

# AMENDMENTS TO BNA BYLAWS

To be considered at Oct 22, 2022 annual meeting

## KEY

- ~~Red struck italics~~ = Remove text
- **[Bracketed blue bold]** = Add text
- Normal black = Surrounding (unaltered) text

## **AMENDMENT #1: More flexible lower limit requirement on board composition**

### 5. Board of Directors

#### B. Composition

i. The Board will consist of ~~at least 11 and~~ no more than 18 members. **[The board shall make appropriate efforts to maintain at least 7 individual members at all times, not including Ex Officio seats. These]** ~~This~~ number[s] includes all 4 Officers.

## **AMENDMENT #2: More flexible requirements for annual meeting medium and timeline:**

### (8) Meetings

#### (b) Annual Members' Meeting

(i) The Annual Members' Meeting shall be held at a publicly accessible location **[or on a publicly available electronic**

medium, ]

~~between September 1 and November 30.~~

[no more than 18 months after the prior annual meeting. The board shall make appropriate efforts to hold an annual meeting within each calendar year]

### **AMENDMENT #3: Explicit line of succession for officer vacancies.**

(10) Responsibilities, Attendance, Vacancies and Removal Process of Board Members

(c) Vacancies

Vacancies that occur on the Board [**including any Officer except President,**] will be filled by the BNA's President and approved by the Board following the vacancy. This process is to be used only for positions that were originally elected by the general membership [**or the Board,**] and valid only until the next Annual Meeting.

**[The Board may function from time to time with various Officer roles unfilled, except the Presidency. A vacancy in the Presidency shall immediately be assumed *Pro Tem* by the next available officer along the following line of succession, until the next election: Vice-President, Secretary, Treasurer. If no person holds any of these positions at the time, the board shall schedule a special Presidential election within 3 months, and may appoint one of their members to serve as *Pro Tem* President.]**