. They may serve no more than two terms consecutively in the same office.
Section 4.3. The term of each elected officer shall commence at the Biennial Area I Meeting, with the exception of the Treasurer. The Treasurer’s term will commence at the beginning of the fiscal year following the election.

Replace with:

Section 4.1 Tenure of Chair, Chair-Elect, and Past Chair. *The Chair-Elect shall be elected for a six-year term to be served in the following manner: a two-year term as Chair- Elect followed by a two-year term as Chair and a two-year term as Past Chair. The term of the Chair, Chair-Elect, and Past Chair shall commence at the beginning of Area 1's fiscal year following the election of the Chair-Elect. The Chair, Chair- Elect and Past Chair may not be re-elected at the end of a six-year term as Chair- Elect, Chair and Past Chair until two years after the date on which such person last served on the Area 1 Board.*

Section 4.2 Tenure of Secretary and Treasurer. *The Secretary and Treasurer shall be elected for a two-year term and shall be eligible for re-election for one additional two- year term. The term of the Secretary and Treasurer shall commence at the beginning of Area 1's fiscal year following the election of the Secretary and Treasurer.*

Section 4.3 Tenure of Appointed Members of the Area 1 Board. Terms for all appointed positions shall be for two (2) years and shall commence concurrent with the Chair's term. Persons appointed to positions on the Area 1 Board may be reappointed to the same position for additional terms by the Chair.

This more clearly aligns with the practices of other Areas, as is stated in the model Area By-Laws. The biggest changes are as follows:

- The office of Chair, Chair-Elect and Past Chair is more clearly defined. It also doesn't allow that person to run again for another two years after leaving the Board.
- All elected officers' terms will start on October 1, not just the Treasurer.
- Each appointed office is given a 2-year term. The incoming Chair can re-appoint the current holders to that office for an additional 2-year term, or can appoint a new person at his/her discretion.

5. ARTICLE IV - Section 5. Vacancies

Section 5.1

Delete:

"a ballot containing these two names and biographical material shall be mailed to the entire Area 1 voting membership. Election shall be by a majority of those ballots postmarked by the date designated, and returned to and counted by a person or firm independent of the Board."

Replace with:

"An election procedure will follow as specified in Sections 1.2 and 1.3 of this article."

This is to allow for online voting for special elections, instead of mail-in ballots.

6. Add this sentence at the end of this section:

"If the office of Chair-Elect is also vacant, the executive committee shall immediately appoint, with the approval of the Area Board, two persons from the voting membership of Area 1 to serve as Co-Chairs to fill out the remainder of the term."

This is to allow for the unusual event of two vacancies in the offices of Chair-Elect and Chair. (which happened in 2022.)

7. Section 5.2

Change the last sentence to read: *"The election procedure will follow that as specified in Sections 1.2 and 1.3 of this article."*

This change also allows for online voting in this particular special election.

8. ARTICLE VI. BOARD OF DIRECTORS - Section 2.

Change:

The Area I Board shall consist of all elected and appointed officers and officers by succession cited in Article III, Sections 1 and 2.

To read:

The Area I Board shall consist of all elected and appointed officers and officers by succession cited in Article IV, *Sections 1, 2, and 3.*

This clarifies the inclusion of the appointed offices listed in Section 3 as voting members of the Board.

8. ARTICLE VI – Section 3

Change:

The Area I Board shall meet three times a year. The Area Chair with the approval of the Executive Committee may call special meetings. Members of the Area I Board shall attend all meetings of the Area I Board. Ex-officio members will be invited by the Area Chair to attend meetings when needed.

To Read:

The Area I Board shall meet three times a year. Members of the Area I Board shall attend all meetings of the Area I Board. Ex-officio members may attend meetings when needed.

Special meetings of the Area 1 Board may be called by either:

- a) the Chair, with the approval of at least three (3) additional Board members and notice to all members of the Area 1 Board, or*
- b) a two-thirds (2/3) vote of the Area 1 Board and notice to all members of the Area 1 Board.*

This allows for a special meeting to be called in the absence of a Chair. This also eliminates the need for the Chair to invite ex officio members of the Board to attend meetings.

9. ARTICLE VI - Section 4

Second sentence should read:

“Each officer cited in Article IV, Sections 1, 2, and 3 ...”

Again, clarification in the second sentence to include the section with the appointed voting members of the Board.

Add this sentence at the end of the paragraph:

If an office is held by two people as co-officers, that office is eligible to cast one vote.

This clarifies that if there is a co-office situation, (such as two people serving as State Co-Chairs), that office has one vote, not each of the co-chairs.

10. ARTICLE VI

Add the following Section 6.

Area 1 members in good standing may attend meetings with at least one week notice provided to the Area Chair.

We thought this would be a good addition to allow members at large who wish to attend a meeting to do so.

11. ARTICLE X COMPENSATION AND CONFLICTS OF INTEREST

This article was added at the request of the National Board, based on the Model Area By-Laws of 2020.

12. ARTICLE XI. INDEMNIFICATION

This article was added at the request of the National Board, based on the Model Area By-Laws of 2020.