

PROPOSED MOTIONS TO UPDATE THE BY-LAWS OF THE AANR WESTERN REGION – AUGUST 2024

ARTICLE II - Purpose

The purpose of AANR-West shall be as detailed in Article II of the Articles of Incorporation. **AANR-West is certified by the U.S. Internal Revenue Service as a 501 (c) (7) - Not for Profit, Social Organization. Donations to AANR-West are not tax deductible.**

Rationale - Clarification of the purpose and IRS standing of the organization.

ARTICLE IV - Regional Assembly

A. General:

The Regional Assembly shall be composed of the delegates selected from AANR-West members of charter clubs and the regional Direct Members and shall constitute the legislative body of the AANR-West. It shall be the duty of the Regional Assembly to act on all matters within its jurisdiction. ~~This~~ **The Assembly shall constitute the final authority on matters of policy, principles and standards concerning the By-Laws of the Organization. The Board, with input from the Assembly, shall constitute the final authority for Procedures** affecting ~~AANR-West~~ **the Organization** within the authority granted by AANR. Any member of AANR-West in good standing shall be entitled to attend the Annual Convention of the Regional Assembly. Any member who is not a delegate to the annual meeting may be permitted a voice, but not a vote, at the Regional Assembly.

Rationale - Allows the Board to react quickly to changes in processes. The Assembly remains the final authority on the By-Laws while the Board becomes the final authority for Procedures affecting the Organization.

ARTICLE IV - Regional Assembly

C. Delegates and Voting:

1. Voting by proxy shall not be allowed.
2. Club delegates shall vote in accordance with the policies and procedures of their respective club and with the allocated number of votes designated by their AANR membership count as of April 30th prior to the Regional Assembly; each Direct Member shall have one (1) vote. Owners of multiple clubs may represent each of their clubs according to their own club policies.
3. **All procedures concerning vetting of delegates, development of motions and actual voting shall be found in the Procedures Manual.**

Rationale - Moving the procedures for vetting delegates, development of motions and actual voting would be moved to the Procedure Manual so that rare but necessary changes can be made as technology changes.

ARTICLE V - Board of Directors

A. General:

1. The AANR-West Board shall be composed of nine **(9)** members and shall constitute the governing body of AANR-West in the interim between annual meetings of the Regional Assembly. The Board shall be responsible for conducting the affairs of AANR-West and shall be responsible to the Regional Assembly and to the members of AANR-West.
2. **The official means of communication between the Board and members shall be via email.**

Rationale - To clarify that the official form of communication for the Board is email.

ARTICLE V - Board of Directors

B. Directors:

1. For the purposes of these By-Laws, members of the AANR-West Board will be considered elected officials.
2. The list of **alternate directors** shall consist of all Board nominees who received ten (10) or more votes for that position in the most recent election, highest number of votes received first.
3. No two **(2)** people in the same family (siblings, parent/child, husband/wife), even though they may belong to different clubs, shall serve simultaneously as Directors.
4. No more than two **(2)** people having their basic AANR-West Membership in the same club may serve simultaneously on the Board.
- 5. There is no limitation, except as noted above, to the number of Direct Members who can serve on the Board.**

Rationale - Whether we accept the suggested language or not, we need to have a directive concerning the service of Direct Members on the Board.

ARTICLE V - Board of Directors

C. Meetings:

1. Two-thirds **(~~2~~3)** majority of the Members of the Board shall constitute a Quorum.
2. The first Board Meeting shall be held within twenty-four (24) hours following the adjournment of the Regional Assembly at which the new officers were elected.
3. The Fall Board Meeting shall be held within forty-five (45) days after October 15th at a place and time to be determined by the Board of Directors.
4. The Spring Board Meeting shall be held within forty-five (45) days after the Last Day of February at a place and time to be determined by the Board of Directors.
5. The final meeting of the Board of Directors shall be held within twenty-four (24) hours preceding the opening of the next annual Regional Assembly.
6. Special Board Meetings may be called in accordance with California law, by the President or by a two-thirds **(~~2~~3)** vote of the entire Board. All **Officers, Directors, Trustees,** and clubs shall be notified of the time and place of the meeting. Such notice shall be **emailed** at least ten **(10)** days prior to the meeting.
7. Meetings of members may be held at a place within or outside this state. Members of the Board may participate in a meeting through use of conference telephone, ~~electronic video screen communication, or other communications equipment. Participation in a meeting through use of electronic video screen communication or other communications equipment~~ ~~(other than~~ conference telephone **or video conferencing**, pursuant to this subdivision constitutes presence in person at that meeting, **as long as all members participating in the meeting are able to hear one another**, if all of the following apply:
 - a. Each member participating in the meeting can communicate with all of the other members concurrently.
 - b. Each member is provided with the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
 - c. The Corporation adopts and implements some means of verifying both of the following:

- i. A person participating in the meeting is a **D**irector or other person entitled to participate in the Board Meeting.
 - ii. All actions of, or votes by, the Board are taken or cast only by the Directors and not by ~~persons~~ **people** who are not Directors.
8. Board of Directors Meetings, including business meetings and Regional Assemblies, may be held virtually. Board members may elect to attend virtually. Board Members are strongly encouraged to attend in person; however, members may, based on a written request to the President, be excused from the in-person meeting and utilize the virtual option.

Rationale - To clarify that the official means of communication is through email by substituting the word email for the word mail. We already use email; however, we need to affirm the use of it in the by-laws. Confirming the use of video conferencing as a means of communication.

ARTICLE VII - Members

A. General:

1. Membership shall be open to all as specified in the AANR By-**L**aws.
2. The term, "member in good standing," shall be defined as a person whose AANR and AANR-West dues are currently paid in full.
3. **Members placed on the "Membership Revocation List" by AANR are not considered to be members in good standing, even if their membership has not expired.**

Rationale - This suggested language includes people who have had their membership revoked, even though their dues have been paid. The change is intended as a clarification of the meaning of member in good standing.

ARTICLE X - Funds

C. Scholarship Fund:

~~This fund shall be used to award scholarship money to AANR-West members and their families for their academic programs and achievements. The Scholarship Fund shall be supervised by the Board of Directors. Scholarship awards shall be authorized by the Scholarship Program Committee. Each year, the Board shall decide, at its Fall Board Meeting, the number of scholarships to be provided for the following year.~~ **All scholarship funds raised by AANR-West shall be forwarded to the AANR Education Foundation, a 501(c)(3) charitable partner of AANR, for funding an eligible candidate from the AANR Western Region. If not claimed after three (3) years on a rotating basis, the monies are transferred into the General Fund.**

Rationale - The suggested language is intended to codify what is now in practice in this Region.

ARTICLE XII - Amendments to By-Laws

A. Automatic Amendments:

1. If AANR revises any portion of its By-**L**aws, such revisions shall **be reviewed by the Board for applicability to AANR-West. If such revisions are found to be applicable, they** shall ~~automatically,~~ **be adopted,** although not necessarily verbatim, **and** become part of the AANR-West By-**L**aws, effective at the same time as the AANR revisions.
2. The By-**L**aws & Procedure Manual Committee may correct spelling, punctuation, abbreviations, capitalization, numbering and grammar of the **R**uling **D**ocuments, to conform to current usage. No such corrections may alter the meaning or application of any document. All corrections shall be subject to review by the Board of Directors.

Rationale - A U.S. Supreme Court decision disallows the automatic adoption of By-Law changes in one organization to impact the By-Laws of other organizations without a review of the changes.

ARTICLE XII - Amendments to By-Laws

B. Proposed Amendments:

1. Except as specified in Section A above, the AANR-West Articles of Incorporation and the AANR-West By-laws may be amended only by the Regional Assembly of AANR-West by two-thirds (~~2~~³) vote of the accredited delegates. The By-Laws & Procedure Manual Committee must receive amendments proposed by members no later than **sixty (60)** days prior to the Regional Assembly.
2. The By-Laws & Procedure Manual Chairman may reword **or revise** such proposed amendments for clarity. A copy of such change (**s**), along with any other similar amendments, shall be mailed to the maker of the amendment.
3. No later than **forty-five (45)** days prior to the Regional Assembly, the By-Laws & Procedure Manual Chairman shall forward all proposed amendments to the recording Secretary.
4. No later than **thirty (30)** days prior to the Regional Assembly, the Secretary shall email a copy of all proposed amendments to each AANR-West Officer, Director, Trustee and club. **Additionally, the proposed amendments shall be posted to the AANR-West website.**
5. The By-Laws & Procedure Manual Committee shall present proposed amendments to the Regional Assembly.
6. **See the Procedure Manual for additional information concerning the publication of Motions and the procedure for voting on Motions.**
7. A motion to amend the By-Laws may be amended by the Regional Assembly as provided in Robert's Rules of Order, Newly Revised.
8. **All motions to change the By-Laws shall be implemented thirty (30) days after the closing of the Regional Assembly. The new By-Laws shall be posted to the AANR-West website at the same time.**
9. **Voting on changes to the By-Laws shall be a part of the Agenda for the Regional Assembly.**

Rationale - The language concerning changes to the By-Laws should be contained in the By-Laws, while the language concerning the actual process can be contained in the Procedure Manual. This adds a level of protection to the By-Laws in terms of changes to its language.
