

PROPOSED BYLAW AMENDMENT #1

*Currently Reads:*

ARTICLE XI. CONVENTION

Section 1. There shall be an annual convention the last Wednesday, Thursday, Friday and Saturday of July. A two-thirds (2/3) vote of the Executive Committee may order a change of these usual convention dates.

Propose change in wording – Strike out - “Wednesday, Thursday, Friday and Saturday” and insert “week” of July, and further amend by adding words, “based on dates available and financial status, to complete the business of the organization.”

*If amended will read:*

ARTICLE XI. CONVENTION

Section 1. There shall be an annual convention the last week of July, based on dates available and financial status, to conduct the business of the organization. A two-thirds (2/3) vote of the Executive Committee may order a change of these usual convention dates.

Q1-1: WILL THERE BE A PRESET, DETERMINED SET OF DAYS FOR THE CONVENTION?

ANSWER

If the proposed amendment passes, there will not be a preset, determined set of days or set number of days for convention. The decision would be made by the Board of Directors, based on funds available and organizational needs at the time.

Q1-2: DO WE HAVE ANY CONVENTION-RELATED CONTRACTUAL OBLIGATIONS FOR FUTURE CONVENTIONS, BEYOND SAN ANTONIO? IF SO, HOW ARE WE PROTECTING THE ORGANIZATION FROM FUTURE LIABILITY FOR CANCELLATIONS?

ANSWER

At this time, contracts for convention are not being made more than one year in advance. Care is taken to ensure the organization is protected as much as possible when we do enter into contracts. Our contracts include a force majeure clause, which removes liability for natural disasters and unavoidable catastrophes. Our contract with the hotel in San Antonio has a force majeure clause, but the COVID-19 pandemic was determined not to be a qualified, triggering event to invoke it.

PROPOSED BYLAW AMENDMENT #2

*Currently Reads:*

ARTICLE IV. OFFICERS

Section 4. Vacancies

- a) Vacancy in the office of President shall be filled by the Executive Vice President as soon as feasible.
- b) Vacancy in any position other than President shall be filled by the Executive Committee as soon as feasible.

*Proposed change:*

Substituting a new subsection 4.a as follows: "In the event that the President is unable to finish their term for any reason, the Advisor shall take on the roles and responsibilities of the President in an interim capacity, until the following annual election when a new President shall be elected in accordance with the organization's bylaws."

*If amended will read:*

ARTICLE IV. OFFICERS

Section 4. Vacancies

- a) In the event that the President is unable to finish their term for any reason, the Advisor shall take on the roles and responsibilities of the President in an interim capacity, until the following annual election when a new President shall be elected in accordance with the organization's bylaws.
- b) Vacancy in any position other than President shall be filled by the Executive Committee as soon as feasible.

Q2-1: FOR CLARIFICATION, IF THE PROPOSED AMENDMENT PASSES, IF THE PRESIDENT WAS UNABLE TO FULFILL THE DUTIES OF THE OFFICE, THE ADVISOR WOULD FILL THE ROLE OF PRESIDENT UNTIL THE NEXT ELECTION?

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ANSWER

That is correct.

Q2-2: WHEN THE BOARD OF DIRECTORS WAS RESTRUCTURED, DIDN'T THOSE CHANGES INCLUDE SPECIFYING WHICH VP WOULD FULFILL THE DUTIES OF THE PRES SHOULD SHE BE UNABLE TO COMPLETE HER TERM?

No. It was intentionally left so that any vacancy would be filled by the Executive Committee. This bylaw amendment is the result of feedback the Board of Directors received from the membership, that they would prefer to know in advance who would be filling that role.

Q2-3: WHAT IS THE ADVANTAGE OF HAVING THE ADVISOR STEP IN THE PRESIDENT POSITION?

The Advisor is the only role on the Board of Directors that must be a former President. As a result, the Advisor will be familiar with the responsibilities of the Presidency and have the organizational memory necessary for consistency during a transition of this nature.

The Restructuring Committee chose not to put a hierarchy in place for several reasons, including:

- The high turnover in elected positions over the past few years.
- The unfortunate frequency with which Board members have left their roles in the middle of the term in the recent past.
- The possibility that none of the 5 VPs on the Board of Directors would be ready or able to take on the responsibilities of the Presidency.
- By having the Advisor fill the Presidency, the Board of Directors would retain consistency in the other positions.

Q2-4: WOULD THE ADVISOR POSITION BE FILLED WITH ANOTHER ADVISOR OR WOULD THE ADVISOR BECOME RESPONSIBLE FOR THE DUTIES OF BOTH ROLES?

The Advisor position would be filled by the Executive Committee, just like any other vacancy on the Board of Directors is filled by the Executive Committee at this time.

Q2-5: WOULD IT HAVE TO BE THE ADVISOR AT THAT TIME OR COULD IT BE A PAST ADVISOR?

As it is currently drafted, it would be the seated Advisor at that time.

PROPOSED BYLAW AMENDMENTS #3, #4, #5

THERE WERE NO QUESTIONS ON THESE PROPOSED BYLAW AMENDMENTS

The full content of all proposals, including rationale, can be found in the Election Mailing. Additional questions may be submitted to the Board of Directors via email at: [info@multiplesofamerica.org](mailto:info@multiplesofamerica.org).