

## OPNNA SPECIAL BOARD MEETING MINUTES 3/02/2021

Teena hosted the Special Board Meeting called for the purpose of a Bylaws review at her lovely home this evening. Those present were: Teena, Patty, Elaine, Jim, John and Steve. Susan tuned in by phone. Manny, Bart and Jack were unable to attend.

Patty called the meeting to order at 7:20 pm and asked Teena to start the discussion on reviewing the OPNNA Bylaws. Teena thanked Jack for helping her complete the Bylaws review along with written recommendations for changes. Both viewpoints were discussed at length during this 2 hour meeting. Below are the committee recommendations:

### Recommended OPNNA Bylaws Changes: Spring 2021

1) **Current Wording:**

Article III – C – The term of office for each Officer or Director shall be approximately one year from the **Spring** General Association Meeting. An officer or Director is eligible for re-election.

**Recommended Change:**

Article III – C – The term of office for each Officer or Director shall be approximately one year from the **FALL** General Association meeting. To accomplish this change, Officers and Directors elected in Spiring of 2021 will serve until Fall of 2022, a 1.5-year term. Thereafter, elections will occur at the FALL Association meeting with new Officers and Directors serving a one-year term. An Officer or Director is eligible for re-election.

2) IF this 1<sup>st</sup> Bylaws change passes, then the following must also change:

ALL parts of the Bylaws specific to elections in the Spring **MUST change to FALL.**

3) Article III – Officers and Directors:

**ADD**

**K) All BOARD members shall keep records of BOARD activity and convey all documents, property, post office box, signage, and website/internet login address to any newly elected BOARD members.**

4) **Current Wording:**

Article II – Purposes and Membership:

B. The ASSOCIATION shall be nonsectarian, nonpartisan, and nonprofit. Membership is open to all individuals 18 years of age or older who reside in the AREA, own real property in the AREA, and/or own and/or operate a business located in the AREA.

**Recommended Change:**

Article II – Purposes and Membership:

B. The ASSOCIATION shall be nonsectarian, nonpartisan, and nonprofit. Membership is open to all individuals 18 years of age or older who **can show proof of residence** in the AREA, own real property in the AREA, and/or own and/or operate a business located in the AREA.

5) **Current Wording:**

Article II – Purposes and Membership

C. Dues for membership in the ASSOCIATION shall be voluntary. The Board of Directors of the ASSOCIATION, hereinafter called the BOARD, shall set and change as needed the amount of voluntary dues payable to the ASSOCIATION by its members. Payment of dues is not required for membership or for participation in the voting or activities of the ASSOCIATION. Voluntary dues shall be paid on an annual basis and shall not be prorated.

**Recommended Change:**

Article II – Purposes and Membership

C. Dues for membership in the ASSOCIATION shall be voluntary. The Board of Directors of the ASSOCIATION, hereinafter called the BOARD shall set and change as needed the amount of voluntary dues payable to the ASSOCIATION by its members. Payment of dues is not required **for participation in ASSOCIATION activities and meetings. However, members wishing to run for office, vote in elections and/or vote on AREA issues, MUST be current DUES paying members.** Voluntary dues shall be paid on an annual basis, **due in the Spring months of March, April or May** and shall not be prorated.

6) **Current Wording:**

Article IV: Elections

ASSOCIATION members interested in running for elected Officer or Director at Large position shall, at least (10) days prior to the Spring General ASSOCIATION meeting, indicate their interest and qualifications on the ASSOCIATION's website (currently opna.org). Nominations from the floor at the Spring General ASSOCIATION meeting shall also be accepted.

**Recommended Change:**

Article IV: Elections

**Current DUES paying members of the** ASSOCIATION interested in running for elected Officer or Director at Large position shall, at least (10) days prior to the Spring General ASSOCIATION meeting, indicate their interest and qualification on the ASSOCIATION's official **email site of [opna09@gmail.com](mailto:opna09@gmail.com) where an application can be requested and submitted.**

**And eliminate "Nominations from the floor" shall be accepted**

7) **Current Wording:**

Article VII – Amendments – Any amendment of these Bylaws shall be adopted by a two-thirds vote of the ASSOCIATION members present and voting at any General ASSOCIATION meeting or by any special meeting called for the sole purpose of considering amendments to the Bylaws.

**Recommended Change:**

Article VII – Amendments

A. Any amendment of these Bylaws shall be **presented to the BOARD at least sixty (60) days prior to the Fall or Spring General ASSOCIATION meeting and distributed to members using Social Media at least thirty (30) days prior to the Fall or Spring General ASSOCIATION meeting for presentation at said meeting and followed by voting of only DUES paying members. Amendments are considered adopted by a two-thirds vote of the ASSOCIATION members present.**

**Eliminate: "or by any special meeting called for the sole purpose of considering amendments to the Bylaws."**

**Add:**

B. Any proposal for an amendment of these Bylaws will be voted on during the NEW BUSINESS portion of the Fall or Spring General ASSOCIATION meeting.

**The BOARD also recommends a change to the following dues amounts:**

**Members:** change from \$25.00 annually to \$20.00 annually due in the Spring.

**Business Members:** change from \$100.00 annually to \$30.00 annually due in the Spring.

We can discuss these committee recommendations coming out of this meeting at our next meeting Scheduled for Tuesday April 13, 2021 at 7:00 pm at Teena's.

If adopted by this Board, these recommendations can be distributed to members via Gmail and Facebook and then presented for voting at our Spring Association Meeting.

Ellaine and Patty will meet with Bart and his IT man to try and update our website. Ellaine has some experience in this field and hopefully will be able to figure out the problems and be our new Webmaster!

Patty adjourned the meeting at 9:00 pm.

Respectfully submitted,

Susan Bowman, Board Secretary