

SUMMARY OF PROPOSED CHANGES TO BYLAWS
CHARLES VILLAGE CIVIC ASSOCIATION
JULY 20, 2022

- I. General Comment: It is good practice for any organization to have its Board of Directors review the organization’s Bylaws from time to time to determine whether any changes should be made to the Bylaws to ensure they reflect the organization’s then-current mission and governance, and to update them, as appropriate, to address any other relevant matters. The following proposed changes to the Charles Village Civic Association Bylaws were presented to and approved by the general membership at its meeting held September 28, 2022.

- II. Summary of Key Changes
 - A. Gender Inclusive Language: The current Bylaws use “he or she,” “his or her,” and “him or her” third-person pronouns. The CVCA Board determined that it would be more gender inclusive to rephrase statements to omit pronouns where appropriate, or replace “he or she” with the gender neutral “they/them/their” pronoun.
 - B. Membership Year: The CVCA Board changed the membership year from **September 1 - August 31** to **October 1 - September 30** to reflect current practice.
 - C. Means of Communication: To stay abreast of the rapid changes in means of communication in the 21st century, the CVCA Board adopted simplified terminology that will remain relevant as technology advances. Where appropriate, the CVCA Board replaced phrases such as “telephone conference” with the broader phrase “electronic means,” with the understanding that “electronic means” encompasses all forms of communication conducted electronically, including, but not limited to: telephone, computer, email, fax, cloud-based and other internet forms of meeting/communicating and data/file storage options.
 - D. Presence at Meetings: The CVCA Board removed references to “in-person” and clarified understanding of “presence” by moving an existing clause (which defines “presence” to include in-person and virtual presence by electronic means) earlier in the Bylaws.
 - E. Non-Content Proofing Edits: The CVCA Board corrected minor errors in spelling, grammar, and formatting.
 - F. Financial updates: The CVCA Board updated policies related to expenditure authority and disbursement amounts to align with current practices and the increased cost of conducting business.

- G. Committees and *The Charles Villager*: The CVCA Board determined that Committees and *The Charles Villager* print newsletter are two distinct activities and separated them into unique Bylaws Articles to better distinguish their organization and function.
 - H. Nominations and Election of Directors and Officers: The CVCA Board determined that the Bylaws sections on nominations and elections of directors and officers were confusing and redundant. The CVCA Board simplified and clarified language to be clear and understandable without making any substantive changes to the context of the nomination and election process.
- III. Summary of Policy Suggestions: The CVCA Board determined that organizational and procedural practices not expressly outlined in the Bylaws should be addressed through policy statements to provide an objective guide to inform the decisions and activities of the CVCA Board and membership. The CVCA Board will draft and adopt Policy Statements covering the following topics (and others as determined by the Board) to be published on CVCA communication platforms by the September 2022 Annual Membership meeting.
- A. General Transparency: In accordance with the Bylaws, the Board shall write and adopt new policy statements to establish and guide the organization, membership, and operational procedures of each of its various committees and working groups.
 - B. Governance: The governance committee is charged with conducting a periodic review of Bylaws and Policy Statements to ensure compliance with best practices and mission alignment of the organization. The governance committee will also be responsible for all aspects of onboarding new Board members within a month of the start of the new Board year.
 - C. Financial Policies: Clarify policies on when and how the treasurer publishes an annual financial report to the general membership, and criteria around non-budget expenditures to guide Board decisions. Clarify process for developing annual budget, reporting procedures, routine payments and deadlines, and any other regular administrative duties to ease succession and organizational continuity.
 - D. Nominations: Draft policies to elaborate on and to increase transparency of the nomination process. Explain, in plain language, how nominees are vetted and brought to the Board for approval.
 - E. Recording Secretary: Clarify the duties and expectations of the recording secretary and provide access to and training on data management resources.