

Resolution to change Hershey Area Art Association Bylaws.

November 30, 2021

Amendment to Article VI, Board of Directors; Section 3 Election, Number and Term

The final sentence, The nominating committee may recommend a current Director for Election for a second term, not to exceed two terms.

Amended to, The nominating committee may recommend a current Director for Election for an additional term.

Explanation - In addition to new Directors presented by the Nominating Committee, all Directors must stand for re-election every two years as stated in Section 3. The general membership votes to approve the new and current slate of Directors standing for another term. It is agreed by the Board of Directors that there should not be a term limit for any Director recommended by the nominating committee. Consequently, a Director may remain on the board, based upon being elected by the membership for a subsequent term and demonstrating to the board that they are performing their board duties.

Per Article VI Board of Directors; Section 5, Removal of a Director, any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting.

Procedure - Per Article XVIII, Supplementary Rules; Amendments, Section 1, Amendments to Bylaws, These Bylaws may be amended by a majority at any regular meeting of the Association at which a quorum is present, or to the extent not prohibited by law by vote of the majority of all Directors in office at a duly convened meeting of the Directors. Prior to a vote, written notice of such purpose shall be provided to the Directors including a copy of the proposed amendment or a summary of the changes to be effected thereby.

Recommendation was approved by the BOD and general membership.

K Grim 2022.01.11

