

Annual Meetings

Annual Meeting of the Member Churches: Article II Section 3 (both PEM & EMP) states that the annual meeting of members shall be no sooner than 45 days after the fiscal year and no later than November 30. Same for Article III, Section 7 regarding the annual directors' meeting. Whoops! We used to meet in November; I don't know why we switched to December. Perhaps we could move our annual meeting to October. That's only a three-week delay since our September meeting is the second Monday of the month because of Labor Day. This was written to conform to NYS nonprofit corporate law at the time which was specific as to the minimum and maximum time that could elapse between the end of the fiscal year (June 30) and the annual meeting. Perhaps that time changed with the new rules.

Annual Report and Meetings: If you read through **Article III, Section 8** (same for PEM & EMP), the Annual program and financial reports are to be presented to the Members *after* being approved by the board of directors. If the annual program and financial reports were not approved by the directors at the September meeting, then the annual directors' meeting should be called to order to approve it before convening the annual members' meeting. I agree it's absurd meeting as directors to approve reports we then present to ourselves sitting as members.

Proposed Bylaws Revisions to Allow the Election of Additional Directors

Bylaws Revisions, Article XI, Section 2 (same for PEM & EMP) states “These Bylaws may be amended, repealed or adopted only by an affirmative vote of two-thirds of the Board of Directors of the Corporation.”

Section III, Article 2, Number of Directors (same for PEM & EMP) as printed below states that the number of directors shall equal the number of member churches.

Each member church shall appoint a director, as provided in Section 3 below. The number of Directors shall not exceed the number of member churches nor shall it be less than three. The size of the Board of Directors at any given time shall equal the number of member churches then having an appointed and qualifying director. The terms “then-existing Board of Directors” and “Full Board” shall refer to the number of appointed and qualifying Directors, and thus the size of the Board of Directors at any given time.

I suggest the following revision (underlined is proposed new language, cross outs would be eliminated):

Each member church shall appoint a director, and the board of directors may elect up to five additional directors as provided in Section 3 below. The number of Directors shall not ~~exceed the number of member churches plus the number of elected directors from the~~ nor shall it be less than five. The size of the Board of Directors at any given time shall equal the number of member churches then having ~~an~~ appointed ~~and~~ qualifying directors plus the additional directors, if any, from the community elected by the directors. The terms “then-existing Board of Directors” and “Full Board” shall refer to the number of appointed and elected qualifying Directors, and thus the size of the Board of Directors at any given time.

Article III, Section 3, Appointment and Term of Directors, (same for PEM & EMP) is printed below.

Each member church shall appoint a director, who must be the same person who the member church appointed as a representative (see Article II, section 1). An appointment letter attested to by an appropriate officer of the member church and filed with the Secretary of the Corporation shall be conclusive evidence of the appointment. The term of each director so appointed shall extend until his or her successor is appointed. There shall be no limit on the number of successive terms a director may serve.

I propose making the above section 3 a and adding the following as 3 b

The board of directors, by simple majority of those present, may elect up to five additional directors at any time for one-year terms or the remainder of one-year terms coinciding with the period of time between annual meetings. The elected directors shall have all the same rights, responsibilities, and duties of member-appointed directors, including service as president or vice-president.

Section III, Article 13 a, Quorum (same for PEM & EMP) currently reads:

The presence in person of a majority of the Board whose member churches have an appointed representative shall be necessary to constitute a quorum (provided that such number is not less than one-third of the entire number of members of the Corporation) at all meetings of the Board for the transaction of business.

I suggest the following rewrite:

The presence in person of a majority of ~~the Board whose member churches have an appointed representative~~ duly elected and appointed directors shall be necessary to constitute a quorum ~~(provided that such number is not less than one-third of the entire number of members of the Corporation)~~ at all meetings of the Board for the transaction of business.

Article III, Section 4, Removal (same for PEM & EMP) states:

(a) Any director may be removed from office at any time, with or without cause, by his or her appointing member.

(b) A director shall cease to hold such office in the event that the appointing member resigns or is terminated as a member of the Corporation, effective as of the date of such resignation or termination.

(c) The members, by a two-thirds majority vote of members present, may act to remove a director who has missed three consecutive meetings of the Board of Directors. NOTE: This power must reside in the members since it will affect the size of the board of directors.

I propose adding (d):

(d) Any director elected by the board of directors may be removed without cause by a majority vote of directors present.