

LAFAYETTE ORCHESTRA ASSOCIATION, INC.
(Lafayette High School, Lexington, Kentucky)

PROPOSED AMENDMENTS TO BYLAWS
March, 2019

ARTICLE IV, Section 7

Currently reads:

QUORUM AND VOTING. Ten percent (10%) of the voting membership shall constitute a quorum for the purpose of transacting any business of the Association at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. A person and his or her spouse, who are members of the Association, shall have only one (1) vote on all matters that come before the Association membership. To vote in the election of Officers and Directors At-Large or to amend these bylaws, a person must be a regular member in good standing of the Association, which means the person must have fully paid the annual dues set by the Executive Board.

Proposed Change to:

QUORUM AND VOTING. Ten percent (10%) of the voting membership shall constitute a quorum for the purpose of transacting any business of the Association at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. A person and his or her spouse, who are members of the Association, shall have only one (1) vote on all matters that come before the Association membership. To vote in the election of Officers and Directors At-Large or to amend these bylaws, a person must be a regular member in good standing of the Association, which means the person must have fully paid the annual dues set by the Executive Board.

Votes may be cast electronically, in which case such votes must be cast within one (1) week of distribution, or other designated date, with results to be tabulated, distributed, and published in the following board meeting minutes.

ARTICLE V, Section 2.

Currently reads:

QUALIFICATION AND TERM OF OFFICE. Every officer shall be a regular member in good standing of the Association. The term of office for all officers shall be one (1) year from June 30 through July 1 of the following year.

Change to:

QUALIFICATION AND TERM OF OFFICE. Every officer shall be a regular member in good standing of the Association. The term of office shall be approximately 13 months, from election of new board in May through the last day of school (approximately May 30) of the following year, with the exception of the President and Treasurer, whose terms will extend through July 15 of the following year, to allow for financial forms (ie FCPS audit) to be completed and submitted.

ARTICLE V, Section 6 (a).

Currently reads:

(a) President. The President shall preside at all meetings of the Association membership and of the Executive board, and shall have general supervision over the affairs of the Association, subject to the direction and control of the Executive Board and the membership. The President shall be an *ex officio* member of all standing and special committees. The President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the Executive Board.

Change to:

(a) President. The President shall preside at all meetings of the Association membership and of the Executive board, and shall have general supervision over the affairs of the Association, subject to the direction and control of the Executive Board and the membership. The President shall make and sign all contract agreements on behalf of the association. The President shall oversee the compliance of the association to federal law, state law, school rules, and its own bylaws including but not exclusive of incorporation status, tax preparation, required audits, insurance coverage, bonding, etc. In addition, the President will assist in maintaining permanent records for the association. The President shall be designated as an authorized co-signer, with the Treasurer, for all checks on behalf of the Association, and shall ensure the accuracy of the Association's banking account(s). The President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the Executive Board.

Currently reads:

(b) Vice-President. The Vice-President shall perform all duties of the President when the President is absent and when so acting shall have all the powers assigned to the President.

The Vice-President shall oversee the compliance of the association to federal law, state law, school rules, and its own bylaws including but not exclusive of incorporation status, tax preparation, required audits, insurance coverage, bonding, etc. The Vice-President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the President or the Executive Board.

Change to:

(b) Vice-President. The Vice-President shall perform all duties of the President when the President is absent and when so acting shall have all the powers assigned to the President. The Vice-President shall assist the President with the compliance of the association to federal law, state law, school rules, and its own bylaws including but not exclusive of incorporation status, tax preparation, required audits, insurance coverage, bonding, etc. The Vice-President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the President or the Executive Board.

ARTICLE V, Section 6 (c).

Currently reads:

(c) Secretary. The Secretary shall record the minutes of all Executive Board meetings and perform such other duties as may be assigned from time-to-time by the President, the Executive Board, or the Orchestra Director.

Change to:

(c) Secretary. The Secretary shall record the minutes of all Executive Board meetings and perform such other duties as may be assigned from time-to-time by the President, the Executive Board, or the Orchestra Director. The Secretary shall also submit copies of minutes to be approved by the board and members of the association. In addition, the Secretary will assist in maintaining minutes for the permanent records of the association.

ARTICLE V, Section 6 (d).

Currently reads:

(d) Treasurer. The Treasurer, or Treasurer's designee, shall collect all funds of the Association and shall deposit the same in the name of the Association in a bank or banks designated by the Executive Board. The Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by the Association. The Association's book of Accounts shall be audited at the end of each fiscal year and the Treasurer shall submit an audit report to the Executive Board at its first meeting each fiscal year. The Treasurer shall sign all checks on behalf of the Association and shall ensure that all checks are supported by invoices

signed by Executive Board members, committee chairs, or the Orchestra Director. The Treasurer shall perform such other duties as are incidental to the office of Treasurer, or which are set forth in these bylaws, or as may be assigned from time-to-time by the President or the Executive Board.

Change to:

(d) Treasurer. The Treasurer, or Treasurer's designee, shall collect all funds of the Association and shall deposit the same in the name of the Association in a bank or banks designated by the Executive Board. The Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by the Association. The Association's book of Accounts shall be audited at the end of each fiscal year and the Treasurer shall submit an audit report to the Executive Board at its first meeting each fiscal year. The **Treasurer shall co-sign, with the President** all checks on behalf of the Association and shall ensure that all checks are supported by invoices signed by Executive Board members, committee chairs, or the Orchestra Director. **The Treasurer shall maintain and ensure the accuracy of the Association's banking account.** The Treasurer shall perform such other duties as are incidental to the office of Treasurer, or which are set forth in these bylaws, or as may be assigned from time-to-time by the President or the Executive Board.

ARTICLE VI, Section 1.

Currently reads:

COMPOSITION. The Executive Board shall consist of the Association Officers, six (6) Directors at-Large, and the Orchestra Director, who shall serve as an *ex officio*, non-voting member.

Change to:

COMPOSITION. The Executive Board shall consist of the Association Officers, Directors at-Large, and the Orchestra Director, who shall serve as an *ex officio*, non-voting member.

ARTICLE VI, Section 2.

Currently reads:

QUALIFICATIONS AND TERM OF OFFICE FOR DIRECTORS AT-LARGE. Every Director At-Large shall be a regular member in good standing of the Association. The term of office for all Directors At-Large shall be one (1) year from June 1 through May 31 of the following year.

Change to:

QUALIFICATIONS AND TERM OF OFFICE FOR DIRECTORS AT-LARGE. Every Director At-Large shall be a regular member in good standing of the Association. The term of office for all Directors At-Large shall be approximately 13 months, from election of new board in May through the last day of school (approximately May 30) of the following year.

ARTICLE VI, Section 3.

Currently reads:

TERM LIMIT. Any person who has served three (3) consecutive full terms and is elected to serve as an officer, (President, Vice President, Secretary or Treasurer) may serve one additional term as an at-large member of the board. A person who serves six (6) months or more as an Officer or Director At-Large will be considered to have served a full term in the office or position.

Change to:

TERM LIMIT. Any person who has served three (3) consecutive full terms in a particular elected office, (eg President, Vice President, Secretary or Treasurer) may serve one additional consecutive term as a Director-At-Large of the board or in a different elected position. A person who serves six (6) months or more as an Officer or Director At-Large will be considered to have served a full term in the office or position.

ARTICLE VI, Section 8.

Currently reads:

GENERAL POWERS. The Executive Board shall have the general power to manage the business, property and affairs of the Association.

Change to:

GENERAL POWERS. The Executive Board shall have the general power to manage the business, property and affairs of the Association. During the transitional period, from the May election through the end of the school year, the incoming board shall observe and contribute, but will not have voting rights. The fiscal powers shall remain with the outgoing President and Treasurer until July 15 of each year, at such time the FCPS audit is completed and submitted.

ARTICLE VI, Section 10.

Currently reads:

QUORUM AND VOTING. Six (6) members of the Executive Board shall constitute a quorum for the purpose of transacting any business of the Executive Board at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. A person and his or her spouse, who are serving together in an office or in a position on the Board of Directors shall have only one (1) vote on all matters that come before the Executive Board.

Change to:

QUORUM AND VOTING. A simple majority (51% or more) members of the Executive Board shall constitute a quorum for the purpose of transacting any business of the Executive Board at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. A person and his or her spouse, who are serving together in an office or in a position on the Board of Directors shall have only one (1) vote on all matters that come before the Executive Board.

ARTICLE IX, Section 1.

Currently reads:

FISCAL YEAR. The fiscal year of the Association shall be July 1st through June 30 of the following year.

Change to:

FISCAL YEAR. The fiscal year of the Association shall be July 16th through July 15th of the following year.

ARTICLE XIII, Section 1.

Currently reads:

PROCEDURE TO BE FOLLOWED. An amendment to the Association bylaws may be proposed by any regular member of the Association. Any proposed amendment to these bylaws shall be

submitted first to the Executive Board. The Executive Board shall submit the proposed amendment(s) to the membership for discussion and action. A vote may not be taken on any proposed amendment until the meeting next following the meeting at which the proposed amendment is discussed by the membership.

Change to:

PROCEDURE TO BE FOLLOWED. An amendment to the Association bylaws may be proposed by any regular member of the Association. Any proposed amendment to these bylaws shall be submitted first to the Executive Board. The Executive Board shall submit the proposed amendment(s) to the membership for discussion and action. **Any proposed amendment must be presented to the general membership a minimum of 30 days before the general membership votes on it.**