

## **Proposed FFLA Bylaws Amendment 2011-1**

Update dues payment and chapter assignment language

### **Article One - Membership.**

#### ***Section One - Regular Members.***

Sub-Section One-A.

[Delete:]

Regular Members who are members of Chapters will channel their payment of annual dues through their Chapter Directors.

[Replace With:]

Regular Members will make payment of annual dues to the Treasurer. Dues may be paid for multiple years. Dues may be channeled through Chapter Directors at the request of individual Directors.

Sub-Section One-B.

[Delete:]

Regular Members who do not live in a geographical area served by a Director, i.e., those without Chapter affiliation, are considered Members-At-Large, and they pay their annual dues directly to an Officer designated by the Board of Directors.

[Replace With:]

Regular Members who do not live in a geographical area served by a Chapter Director will be assigned to the closest chapter unless they request membership in a specific Chapter

## **Proposed FFLA Bylaws Amendment 2011-2**

Add confirmation process for Director appointment

Add duties of directors

Clarify term of office for Directors

Replace gender-specific terminology

### **Article Two - Directors.**

#### ***Section Three - Appointment by National Chairperson.***

Where an election among a body of members is not feasible, the Director for a particular Chapter may be named by the Chairperson or President of the Corporation [Add:]and confirmed by the Executive Committee.

#### ***Section Five - Representation & Responsibility.***

Directors will be responsible for representing their Chapters on the Board of Directors, making certain that the interests and opinions of those they represent are known to the Board.

[Add:]

##### **Sub-Section One-A.**

Directors must be members in good standing of the FFLA.

##### **Sub-Section One-B.**

Directors will serve as the membership, media, and general contact for the FFLA within their chapter boundary. Directors will be responsible for overseeing lookout inventories, fund raising, newsletter, membership development, and other chapter activities, and may develop a chapter organization, as needed, to aid in administering these activities.

##### **Sub-Section One-C.**

Chapter Directors report directly to the FFLA Chairperson with leadership and support provided by the appropriate regional FFLA Deputy Chairperson.

##### **Sub-Section One-D.**

Directors will maintain regular communication with the FFLA Chairperson and appropriate Deputy Chairperson.

##### **Sub-Section One-E.**

Directors will submit a written annual report by January 15 for the preceding calendar year.

#### ***Section Six - Terms of Office.***

[Delete:]

The term of Office of Directors will be determined by the Bylaws of the Chapters they represent.

[Replace With:]

The term of office for a Director shall be determined by the Bylaws of the Chapter he or she represents. If no Chapter Bylaws are in place, the Director's term of office will be until he or she is replaced.

#### ***Section Nine.***

Each Director shall serve as such for the term of which he [add:]or she has been elected and until his successor shall be elected and shall qualify.

#### ***Section Fourteen.***

The Board of Directors may declare vacant the office of a Director if he [add:]or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his [add:]or her selection, he [add:]or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the by-laws specify.

## **Proposed FFLA Bylaws Amendment 2011-3**

Modify Deputy Chairpersons and Regions to reflect proposed Southern Region.

Add language to define duties of Deputy Chairpersons

Add "Historian" title to Archivist description

Add Dues and Membership to Treasurer duties

Delete Membership duties, add accounting of Executive Committee actions to Secretary duties

Add financial reporting responsibilities

### **Article Four – Officers.**

#### ***Section Two - Deputy Chairpersons.***

[Delete:]

A Deputy Chairperson will be elected for each of two regions and each for a term of two years. These two regions will be designated as the Eastern Region and the Western Region. The Deputy Chairperson for the Eastern Region will be elected at the earliest opportunity during even-numbered years. The election of the Chairperson for the Western Region will occur at the earliest opportunity during odd-numbered years. The Deputy Chairperson for the Eastern Region will be elected by the Directors representing Chapters within the boundaries of the Eastern Region. The Deputy Chairperson for the Western Region will be elected by the Directors representing Chapters within the boundaries of the Western Region.

[Replace With:]

A Deputy Chairperson will be elected for each designated region for a term of two years. These regions will be designated as the Eastern Region, the Southern Region, and the Western Region. The Deputy Chairperson for the Eastern Region will be elected at the earliest opportunity during even-numbered years. The election of the Chairpersons for the Southern Region and the Western Region will occur at the earliest opportunity during odd-numbered years. Each Deputy Chairperson will be elected by the Directors representing Chapters within the boundaries of that Region. Deputy Chairpersons will maintain an awareness of activities and provide support to Directors within their region and provide assistance to the Chairperson in tasks related to their region. Deputy Chairpersons may further sub-divide their regions and enlist Division or Section Chairs to support groups of Chapters.

#### **Sub-Section Two-A.**

[Delete:]

Within the boundaries of the Continental United States, those States which are East of the Mississippi River will be considered as comprising the Eastern Region and those States which are West of the Mississippi River will be considered as comprising the Western Region.

(Addendum - Pending Amendment Action.)

The geographical boundary between Eastern and Western Regions is further clarified by a line following the boundary between Wisconsin and Minnesota and then between Minnesota and the Province of Ontario. The boundary then proceeds North between the Provinces of Ontario and Manitoba, and the Western Region would then include all of the Northwestern Canadian Territories. (Clarification offered by Henry Isenberg and accepted 18 January 1992. This Addendum subject to Amendment proceedings.)

[Replace With:]

The Eastern Region will be comprised of the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Ohio, Indiana, Illinois, Michigan, Wisconsin, Minnesota, Iowa, and Missouri, and Canadian provinces east of the Saskatchewan-Manitoba boundary.

[Add:]

#### **Sub-Section Two-B.**

The Southern Region will be comprised of the states of Virginia, Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Louisiana, Arkansas, Oklahoma, and Texas.

[Add:]

**Sub-Section Two-C.**

The Western Region will be comprised of the states of Washington, Oregon, Idaho, Montana, North Dakota, South Dakota, Wyoming, Colorado, Nebraska, Kansas, New Mexico, Arizona, Utah, Nevada, California, Alaska, and Hawaii, Canadian provinces and territories west of the Saskatchewan-Manitoba boundary, and Australia.

***Section Three - Archivist.***

[Add at end of description:] The Archivist may also use the title Historian.

***Section Four - Treasurer.***

[Add at end of description:] The Treasurer will receive all membership dues and will maintain an accurate list of the membership of the Corporation.

***Section Five - Secretary.***

[Delete last sentence of existing:] And the Secretary will maintain an accurate list of the membership of the Corporation.

[Add at end of description:] The Secretary will maintain accounting of all actions taken by the Executive Committee between board meetings.

***Section Eight - Financial Responsibility.***

[Add at end of description:] Written accounting of all financial transactions not handled by the Treasurer shall be reported to the Treasurer no less frequently than at the end of each year.

(Note: Section Twelve will be part of Amendment 2011-7)

## **Proposed FFLA Bylaws Amendment 2011-4**

Update description of Chapters

Update Chapter examples

Defined Sub-chapters/Local Chapters

### **Article Five – Chapters.**

#### ***Section One.***

[Delete:]

Chapters will be recognized as such when a body of members in any State, group of States, or Province is represented by a duly elected, selected or authorized Representative who shall be known as a Director.

[Replace With:]

Chapters will be recognized as such when a body of at least ten regular members in any State, portion of a State, group of States, Province, or Country is represented by a duly elected, selected or authorized representative who shall be known as a Director. Once established, Chapters will continue to be recognized, even if membership falls below the minimum for establishment, unless otherwise dissolved.

#### ***Section Seven.***

[Delete:] Pennsylvania Chapter

[Replace With:] Keystone Chapter

[Add:]

#### ***Section Nine.***

Sub-chapters, also known as Local Chapters, may be formed to support individual lookouts or groups of lookouts at a more localized level within the boundaries of a Chapter. The leader of any such group must be a member in good standing of the FFLA and will report to the Chapter Director. Non-FFLA members may belong to these local groups, but will not be accorded the individual benefits of FFLA membership. Sub-chapters and their leaders may be granted the same rights as Chapters and Directors, but will also be held to the same responsibilities with regard to tax-exempt status and financial accountability, use of the FFLA name and logo, and conduct reflecting upon the Corporation.

## **Proposed FFLA Bylaws Amendment 2011-5**

Expound on definition of Conferences

Describe Conference Reports and Minutes of board meetings, separately

### **Article Six – Meetings.**

#### ***Section One.***

Meetings of the Corporation are termed Conferences [add:] and may include Regional Conferences and an Annual Board of Directors Business Meeting.

#### ***Section Ten.***

[Delete:]

Minutes will be taken for purposes of record, of all aspects of the conferences. Copies of these Minutes will be made available within a reasonable time afterwards, to all Officers and Directors. Such Minutes will be available to any member in good standing who may request them. A charge to cover the costs of duplication and mailing may be asked of those requesting copies of Minutes, other than the Officers and Directors.

[Replace With:]

Reports will be compiled of all aspects of the conferences. These reports will be posted electronically or published within a reasonable time afterwards, and made available to any member who may request them.

#### ***Section Eleven.***

[Delete:]

Minutes will be taken of any meeting of the Board of Directors that is not held as a part of a conference. Copies of such Minutes will be made available to all Officers and Directors.

[Replace With:]

Minutes will be taken for purposes of record, of any business meeting of the Board of Directors and posted electronically and/or published and made available to all Officers and Directors and to any other member requesting them.

## **Proposed FFLA Bylaws Amendment 2011-6**

Specify length of committee appointments

Specify financial accounting to go to Treasurer.

Add recording and confirmation of Executive Committee actions.

### **Article Seven – Committees.**

#### ***Section One.***

[Add at end of description:] Unless otherwise designated, committee appointments shall expire at the commencement of the Annual Board of Directors Business Meeting each year.

#### ***Section Two.***

Committees will maintain a strict financial accounting of necessary expenses as well as any income they may generate. Financial reports of committee operations will be [add:]submitted to the Treasurer no less frequently than at the end of each year, and made available on the call of the Corporation, Chairperson or the Board of Directors.

#### ***Section Three - Executive Committee.***

(Renamed Section Four - was no Section Three)

[Add at end of description:] All actions taken by the Executive Committee between Board Meetings shall be recorded by the Secretary and confirmed at the next Annual Board of Directors Business Meeting.

## Proposed FFLA Bylaws Amendment 2011-7

Clarify Board Members instead of Directors in voting.

Affirm acceptance of electronic and phone voting.

Provide for accounting of voting when requested

Include modifications of old Article Four - Section Twelve and Article Nineteen"

Election Committee

Nominations, deadlines, announcement

Voting and ballot counting

Confidentiality of ballots

Tie-breaking procedures

### Article Four – Officers.

(This Section does not belong in Article Four; the position is not an elected officer. Duties will be included in Article Eight.) [Delete:]

#### *Section Twelve - Election Committee.*

Each year, during the month of January, the National Chairperson will appoint an election committee. This committee will be responsible for all aspects of the annual, national election of Officers, according to the Bylaws of the Association. (Amendment passed final reading at Board Meeting during Missoula, Montana Conference, June 1995)

### Article Eight – Voting.

#### *Section Three - [add:]Board of Directors*

[add:]Members of the Board of Directors may vote in any of four methods as described in the Sub-Sections that follow.

##### Sub-Section Three-A

A vote of [delete:] Directors [add:]Board Members may be solicited by mail [add:] (either surface or electronic). In such cases, a stated deadline will be given for response to such solicitation.

##### Sub-Section Three-B

A vote of [delete:] Directors [add:]Board Members may be solicited by telephone. In such cases a strict accounting will be made for the record of the response of each Director [add:]Board Member.

##### Sub-Section Three-C

[delete:] Directors [add:]Board Members present at a stated meeting may vote by virtue of a simple majority save for such cases specified in Bylaws where a vote of three-quarters of the membership of the Board of Directors is required.

##### Sub-Section Three-D

In specified cases where a three-quarters majority of [delete:] Directors [add:]Board Members is required to approve, votes received by mail [add:]or phone are to be counted with the votes of those present, so long as sixty days notice has been provided all Directors.

#### *Section Six - Accountability (new).*

[Add:]

#### *Section Six - Accountability.*

An accounting of votes cast by Board Members on any issue, except election of officers, shall be made available upon request by any member of the Corporation.

[Add:]

#### *Section Seven - Election of Officers.*

The Election Committee will collect nominations of prospective candidates for the Officer positions of the

Corporation, issue ballots, collect and process all vote tabulations, and issue the results of the Election of Officers. An Election Committee Chairperson will be appointed for a term of three years. This position shall not be held by a member of the Board of Directors, and the position will not be considered a part of the Board of Directors. An Acting Chairperson may be temporarily appointed to fulfill duties in the absence of the Chairperson. Additional committee members will be appointed as needed, including to process voted ballots and to certify election results.

#### Sub-Section Seven-A

Any member in good standing may nominate or be nominated for any Officer position. All candidates to be named on the ballot for Officer positions of the Corporation must be nominated no later than ninety days prior to the date of the Election. All nominations must be made to the Election Committee. The slate of candidates to be listed on the ballot will be announced by the Election Committee Chairperson the members of the Board of Directors no later than sixty days prior to the date of the Election. Write-in votes will be accepted for candidates not nominated and listed on the ballot.

#### Sub-Section Seven-B

No person shall hold more than one elected Officer position at a time. A current Officer may be a candidate for another position, but must resign from that position prior to accepting election to another position.

#### Sub-Section Seven-C

The voting for Election of Officers will be completed by written response either through the mail or in person. Mailed ballots must be received by the Election Committee Chairperson no later than one week prior to the Election date. All in-person voting must be completed by a specified time announced to those Directors present at the Election. All votes will be counted by the Election Committee and the results announced on the Election Date.

#### Sub-Section Seven-D

All votes must be signed by the Board Member and delivered to the Election Committee. The Election Committee shall keep all votes received confidential. Ballots shall be destroyed once elected Officers have been certified and all candidates notified.

#### Sub-Section Seven-E

In the event of a tie for any elected position, the Executive Committee shall select the winner.

(This Section replaces Article Four - Section Twelve and Article Nineteen)

[Delete:]

### **Article Nineteen - Election Rules (Election of Officers)**

#### *Section One*

Election Officer - The position of Election Officer is a position which is selected by the Chairperson and two Co-Chairpersons of the Association. The Election Officer position will have a term of three years.

The duties of the Election Officer are to collect nominations of prospective candidates for the Officer positions of the Association, collect and handle all vote tabulations and issue the results of the Elections.

This position should not be held by a member of the Board of Directors, and the position will not be considered a part of the Board of Directors.

#### *Section Two*

All prospective candidates for Officer positions of the Association must be nominated and/or identified three months prior to the date of the Election. Anyone deciding to run after that time limit will not be able to run, except in the case where no one has decided to run or has been nominated, and the office would remain vacant otherwise. All nominations must be made to the Election Officer.

### *Section Three*

All prospective candidates and the positions which they will be running for are to published by the Election Officer to the State Directors and other Board of Directors. This notification is to be made no later than two months before the date of the Election.

### *Section Four*

No person should hold more than one elected position at a time. In the event that no one is nominated or comes forth to consider becoming an Officer, a present Officer may announce their candidacy for another position. Once this person has announced their intentions for running for another Officer position, nominations will be accepted for the Election of the office in which the present officer resided.

### *Section Five*

The voting for elected positions will be completed by written response either through the mail or in person when voting coincides with conferences. All mail in voting must be received by the Election Officer no later than one week prior to the Election date. All in person voting must be completed by a specified time that the Election Officer must announce to those Directors present. All votes will be counted by the Election Officer and the announcement of the elected Officers will take place on the Election Date (whether by mail or during a conference).

### *Section Six*

All votes must be signed by the Board of Director and delivered only to the Election Officer. The Election Officer will keep all votes received confidential so that no one other than the Election Officer will know who someone voted for. The votes will be kept on file until all elected Officers have been announced and notified.

### *Section Seven*

In the event of a tie for any elected position, the Election Officer will cast the deciding vote unless the Chairman of the Board is not a State Director, which in that case, the Chairman would cast the deciding vote.

**(This Article has been replaced by Article Eight - Section Seven)**

## **Proposed FFLA Bylaws Amendment 2011-8**

Clarify lobbying prohibition to apply to specific lookout jobs.

Approve use of electronic means, including for mail, "in writing", and signatures

### **Article Nine – Organization.**

#### ***Section Five.***

While being supportive with information and historic research to individuals and agencies, this Corporation will at all times avoid a political or lobbying role in the matter of [add:]specific lookout job retention or those matters related thereto.

[Add:]

#### ***Section Seven.***

Any reference in these bylaws to mail shall include electronic forms of mail, as well as surface mail. Electronic means are acceptable as written format, and electronic signatures will be acceptable unless otherwise specified.

#### ***Section Seven (new).***

## **Proposed FFLA Bylaws Amendment 2011-9**

Include Executive Committee approval of memorabilia

Clarify photo documentation of sample items for archives

### **Article Eleven – Memorabilia.**

#### **Section One**

No souvenir, publication, hat, patch, shirt or other item may use the name of the Corporation, without the approval of the Board of Directors [add:], or if between meetings, the Executive Committee, of the Corporation.

#### ***Section One, Two, Three.***

No souvenir, publication, hat, patch, shirt or other items may be sold for or in the name of the Corporation without the approval of the Board of Directors [add:], or if between meetings, the Executive Committee.

#### ***Section One, Two, Three.***

Souvenirs, publications, hats, patches, shirts and other items may be produced and distributed or sold for the benefit of the Corporation or its Chapters, when permission to do so has been obtained from the Board of Directors [add:], or if between meetings, the Executive Committee.

#### ***Section Four.***

Any item distributed or sold using the name of the Corporation, or sold for the benefit of the Corporation or any of its affiliates, will be represented in the archives of the Corporation by a sample [add:]or a photograph. [delete:] In cases where a sample is so large as to not be feasible to ship or store, a photograph may be substituted.

## **Proposed FFLA Bylaws Amendment 2011-10**

Changed from address listed (which was no longer valid) to "determined by the Board of Directors".

### **Article Seventeen - Offices.**

#### ***Section One.***

The registered office of the Corporation shall be [delete:]at 1740 Highland Street, Allentown, Lehigh County, Pennsylvania 18104 [add:]determined by the Board of Directors.

### **Article Three – Dues.**

No actual changes, but would remove the "Note" about a 1991 Board decision from published version.

*(Note:)*

(In Conference on Saturday, August 10, 1991, the Board of Directors authorized Directors to solicit and receive Sustaining Memberships at twenty-five dollars, and Commercial Memberships at a rate of thirty-five dollars, of which five dollars and ten dollars respectively would be forwarded to the National Treasurer.)

### **Article Ten – Publications.**

No changes.

### **Article Twelve – Rules of Order.**

No changes.

### **Article Thirteen – Amendments to the Bylaws.**

No changes.

### **Article Fourteen – Enabling.**

No actual change, since this Article is noted as "DELETED", but would remove it and add explanation that this article was no longer applicable after the original 08/09/92 approval of bylaws.

#### ***Section One.***

If the Bylaws presented in the foregoing pages are approved, or after some alteration are approved, they would go into force immediately after the present, (August, 1991) Conference. However, they would still stand for review and second approval at the following conference, presumably in January of 1992.

(DELETED - no longer applicable after approval of original Bylaws, 08/09/1992)

### **Article Fifteen – Prohibitions & Restrictions.**

No changes.

### **Article Sixteen – Name.**

No changes.

### **Article Eighteen – Annual Report.**

No changes.