

NHCC – Proposed Bylaw Amendments – March 2025

Cite	Proposal	Explanation
Art. III § 2	Permit co-President, -VP and/or -Secretary (two people share one officer job) – (if shared, office still only has one vote)	Common with smaller volunteer-based nonprofits like PTAs; allows flexibility in situation where volunteers are reluctant to take on “the whole job” but willing to do if shared.
Art. III § 3	Prohibit multiple household members from serving simultaneously on Board	Each Board member should be independent and bring his/her independent thinking to service on the Board. Family groups could upset this dynamic.
Art. IV	Delete reference to Handbook	Entire Handbook is incorporated by reference, but it is outdated and contains a lot of extraneous material. Put necessary info in the bylaws. Make Handbook (if and when updated) available elsewhere for background.
Art. IV § 4D, E, F	Clarify exactly what Treasurer’s duties are, what reports should contain, composition of Audit Committee, 60 (not 30) days to complete audit, member requests for info.	Existing requirements are fuzzy – clarify. These provisions are intended to protect the Club and its members from financial malfeasance.
Art. IV § 6	Add specific expectations for Trustee positions	Current bylaws do not specify expectations beyond attending meetings; Club relies on Board members to be active volunteers in its events and other activities.
Art. V § 1	Add quorum requirement for Board meetings, provide for President or Secretary absence	Current bylaws “quorum” provisions amount to “whoever shows up is a quorum.” Taken literally, one person would be a quorum. This is absurd, and also insufficient under state law. Amended provision states minimum requirement under state law.
Art. V § 2	Loosen timing for membership meetings, add quorum requirement	General Membership Meetings should occur in March and October, but make requirement a little looser so we don’t have a bylaw violation if timing doesn’t work in a particular year. Same reasoning on quorum requirements as for Board meetings.
Art. V § 4	Specify requirements for Special Meetings of Members (per statute)	Add statutory requirements to direct Board what’s required.

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Art. V § 9	Allow membership meetings via remote means like Zoom (under stated conditions)	During COVID, statute was amended to permit this if bylaws so provide. Adding this provision creates the option.
Art. V § 10	Allow Board meetings via remote means like Zoom (under stated conditions)	Same as for membership meetings.
Art. V § 11	Notice requirements for Zoom meetings	Needed due to the two previous additions.
Art. V § 12	Allow Board to act by unanimous written consent.	Permitted by statute; add to bylaws as reminder this is an option.
Art. VI § 7	Delete provision on voting for bylaw amendments.	This topic is covered in Article IX. See proposed amendment to Article IX procedure below.
Art. VI § 8	Delete provision on voting for Handbook amendments.	Handbook no longer incorporated by reference.
Art. VII § 3	Provide for successive terms for President if no-one else steps up	Existing bylaws contemplate one person will serve as VP in Year 1, President in Year 2, and Past President in Year 3. This isn't always possible – proposed change provides for that case.
Art. VII § 6	Eliminate “squishy” criteria for removing a Board member, add notice requirements per statute	Criteria for removing a Board member should be objective – this ties to changes to Art. IV § 6 spelling out expectations for Board members.
Art. VIII § 2	<p>Update list of standing committees. New committees (consolidations shown in parens):</p> <ul style="list-style-type: none"> • Executive (this is all officers plus Past President, who participates but does not vote in Exec Committee) • Audit (membership is appointed by the President solely to audit the previous year’s financial records) • Advocacy (includes Land Use and Community Appearance, Merchant Liaison, Government Liaison, Public Safety) • Communications (includes E-Newsletter, Doorhangers, Website, Social Media) • Events (includes Youth Activities, Community Outreach, Volunteer Appreciation) 	Existing bylaws set out many standing committees Club no longer needs or has volunteers for. New list consolidates functions of former committees as shown.

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	<ul style="list-style-type: none"> • Membership and Nominating (Membership and Nominating) 	
Art. IX	<p>Revamp existing very complex procedure for amending the Club's bylaws:</p> <p>Split into changes not requiring member approval and changes that do require member approval. Changes not requiring member approval are made by vote of the Board. Changes to conform to changes in law, or changes to make technical corrections or clarifications to language, may be made by majority vote. All other changes would require unanimous consent by all the Board members. Requirement of unanimity is designed to prevent changing bylaws except for serious reasons.</p> <p>Changes that would reduce or eliminate members' rights (to vote, to receive notices, to call special meetings, or to review Club financial information) still require member approval. Members would be given advance notice of any proposed changes of this nature (proposed changes posted on website and emailed to members). Member approval would be given (or not) by vote of the membership at one General Membership Meeting (not two as in current bylaws).</p> <p>Any amendments (approved by Board or members) would be posted on the Club's website promptly after adoption.</p>	<p>Bylaw amendment procedure is extremely cumbersome. Club should have better way of updating its bylaws.</p>