

PROPOSED AMENDMENTS TO BYLAWS – 2009

Article IV. Membership - # 1.

Present: Membership in WG-USA shall be open to all women graduates with recognized qualifications, irrespective of their age, nationality, political opinions, sexual orientation or other status.

Proposed: Membership in WG-USA shall be open to all women graduates with recognized qualifications.

Rationale: Unnecessary to stipulate these extraneous matters.

Article V. Rights and Obligations of Members - # – editorial change

Present: As long as the member's dues are paid the member is in good standing.

Proposed: A member is in good standing as long as the member's dues are paid.

Rationale: Editorial change.

Article VI. Cessation of Membership – # 1.

Present: A member wishing to resign from WG-USA should communicate her resignation in writing.

Proposed: A member wishing to resign from WG-USA should communicate her resignation in writing to the Secretary.

Rationale: Need to state who receives the resignation.

Article VI. Cessation of Membership – # 2.

Present: WG-USA may strike from the membership roll a member who has failed to pay dues for a period of one (1) year.

Proposed: WG-USA shall strike from the membership roll a member who has failed to pay dues for a period of one (1) year.

Rationale: Need to change the word “may”, which is permissive, to “shall”, which is the correct way Bylaws should read.

Article VII. Officers – # 3. Treasurer

Present: She shall ensure that an annual financial review is conducted and prepare regular financial reports and annual financial statements for the Board and the membership.

Proposed: The Treasurer shall prepare regular financial reports and annual financial statements for the Board and the membership.

Rationale: The Treasurer does not conduct the financial review. The Audit Committee does this.

Article VIII. Board of Directors and Committees – # 1.

Present: The Board of Directors shall consist of a President, a Secretary, a Treasurer, a Coordinator for International Relations (CIR) and three (3) members, all of whom shall be elected by the membership.

Proposed: The Board of Directors shall be composed of no fewer than nine (9) members nor more than eleven (11) members including the President, Secretary, Treasurer, Coordinator for International Relations (CIR), Program Convener, Membership Convener, Communications Convener, Public Policy Director and three (3) members-at-large, all of whom shall be elected by the membership.

Rationale: After two years of operation it has become clear that WG-USA needs to have these specific Conveners serve on the Board. The three members elected from the general membership to the Board should be members-at-large and will not necessarily be elected for a specific portfolio, but will have responsibilities as assigned by the Board.

Article IX. Voting – # 1.

Present: All members whose dues are paid by the end of the first quarter of the fiscal year shall be entitled to vote at membership meetings.

Proposed: All members whose dues are currently paid shall be entitled to vote at membership meetings.

Rationale: Members pay at different times of the year and as long as they are in good standing they should be allowed to vote with no restriction.

Article IX. Voting - # 3.

Present: Unless otherwise stipulated in these Bylaws, decisions shall be taken by a majority vote.

Proposed: Unless otherwise stipulated in these Bylaws (see Article XV. Amendments to the Bylaws), decisions shall require a majority vote. Election of officers and Board members shall require a majority vote when one or two candidates are running for a position. More than two candidates for a position, **preferential voting shall elect.

Rationale: This allows for a different vote for elections, if necessary.

Article IX. Voting – # 4.

Present: Proxy voting and mail-in ballots shall be allowed.

Proposed: Voting in person, electronically and mail-in ballots shall be allowed.

Rationale: This item was put in the original Bylaws because we understood that IFUW required it. This is not the case and so it is being removed.

Article X. Meetings - # 2.

Present: The Annual General Meeting (AGM) of the membership shall be held in the Fourth (4th) Quarter of each year for the purpose of voting on WG-USA business including officer elections, bylaws changes, advocacy policies, approval of the budget, approval of the annual financial review, and approve the level of dues.

Proposed: The Annual General Meeting (AGM) of the membership shall be held within the last six (6) months of each year for the purpose of voting on WG-USA business including officer and Board elections, bylaws amendments, resolutions and approval of the annual financial review.

Rationale: This amendment allows for more flexibility for when the AGM may be scheduled and gives the membership the opportunity to present resolutions.

Article X. Meetings - # 3.

Present: A quorum of the membership shall be ten percent (10%) of the membership by the end of the first quarter of the fiscal year.

Proposed: A quorum shall be ten (10%) of the membership.

Rationale: Since members pay dues according to their anniversary date of when they first joined WG-USA and new members pay anytime during the fiscal year, all members in good standing should be counted in the quorum.

Article X. Meetings - # 6.

Present: At any meeting of the membership, a member may vote by proxy executed in writing by the member. No proxy shall be valid after three (3) months from the date of its execution.

Proposed: Strike this entire # 6.

Rationale: see rationale for Article IX. - # 4.

Article XI. Elections and Terms of Office

Proposed: Nominations, Elections and Terms of Office

Rationale: This Article of the Bylaws speaks to nominations and thus the new insert in the title.

Article XI. Elections and Terms of Office - # 1

***Proviso: For this Board election only, in order to establish continuity and rotation, staggered terms of office will be as follows for the 2009 election: Three year term – President, CIR, Communications Convener, Public Policy Director - Two year term – Treasurer, Program Convener, two Members-at-Large - One year term – Secretary, Membership Convener, one Member-at-Large.**

Article XI. Elections and Terms of Office - # 2.

Present: A call for nominations shall be circulated to members two (2) months prior to the election.

Proposed: The Nominating Committee shall circulate a call for nominations to the membership two (2) months prior to the election.

Rationale: This states who is responsible for circulation of the call for nominations.

****Appendum:** Preferential voting refers to any of a number of voting methods by which, on a single ballot when there are more than two possible choices, the second or less-preferred choices of voters can be taken into account if no candidate attains a majority. This method of voting is especially useful and fair in an election by email if it is impractical to take more than one ballot.

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