



1330 S. FOURTH STREET, COLUMBUS, OH 43206 | WWW.MERIONVILLAGE.ORG

## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

*Presented at the Monthly Meeting on February 7, 2024*

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### **SUMMARY OF PROPOSED CHANGES**

1. ARTICLE IV: MEMBERSHIP (Section A.2)
2. ARTICLE IV: MEMBERSHIP (Section A.3)
3. ARTICLE IV: MEMBERSHIP (Section A.5)
4. ARTICLE IV: MEMBERSHIP (Section D.1)
5. ARTICLE IV: MEMBERSHIP (Section D.2)
6. ARTICLE IV: MEMBERSHIP (Section D.5)
7. ARTICLE IV: MEMBERSHIP (Section E.1-2)
8. ARTICLE IV: MEMBERSHIP (Section F.1-3)
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10. ARTICLE IV: MEMBERSHIP (Section G.1-2)
11. ARTICLE V: ELECTION OF OFFICERS (Section A)
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14. ARTICLE V: ELECTION OF OFFICERS (Section D)
15. ARTICLE V: ELECTION OF OFFICERS (Section E)
16. ARTICLE V: ELECTION OF OFFICERS (Section F)
17. ARTICLE V: ELECTION OF OFFICERS (Section G)
18. ARTICLE V: ELECTION OF OFFICERS (Section H)
19. ARTICLE VI: OFFICERS (Section A)
20. ARTICLE VII: COMMITTEES (Section C.1-4) + ARTICLE IX: FISCAL MANAGEMENT (Section C)
21. ARTICLE VII: COMMITTEES (Section D.1-5) + ARTICLE X: AMENDMENT (Section D)
22. ARTICLE VII: COMMITTEES (Section E.1-5 + F.1-3)
23. ARTICLE VIII (Section E)
24. ARTICLE X: AMENDMENT (Section C)
25. ARTICLE XI: PROCEDURE (Section A)



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE IV: MEMBERSHIP (Section A.2)**

#### **Current Language**

Household Memberships shall be open to those individuals who qualify for an Individual Membership, but at a reduced membership rate. The Household Membership Rate shall include no more than two (2) individuals who are at least eighteen (18) years of age and who live at the same address. Additional individuals living at that address and who otherwise qualify for membership under subdivision (A)(1) of this Section shall be admitted at a further discounted rate. Applications for Household Membership shall include the names of all residents of the household who seek voting privileges.

#### **Proposed**

Removal of this membership category.

*Reason for Change: Simplify membership categories and allow future integration with membership dues collection for self-managed subscriptions.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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**ARTICLE IV: MEMBERSHIP (Section A.3)**

**Current Language**

Business/Organization Memberships shall be open to those individuals or entities who own or operate a business or who are organized for religious, social or other public interest purposes and meet the following requirements:

- a) Such individuals must, through their particular business or organization, promote a tangible civic interest, supply a necessary public service or provide economic benefit to Merion Village. Those businesses or organizations that do not promote significant social, economic, service or investment in the community will not be considered a sufficient business or public interest worthy of membership.
- b) Business or Organization Membership shall be open to individuals or entities who primarily operate within the Association Boundaries as set forth in Article I or who primarily operate within an adjunct neighborhood.
- c) Each Business/Organization Member is entitled to one (1) vote. Entities that share a common member or relationship shall be considered to have the interests of the whole represented by that one member and are limited to one (1) vote.
- d) Voting privileges shall be limited to those individuals or entities who own property or operate within the Association Boundaries as set forth in Article I, and shall not include such individual's or entity's agents, employees, associates, affiliates, shareholders, or other related entities.
- e) Those individuals operating an entity eligible for a business membership without voting privileges that would otherwise qualify for an individual or household membership with voting privileges shall receive a discounted rate on an individual or household membership when purchasing a business membership. An individual eligible under this section shall receive no more than one (1) vote.

**Proposed**

Business/Organization Memberships shall be open to business entities who own a business that is open to the public.

- a) Business/Organization Members shall be entitled to one (1) vote. Entities or Residential Members that share a common member or relationship shall be considered to have the interests of the whole represented by that one member and are limited to one (1) vote.
- b) Voting privileges shall be limited to those whose principal place of business is located within the Association Boundaries as set forth in Article I; OR whose business address on record with the Ohio Secretary of State is located within the Association Boundaries as set forth in Article I.

*Reason for Change: Clarify and simplify voting privileges for business members.*

**March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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**PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

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**ARTICLE IV: MEMBERSHIP (Section A.5)**

**Current Language**

Unless otherwise provided by this Article, non-residents and non-property owners within the Association Boundaries who are employees or agents of a business with significant interests within Merion Village are ineligible for voting membership with the Association.

**Proposed**

Remove.

*Reason for Change: Voting rights are clarified in other sections. Language is redundant and confusing.*

**March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 16 / OPPOSE: 0 / ABSTAIN: 1**



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## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE IV: MEMBERSHIP (Section D.1)**

#### **Current Language**

1. Those Members who do not reside or operate a business within as established in Section (A) may attend all meetings, serve on committees in an advisory capacity, and participate in discussion, but shall not be entitled to vote or hold office. Voting members shall be at least eighteen (18) years of age, submit a membership application and be current in the payment of annual dues as established by the Association.

#### **Proposed**

1. Residential Members who do not reside within the Association Boundaries as set forth in Article I, Section (B), may attend all meetings, serve on committees in an advisory capacity, and participate in discussion, but shall not be entitled to vote. Voting members shall be at least eighteen (18) years of age, submit a membership application, and be current in the payment of annual dues as established by the Association.

2. Business/Organization Members whose principal place of business is not located within the Association Boundaries as set forth in Article I; OR whose business address on record with the Ohio Secretary of State is not located within the Association Boundaries as set forth in Article I, may attend all meetings, serve on committees in an advisory capacity, and participate in discussion, but shall not be entitled to vote. Voting members shall be at least eighteen (18) years of age, submit a membership application, and be current in the payment of annual dues as established by the Association.

*Reason for Change: Clarification of voting privileges for residential and business members.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 16 / OPPOSE: 0 / ABSTAIN: 1**



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## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE IV: MEMBERSHIP (Section D.2)**

#### **Current Language**

Applicants for membership in the Association shall not receive voting privileges until twenty-one (21) days after the application and membership dues are received. Prior to receiving voting privileges, a new Member may attend all meetings, serve on committees in an advisory capacity, and participate in discussion, but shall not be entitled to vote or hold office.

#### **Proposed**

Applicants for membership in the Association shall not receive voting privileges until seven (7) days after the application and membership dues are received. Prior to receiving voting privileges, a new Member may attend all meetings, serve on committees in an advisory capacity, and participate in discussion, but shall not be entitled to vote or hold office.

*Reason for Change: allow a shorter waiting period to be more inclusive of neighbors who were not previously aware of the MVA.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 16 / OPPOSE: 0 / ABSTAIN: 1**



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### **ARTICLE IV: MEMBERSHIP (Section D.5)**

#### **Current Language**

Absentee voting shall be permitted for property rezoning or variances for building height, lot coverage, and building setbacks as potential indicators of increasing density. Absentee voting shall be used at the request of ten (10) Members who are in good standing. Requests must be made seven (7) or more days prior to the voting date to provide sufficient time to setup voting and notify members. Requests must be made online in the Absentee Voting Request Form to be valid. Absentee voting will be conducted within 24 hours of the related in person regular or special meeting. The absentee voting period shall be no shorter than 4 hours and no longer than 12 hours. All absentee voting shall be completed at least 1 hour prior to the scheduled meeting. Votes received after this deadline shall not be counted. The exact period of voting, processes and forms for casting a vote shall be determined on a case by case basis by the Executive Board. Absentee votes shall include a member's name, address, and email address. Votes that do not match membership records shall not be counted.

#### **Proposed**

Remove absentee voting.

*Reason for Change: Absentee voting was added to the bylaws in 2014. Since that time, it has only been used once.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 15 / OPPOSE: 2 / ABSTAIN: 0**



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*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE IV: MEMBERSHIP (Section E.1-2)**

#### **Current Language**

1. Applicants for membership in the Association must submit dues with the application. Applications received during October, November and December shall be considered to be for the following calendar year; all other applications shall be considered to be for the current calendar year (January 1-December 31). Membership drives may offer consideration of a membership being counted for the next year in the months of July, August, and September with board approval.
2. Dues submitted shall remain in effect for the remainder of the current calendar year. A calendar year begins on January 1 and ends on December 31.

#### **Proposed**

1. Applicants for membership in the Association must submit dues with the application. Membership is a one-year term commencing on the date that dues are paid in full.
2. Dues submitted shall remain in effect for one year from the date dues are paid in full.

*Reason for Change: Simplify membership duration and allow future integration with membership dues collection for self-managed subscriptions.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**





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### **ARTICLE IV: MEMBERSHIP (Section F.1-3)**

#### **Current Language**

1. Membership in the Association is to be maintained on a calendar year basis. The deadline for renewal is December 31.
2. A Member who fails to renew by December 31 loses voting privileges but is entitled to a grace period from January 1 through the last day of February, during which time the Member may renew the membership and immediately regain voting privileges.
3. If a Member fails to renew prior to the last day of February, that Member shall thereafter be considered a new applicant and shall be subject to the waiting period for obtaining voting privileges in accordance with Article IV, Section (D).

#### **Proposed**

1. Membership in the Association is to be maintained on a one-year basis. The deadline for membership renewal is one year from the date of the member's initial registration or from the date of the member's last membership renewal. Members who renew later than one year from the date of their initial registration or their last membership renewal will be subject to the seven (7) day waiting period to vote as set forth in Article IV(D)(2).
2. Remove
3. Remove

*Reason for Change: Simplify membership duration and allow future integration with membership dues collection for self-managed subscriptions.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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### **ARTICLE IV: MEMBERSHIP (Section E.3.A-D)**

#### **Current Language**

3. Membership dues are as follows:

- a) Individual Membership: Minimum of \$15.00
- b) Business/Organization Membership: Minimum of \$35.00
- c) Household Membership: Minimum of \$25.00
- d) Senior Membership: Minimum of \$10.00

#### **Proposed**

3. Membership dues are as follows:

- a) Individual Membership: Minimum of \$15.00 annually
- b) Senior Individual Membership: Minimum of \$15.00 annually
- c) Business/Organization Membership: Minimum of \$50.00 annually

*Reason for Change: Membership dues have not increased for at least 10 years. These small increases will allow the MVA to better absorb rising annual expenses. This increase is also consistent with additional membership benefits added over the last several years.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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### **ARTICLE IV: MEMBERSHIP (Section G.1-2)**

#### **Current Language**

1. Each applicant for membership or membership renewal shall, with the payment of dues, tender a form disclosing his or her residential address (or business address), any listed residential telephone number (or business telephone number) and, email address (optional). By obtaining a membership, each applicant consents to be contacted, using the information so provided to (a) volunteer for Association activities; (b) receive information regarding Association activities and events; and (c) receive other communications from Association members relating to Association business.
2. The Executive Board shall maintain a list of members in good standing for the sole purpose to verify voting privileges. The membership list and any applications for membership shall be made available for review by Members of the Association at general meetings of the Association. The membership list shall not be used for any purpose associated with the solicitation of Association Members, including solicitation prior to Association elections. The membership list shall not be used to solicit goods, services, or products on behalf of any entity other than the Association itself.

#### **Proposed**

1. Each applicant for membership or membership renewal shall, with the payment of dues, tender a form disclosing his or her residential address (or business address), personal telephone number (or business telephone number), and email address. By obtaining a membership, each applicant consents to be contacted, using the information so provided to (a) volunteer for Association activities; (b) receive information regarding Association activities and events; and (c) receive other communications from Association members relating to Association business.
2. The Executive Board shall maintain a list of members in good standing for the sole purpose of verifying voting privileges. The membership list including members' names shall be made available for review by Members of the Association. The membership list shall not be used for any purpose associated with the solicitation of Association Members, including solicitation prior to Association elections. The membership list shall not be used to solicit goods, services, or products on behalf of any entity other than the Association itself.

*Reason for Change: Updates language related to telephone numbers to remove "listed" status. Also removes the "optional" inclusion of email addresses in membership applications as this information is necessary for the MVA to provide notices and information. Simplifies publication of the current membership list as this information is now available through the online membership verification tool.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**

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## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE V: ELECTION OF OFFICERS (Section A)**

#### **Current Language**

Eligibility. To be eligible to hold office, a Member must either be a resident of or own property within the Association Boundaries as set forth in Article I and in good standing.

#### **Proposed**

A. Eligibility. To be eligible to hold office, an individual must be a resident within the Association Boundaries as set forth in Article I and a Member in good standing.

*Reason for Change: Limit ability to serve on the executive board to members who currently live in Merion Village.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE V: ELECTION OF OFFICERS (Section B)**

#### **Current Language**

B. Nominating Committee. Nominations. A Nominating Committee as set forth in Article VII, Section (F), shall present a slate of all eligible candidates with a minimum of one per office to be presented at the Association's October meeting. If a vacant position(s) for the Executive Board exists as of January of the following year the position will default to the by-laws of Vacancies in Office. Nominations from the floor will be accepted at the Association's October meeting. Any Member of the Association in good standing may so nominate an individual to serve as an officer.

#### **Proposed**

B. Nominations. Nominations of Members who meet eligibility as defined in Article V, Section (A) shall be accepted through the conclusion of the Association's October meeting during which the presiding officer shall present a slate of all eligible candidates. Nominations from the floor will be accepted at the Association's October meeting. If a vacant position for the Executive Board exists as of January of the following year, the position will default to the by-laws of Vacancies in Office. Any Member of the Association in good standing may nominate an eligible individual to serve as an officer.

*Reason for Change: Simplification of the annual nomination process.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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### **ARTICLE V: ELECTION OF OFFICERS (Section C)**

#### **Current Language**

Background Checks. All individuals seeking office shall agree to a mandatory background check. The background check paid for the Association will be reviewed by the current Executive Board and will not be made public to the Association. Pending the review of the background check the Executive Board will determine if the individual is acceptable as a representative of the neighborhood.

#### **Proposed**

Background Checks. All individuals seeking office must understand and agree that the Association or Executive Board may run a background check on an individual accepting nomination to hold office. The background check paid for by the Association will be reviewed by the current Executive Board and will not be made public to the Association. Nominees for officer positions must sign a sworn declaration under penalty of perjury declaring that the nominee has never been convicted of any crime relating to fraud, embezzlement, forgery, or tax evasion. Pending the review of a background check and/or the signed declaration, the Executive Board will determine if the individual is acceptable to serve or continue serving as a representative of the neighborhood.

*Reason for Change: Clarification of background checks and requirements to serve on the executive board.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE V: ELECTION OF OFFICERS (Section D)**

#### **Current Language**

Election Process. Election of officers from nominees who have accepted nominations shall be held at the November meeting by secret ballot. A simple majority vote (greater (>) than 50 percent) of the Members in attendance is required for election. In the event there is no clear majority vote or in the event of a tie, there shall be a run-off election between the two candidates who received the most votes. Ballots shall be counted by the Nominating Committee and kept by the Secretary for six (6) months. The newly elected officers shall be announced at the time of the election.

#### **Proposed**

Election Process. Election of officers from nominees who have accepted nominations shall be held at the November meeting by ballot. A simple majority vote (greater (>) than 50 percent) of the Members in attendance is required for election. In the event there is no clear majority vote or in the event of a tie, there shall be a run-off election between the two candidates who received the most votes. Ballots shall be counted by the current board members and kept for six (6) months. The newly elected officers shall be announced at the time of the election.

*Reason for Change: Simplification of the voting process inclusive of current technology and electronic ballots.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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**PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

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**ARTICLE V: ELECTION OF OFFICERS (Section E)**

**Current Language**

E. Taking of Office. Elected officers shall commence their term of office at the January meeting, at which time the outgoing officers shall relinquish all records to the new officers and present an annual report to the membership.

**Proposed**

E. Taking of Office. Elected officers, other than those who fill a vacant position as described in Article V(B), shall commence their term of office on January 1st, at which time the outgoing officers shall relinquish all records to the new officers.

*Reason for Change: Simplify the transition period for new board members.*

**March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**





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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

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### **ARTICLE V: ELECTION OF OFFICERS (Section F)**

#### **Current Language**

Vacancies in Office. If the President's office is vacated, the Vice-President shall assume the title and duties of the President for the remainder of the term. The office of the Vice-President shall be declared vacant. If any Executive Board member vacates their position, written notice is to be provided to the Executive Board and the Secretary to retain documentation for six (6) months, and shall be presented at the following Association Meeting. Any eligible candidates should notify the Executive Board by the third week in the same month of the announcement at the Association Meeting. All candidates in good standing will be voted on by simple majority (greater (>) than 50 percent) at the following monthly Association Meeting, a Special meeting for vote by the Association member.

#### **Proposed**

Vacancies in Office. If the President's office is vacated, the Vice-President shall assume the title and duties of the President for the remainder of the term. The office of the Vice-President shall be declared vacant. If any other Executive Board member vacates their position, written notice is to be provided to the Executive Board and shall be presented at the following Association Meeting. Nominations of Members who meet eligibility as defined in Article V, Section (A) that are received no later than fourteen (14) days prior to the next regular monthly meeting shall be announced at the next monthly Association Meeting. All candidates in good standing will be voted on by a simple majority (greater (>) than 50 percent) at the monthly Association Meeting following the announcement of candidates.

*Reason for Change: Cleanup language and simplify the process for handling board vacancies.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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### **ARTICLE V: ELECTION OF OFFICERS (Section G)**

#### **Current Language**

Removal of Officers. The Executive Board must notify the Association at the monthly meeting of motion to remove any officer, to be voted on by Association members at the next regular meeting. A two-thirds vote of the membership attending a regular or special meeting called for such purpose shall be required for removal of any officer.

#### **Proposed**

Removal of Officers. The Executive Board must notify the Association at the monthly meeting of its intent to remove any officer, which will then be voted on by Association members at the next regular meeting. A two-thirds vote of the membership, inclusive of the board, attending a regular or special meeting called for such purpose shall be required for removal of any officer.

*Reason for Change: Clarify the process of removing an officer when warranted by the bylaws.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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**ARTICLE V: ELECTION OF OFFICERS (Section H)**

**Current Language**

Absenteeism. Any officer who has three unexcused absences from consecutive Executive Board and consecutive regular membership meetings shall be removed from office pending review by Executive Board.

**Proposed**

Absenteeism. Any officer who has three unexcused absences from consecutive Executive Board or consecutive regular membership meetings may be removed from office pending review by the Executive Board.

*Reason for Change: Clarification of removal of officers due to absenteeism.*

**March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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### **ARTICLE VI: OFFICERS (Section A)**

#### **Current Language**

A. Elected Officers. Members who satisfy the criteria set forth in Article V, Section (A) shall be eligible to hold any elected office. The elected offices of the Merion Village Association Executive Board shall consist of a President, Vice President, Treasurer, Secretary and the Member-at-Large. Such officers shall be elected by a simple majority (greater (>) than 50 percent) of the Members in attendance at the Association's November meeting as set forth in Article V, Section (D). The term of office for the President, Vice President, Treasurer and Secretary shall be for two (2) years commencing in January following the election, with the voting for President and Vice President to be held in even numbered years, and the voting for Secretary and Treasurer to be held in odd numbered years. The term of the officer Member-At-large shall be 1 year commencing in January following the election.

#### **Proposed**

A. Elected Officers. Members who satisfy the criteria set forth in Article V, Section (A) shall be eligible to hold any elected office. The elected offices of the Merion Village Association Executive Board shall consist of a President, Vice President, Treasurer, Secretary, and Member-at-Large. Such officers shall be elected by a simple majority (greater (>) than 50 percent) of the Members in attendance at the Association's November meeting as set forth in Article V, Section (D). The term of office for the President, Vice President, Treasurer, and Secretary shall be for two (2) years commencing in January following the election, with the voting for President and Secretary to be held in even-numbered years, and the voting for Vice President and Treasurer to be held in odd-numbered years. The term of the officer Member-At-large shall be 1 year commencing in January following the election.

*Reason for Change: Adjust the election schedule so that the President and Vice President are elected in alternating years to prevent simultaneous vacancy of both positions.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE VII: COMMITTEES (Section C.1-4) + ARTICLE IX: FISCAL MANAGEMENT (Section C)**

#### **Current Language**

Article VII: Sections C.1-4

Audit Committee (Required).

1. The Audit Committee shall include only Association Members and will be established on an annual basis with members serving for one (1) year. A Chairperson shall be elected by committee members unless otherwise appointed by the Executive Board.
2. The Audit Committee shall assume the responsibility of undertaking a comprehensive annual review and audit of the Treasurer's books and reports for the prior fiscal year and report its findings to the Association no later than the March meeting. The Audit Committee shall immediately report any discrepancies in the Treasurer's books to the Executive Board and shall make recommendations as necessary.
3. The Audit Committee shall meet as often as needed to conduct necessary and appropriate business.
4. The Chairperson of the Audit Committee shall be responsible for reporting the activities of the committee to the Association and the Executive Board.

Article IX: Section C.

Annual Reports. A year-end accounting report shall be prepared by the Treasurer for the membership and for the new Treasurer no later than the March regular meeting.

#### **Proposed**

Remove the committee requirement and add the following language to Article IX: Section C:

C. Annual Reports. A year-end accounting report shall be prepared by the Treasurer for the membership and the new Treasurer no later than the March regular meeting. Annual reports and tax documents will be published on the Association's website.

*Reason for Change: Volunteers required to fulfill this committee are difficult to secure. Proposed changes simplify the process.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE VII: COMMITTEES (Section D.1-5) + ARTICLE X: AMENDMENT (Section D)**

#### **Current Language**

Article VII: Sections D.1-4

Constitution Review Committee (Required).

1. The Constitution Review Committee shall include only Association Members and shall be established in even numbered years, or as required by the Association or Executive Board.
2. Members shall serve until the completion of the committee's business. A Chairperson shall be elected by the committee members unless otherwise appointed by the Executive Board.
3. The Constitution Review Committee shall assume responsibility of conducting a review of the Association's Constitution and Bylaws, and report its findings and recommendations to the Executive Board and the Association. Adoption of committee recommendations and amendments shall follow procedures as outline in Article X of the Constitution.
4. The Constitution Review Committee shall meet as often as needed to conduct necessary and appropriate business.
5. The Chairperson of the Constitution Review Committee shall be responsible for reporting the activities of the committee to the Association and the Executive Board.

Article X: Section D.

Constitution Review. In October of every even numbered year, the Constitution and Bylaws of the Association shall be reviewed by an ad hoc Constitution Committee to determine whether changes, additions or amendments should be made.

#### **Proposed**

Remove committee requirement.

Remove Article X: Section D: Constitution Review

*Reason for Change: Volunteers required to fulfill this committee and task are difficult to secure. Members voted to forego the biannual review in 2016, 2018, 2020, and 2022 due to a lack of interested participants and the existing language in Article X. Section A allowing members in good standing to propose amendment to the bylaws at any time.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 16 / OPPOSE: 0 / ABSTAIN: 1**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

### **ARTICLE VII: COMMITTEES (Section E.1-5 + F.1-3)**

#### **Current Language**

##### **E. Optional Committees**

1. Optional Committees shall include only Association Members and will be established on an annual basis with members serving for one (1) year. A Chairperson(s) shall be elected by committee members unless otherwise appointed by the Executive Board.
2. Optional Committees shall assume responsibility for those tasks and matters assigned to them by the Association or Executive Board.
3. Optional Committees shall meet as often as needed to conduct necessary and appropriate business.
4. The Chairperson of any Optional Committee shall be responsible for reporting activities of the committee to the Association and the Executive Board.
5. Optional Committees may include, but are not limited to Membership, Communications, Activities/Social, and Business, and special projects.

##### **F. Ad Hoc Committee(s).**

1. Ad Hoc Committees may be created by the Executive Board or by the Association to carry out specific charges or projects on behalf of the Association.
2. Ad Hoc Committees shall remain in existence until completion of the assigned project.
3. Ad Hoc Committees shall report activities and progress to the Association and the Executive Board.

#### **Proposed**

##### **E. Optional / Ad Hoc Committees**

1. Optional / Ad Hoc Committees shall include only Association Members.
2. Optional / Ad Hoc Committees shall assume responsibility for those tasks and matters assigned to them by the Association or Executive Board.
3. Optional / Ad Hoc Committees shall meet as often as needed to conduct necessary and appropriate business.
4. Optional / Ad Hoc Committees shall report activities of the committee to the Association and the Executive Board.
5. Optional / Ad Hoc Committees may include, but are not limited to Membership, Communications, Activities/Social, Business, and special projects.

*Reason for Change: Combine and simplify any as-needed committee structure.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION

*Presented at the Monthly Meeting on February 7, 2024*

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### **ARTICLE VIII (Section E)**

#### **Current Language**

E. Voting. Unless otherwise provided herein or upon proper motion, all votes at a regular or special meeting of the Association shall be by acclamation (i.e, by voice or by show of hands, or ballot). Any member in good standing may request a counted vote. The vote shall be determined by a simple majority (greater (>) than 50 percent). A tie vote shall be construed as disapproval. A quorum shall consist of fifteen (15) members inclusive of the board. If a quorum is not reached, the item will be tabled until next meeting with a quorum. Items of time sensitive nature shall be discussed and decided by those in attendance, regardless if a quorum is present or not.

#### **Proposed**

E. Voting. Unless otherwise provided herein or upon proper motion, all votes at a regular or special meeting of the Association shall be by acclamation (i.e., by voice, show of hands, or ballot). Any member in good standing may request a counted vote. The vote shall be determined by a simple majority (greater (>) than 50 percent). A tie vote shall be construed as disapproval. A quorum shall consist of fifteen (15) members, inclusive of the board. If a quorum is not reached, a two-thirds vote of the membership, inclusive of the Board, attending a regular or special meeting shall be required. Items of time-sensitive nature shall be discussed and decided by those in attendance by a simple majority (greater (>) than 50 percent) regardless of if a quorum is present or not.

*Reason for Change: Simplify the voting process to reflect typical meeting attendance.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**





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## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

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### **ARTICLE X: AMENDMENT (Section C)**

#### **Current Language**

Vote Required. A quorum of fifteen (15) members, inclusive of the Executive Board and at least two-thirds vote of the membership attending a regularly scheduled meeting or special meeting called for such purpose, held at least one (1) month after the reading/hearing, shall be required to change the Constitution and Bylaws.

#### **Proposed**

Vote Required. At least (1) month after the reading/hearing of proposed changes, during a regularly scheduled meeting or special meeting called for such purpose, a vote shall be required to change the Constitution and Bylaws. The vote shall be held in accordance with the voting procedures outlined in Article VIII, Section (E).

*Reason for Change: Simplify the voting process to reflect typical meeting attendance.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 17 / OPPOSE: 0 / ABSTAIN: 0**



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## **PROPOSED CHANGES TO THE CONSTITUTION AND BYLAWS OF THE MERION VILLAGE ASSOCIATION**

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### **ARTICLE XI: PROCEDURE (Section A)**

#### **Current Language**

Agenda. Items may be placed on the meeting agenda by action of the Association membership, the Executive Board and/or by the President. Persons wishing to be added to the agenda must notify the President no later than three (3) days prior to the scheduled meeting. This notification should include a synopsis of the topic to be discussed and an approximate time limit.

#### **Proposed**

Agenda. Items may be placed on the meeting agenda by action of the Association membership, the Executive Board, and/or by the President. Persons wishing to be added to the agenda must notify the President no later than ten (10) days prior to the scheduled meeting. This notification should include a synopsis of the topic to be discussed and an approximate time limit.

*Reason for Change: Allow board and secretary time to review agenda items and include the same on upcoming agendas published 1 week prior to monthly meetings.*

#### **March 6, 2024 Monthly Meeting Vote Results**

**SUPPORT: 15 / OPPOSE: 2 / ABSTAIN: 0**