**NWBA Bylaws Amendment Proposal Form**

**Proposed Amendments must be submitted in writing to the Executive Director and the chair of the Governance Committee at least sixty (60) days preceding the Annual Assembly (Sunday, April 25, 2021).**

**Section:** ARTICLE SEVEN Board of Directors Meetings

**Proposed By:** NWBA Management/Staff

**Summary of Proposed Change:** Change NWBA Bylaws to provide clarity of the requirements of Board Members’ attendance at meetings and clarity on the communications to Board members. The amendment also outlines more modern options for conducting business, such as video conference. The below are the recommendations of Legal Counsel and adopting wording as outlined in the U. S. Olympic & Paralympic Committee (USOPC) Bylaws Template for NGBs.

**Current Bylaw:** Current wording is included in the proposal section below.

**Proposed Bylaw:** Proposed changes are marked below with the track changes function (deletions have a strikethrough and additions are underlined).

Note: Section 7.11 Amendment is covered in a different proposal form and therefore omitted from Article included below.

**ARTICLE SEVEN**

**Board of Directors Meetings**

**Section 7.1: Regular and Special Meetings.**

The NWBA’s Board shall meet at regularly scheduled meetings at least two (2) times per year in person and two (2) times per year by phone, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year.

Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

One of the annual Board meetings shall be held in conjunction with the Annual Assembly.

**Section 7.2: Notice of Meetings.**

### **Requirements:** Notice of each regular and special meeting of the Board of Directors stating the date, time, purpose and place of the meeting shall be given to each Director at least two (2) days prior thereto by electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective when the transmission is complete.

### A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Section 7.3: Action Without a Meeting.**

### Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each Director who delivers a writing described in this Section 7.3 (A) to NWBA shall be deemed to have waived the right to demand that action not be taken without a meeting.

### Action is taken under this Section 7.3 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

### No action taken pursuant to this Section 7.3 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 7.3 (A), signed by all Directors and not revoked pursuant to Section 7.3 (D), are received by the NWBA. Any such writing may be received by the NWBA by electronically transmitted facsimile or other form of wire or wireless communication providing the NWBA with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 7.3 shall be effective when the last writing necessary to effect the action is received by the NWBA unless the writings describing the action taken set forth a different effective date.

### Any Director who has signed a writing pursuant to this Section 7.3 may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director’s prior vote with respect thereto is revoked, if such writing is received by the NWBA before the last writing necessary to effect the action is received by the NWBA.

### Action taken pursuant to this Section 7.3 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

### All signed written instruments necessary for any action taken pursuant to this Section 7.3 shall be filed with the minutes of the meetings of the Board of Directors.

**Section 7.4: Quorum.**

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board, provided that the notice requirements have been satisfied.

**Section 7.5: Voting by Proxy.**

No director may vote or act by proxy at any meeting of the NWBA Board of Directors.

**Section 7.6: Presumption of Assent.**

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the Executive Director before the adjournment thereof or shall forward such dissent by Email to the Executive Director immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 7.7: Agenda.**

The President, in consultation with the Executive Director and other Board Directors, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

**Section 7.8: Questions of Order and Board Meeting Leadership.**

Questions of agenda order shall be decided by the President of the Board unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If the President is absent from any meeting of the Board, then the designated Vice President shall preside. If the Vice President is unable to make or the President has not made a designation of an alternative Board member to preside, the Board may choose another member of the Board to serve as presiding officer for that meeting.

**Section 7.9: Effectiveness of Actions.**

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

**Section 7.10: Open and Executive Meeting Sessions.**

Ordinarily, all meetings of the Board of Directors shall be open to Members, and where appropriate, non-members. However, the President of the Board, with the consent of a majority of the directors of the Board in attendance, may specifically designate and call an executive session if it is deemed appropriate:

1. to exclude non-members at an open meeting for any reason, or
2. to consider and discuss matters relating to personnel, nominations, discipline, salary, litigation or other sensitive matter.

**Section 7.12: Transacting Business by Mail, Email, Telephone, or Video Conference.**

 The Board shall have the power to transact its business by mail, email, telephone, video conference or such other means to be developed, if in the judgement of the President of the Board the urgency of the case requires such action.

**Rationale for Change:** Wording changes include: adopting suggestions from Legal Counsel, updates to incorporate current practices of communication and standards of organizational operations, and providing clarity and consistency.

**Submit to:**

Via Email to both:

Will Waller, NWBA Executive Director: will@nwba.org AND Tim Fox, interim Chair of the Governance Committee: timfox@nwba.org

OR

Via Postal Mail:

NWBA, 1130 Elkton Dr., Suite A, Colorado Springs, CO 80907