

Proposed Changes to Bylaws

SUMMER 2026

SUBMITTED BY NOARC BOARD

REVISED DURING 09 JULY BUSINESS MEETING

Agenda

- Why are changes needed?
- Proposed change 1: Clarification of Quorum (administrative change)
- Proposed change 2: Term Limits (policy change)

Proposed Change 1 (administrative change)

- Summary: Clarify wording on definition of a quorum
- Why? : Possible confusion on terminology
- Article V: “Meetings”, Section 3 currently references “full membership”
- Does “full membership” mean?
 - All the Full (voting) members in NOARC?
 - All members of NOARC, whether they be Full or Associate members?
- Business concerning NOARC may not be conducted unless a quorum is present at the meeting.

Proposed Change 1

Current wording of Article V, Section 3:

“A quorum will consist of one of the following:

- 25% of the club’s full **membership**, including at least one officer.
- 15% of the club’s full **membership and** at least three officers.”

Proposed change to wording:

“A quorum will consist of one of the following:

- 25% of the club’s full **members**, including at least one officer.
- 15% of the club’s full **members, including** at least three officers.”

Proposed Change 2 (policy change)

- Summary: Change from two-year terms for officers to one-year terms. Limit number of consecutive terms in same office.
- Why?
 - Regular turnover:
 - Brings new energy
 - Prevents complacency
 - Provides opportunity for new members to develop leadership skills
 - Two-year terms, intended to promote continuity, seem to be discouraging volunteers for offices.

Proposed Change 2

Current wording of Article IV, Section 2:

“The officers shall be elected as described below at the November annual meeting and shall serve until successors are elected. The President will appoint a nominating committee prior to the annual meeting. This nominating committee will present a list of nominees for all the officer positions. The committee will set the process for nominations and the election. The election will be decided by a majority of all votes cast. If a majority is not obtained, an immediate run off will be held for the two candidates receiving the most votes. In the event of a tie, the election will be decided by a coin flip or other random method. Members wishing to be considered for an officer position may contact a member of the nominating committee. Officers will be elected for staggered **2-year terms** to provide continuity. The election following the adoption of staggered terms for 2019, the Vice-President and Secretary shall be elected for a 1-year term and the positions will come up for election to begin every even number year thereafter. The President and the Treasurer shall be elected for a 2-year term and the positions will come up for election to begin every odd number year thereafter.”

Current wording of Article IV, Section 6:

“...A club member will not serve as Treasurer more than **two (2) consecutive terms.**”

Proposed Change 2

Legend:

White = retained wording

Grey = deleted wording

Yellow = added wording

Proposed change to Article IV, Section 2:

~~“The officers shall be elected as described below at the November annual meeting and shall serve until successors are elected~~ **to serve 1-year terms, beginning in January. No member shall serve more than three consecutive years in the same elected position.** The President will appoint a nominating committee prior to the annual meeting. ~~This nominating committee will present a list of nominees for all the officer positions. The committee will set the process for nominations and the election. The election will be decided by a majority of all votes cast. If a majority is not obtained, an immediate run off will be held for the two candidates receiving the most votes. In the event of a tie, the election will be decided by a coin flip or other random method. Members wishing to be considered for an officer position may contact a member of the nominating committee. Officers will be elected for staggered 2-year terms to provide continuity. The election following the adoption of staggered terms for 2019, the Vice President and Secretary shall be elected for a 1-year term and the positions will come up for election to begin every even number year thereafter. The President and the Treasurer shall be elected for a 2-year term and the positions will come up for election to begin every odd number year thereafter.”~~

Proposed deletion last sentence of Article IV, Section 6:

~~“...A club member will not serve as Treasurer more than two (2) consecutive terms.”~~

Proposed Change 2

Additional subparagraph for Article IV, Section 2:

“All officer positions (President, Vice-President, Secretary, and Treasurer) will be elected annually to 1-year terms. Upon the election of the offices of President and Vice President, a review of all committee leads will be performed by the President-elect and Vice President-elect for the decision as to retain or replace committee leads to ensure alignment with the new administration’s goals, operational efficiency, and the successful implementation of the incoming team’s policy agenda.”

What Happens Next?

- The Bylaws require that any proposed changes to the Bylaws shall be made available to the members for review at least three weeks prior to the vote on the proposal.
- The proposed changes will be posted to the Members-only section of the NOARC Website after this meeting for review by the members.
- The proposed changes will be voted on at the August business meeting. Approval requires a 2/3 vote of the members present at that meeting.