

The bylaws have not been updated since 1992. They are very outdated and need to be updated so that CGA can get their 501c3 nonprofit status reinstated by the IRS. The 501c3 was let to lapse by a previous treasurer by mistake and Elyse Perambo, our current treasurer, has been working with 2 different lawyers and the IRS for almost 2 years now to get it reinstated. Updating the bylaws is the last piece we need done in order to get our reinstatement. Lastly, we need 2/3 of the membership to vote on this update. PLEASE take the time to vote for the updated bylaws so CGA can once again be a nonprofit organization.

#### Summary of Bylaws changes

1. Changed all references of ECA to CGA
2. Changed all references of CGA as a Corporation to an association.
3. Any reference to things needing to be mailed were changed to allow electronic communications also.
4. Eliminated the Code of Standards upon advice of lawyer reviewing it for compliance to VT laws.
5. Added Mission statement & this provision upon lawyer recommendation "The Association is organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future tax code."
6. 1.2 Memberships-eliminated sustaining memberships
7. 1.3 added "Membership applications not accompanied with said fees will not be considered until payment in full is made"
8. 1.4 added "The BOD has full authority to move or amend this date as necessary without notice to or approval from the general membership." Because lately we've extended this cutoff date.
9. 1.5 completely changed & simplified. Eliminated prorating language since we were not doing this.
10. 1.6. Logo Usage- Moved & retitled this section from section **5.3 Official Stationary in 1992 original bylaws**
11. 1.7 Advice from lawyer is to add a resignation provision
12. 1.8 Advice from lawyer is to add a termination provision
13. 2.2 changed Voting at Annual Meetings to "Voting"
14. Throughout the document eliminated all reference to having to mail anything, added that voting & meetings may be done by electronic means.
15. 2.2.b Advice from lawyer is to add this section referring to the Vermont Nonprofit Corporations Act.
16. 2.3 Referendums & Surveys- substituted the word designated. In this sentence "shall be provided to help members"
17. **1.10 in 1992 bylaws** was eliminated
18. Moved sections around from this point on for better cohesive description of the organization. The executive committee powers was retitled to more accurately describe the section, then it goes into the Board of directors, then the executive committee, description of terms and officers duties.
19. 3.2.b.2 Term of Office for Directors- new addition clearly delineating a Director's term is 2 years and that they may serve successive terms with no limit to the number of terms.
20. 3.3. Regular Board of Directors meetings- this entire section is new to the bylaws but is just clearly delineating the practices that the board of directors have been operating under for many years.
21. 3.8 Financially Disinterest Majority- Advice from Lawyer to add this section verbatim.

**Commented [VW1]:** Recommend that you include this provision for purposes of your 1023 application

**Commented [JWR2R1]:**

**Commented [PH3]:** Does "designated" mean "explained" in this context? Funny choice of words. Maybe "documented and described"

**Commented [RF4R3]:** I agree, good catch! How about designed or provided? I think designated was probably supposed to be designed. Perhaps a mis-spelling nobody caught? But it totally changes the meaning of what they were trying to say.

22. 3.10 Contracted Services- **This was 4.4 in the 1992 bylaws.** This was changed from a complete prohibition to allowance with a unanimous vote from the board of directors.
23. 3.10.a changed allowing others to attend the meeting instead of having it be only at the invitation of president and approval of the BOD, but clarifying they could not vote unless they are BOD
24. 4.4.a new addition- the VP shall assist the President in any and all duties that may require additional assistance
25. 4.5 Secretary- more clearly defined duties into tasks by breaking the paragraph into numbered tasks.
26. 4.6.c changed to simply mandating a treasurer's report in the annual meeting.
27. 1992 original bylaws- **5.2 Periodic Reports**- ability to spend \$500 without getting board approval- this point was a part of the exec board description, we dropped this out of the bylaws because research and advice from the lawyers was that this does not belong in bylaws. This has been made into a Board Resolution document, which will be the mode of how the board now delineates specific measures of operation. These resolutions are more easily changed and managed instead of having them be a permanent part of the bylaws that cannot be changed easily.
28. 4.6.d added that the treasurer's responsibility is to keep the 501c3 status active.
29. **4.3.a.3 in 1992 original bylaws in president's description** to add an agenda item to the meetings. This section was moved and completely changed and simplified. It was a very elaborate convoluted process of mailings and approvals prior. Now it says anyone can propose a new agenda item in the new business section of the meeting. If board agrees to add it, then it can be discussed at that meeting and future meetings.
30. 5.2 Standing Committee- clarified who this committee can be made up of
31. 5.3 Ad Hoc Committee- clarified who this committee can be made up of.
32. 6.1 Amendment of Bylaws- we changed this from being 2/3 majority of membership to a simple majority of membership. This was done because advice was that making it a super majority (2/3) makes it very difficult to get the amended bylaws passed. We experienced this a few months ago when we put the amended bylaws out for a membership vote but were not able to get it passed. We now feel that changing this to a simple majority will greatly benefit future boards that run CGA.
33. Section VII Indemnification- added at the advice of the lawyer.
34. Section VIII Fiscal Year- added at the advice of the lawyer.
35. Section IX Contracts Checks, Deposits & Gifts- added at the advice of the lawyer
36. Section X Dissolution- added at the advice of the lawyer
37. Adopted & certified date and signature lines- added at the advice of the lawyer.