

To: Larson Gallery Guild Membership  
From: Robert Beath Chair of the Bylaws Revision Committee  
Members: TJ Tjarnberg and Gwen Chaplin  
Date: June 13, 2008

Recent update of revisions: **DRAFT H**

The revisions from Draft G (presented to the Board on February 13, 2008) came after suggestions and questions from Board members, the executive Board, a review by an attorney, a review of relevant RCWs, a review of our Articles of Incorporation, and a review of our Amended Articles of Incorporation.

1. The committee is asking for the Board and Membership to approve Draft H of the proposed revisions in the bylaws. Once the Draft H is approved it will be made available to the general membership and eventually be placed before the membership for approval.
2. Changes in the Draft H are in red type, EXCEPT WHERE FURTHER IMPORTANT MODIFICATIONS HAVE BEEN MADE. THOSE ARE IN GREEN. Also note that minor editorial changes have been made, but not specifically noted and do not significantly change the intent of the document. The changes in green will be made in red when the proposed document is submitted to the membership via the internet, and in hard copy if requested.
3. Most of the changes were to reflect how we actually do business now, and that has changed slowly over the years.
4. Article V still has the most significant changes. The role of the Board has been clarified in more detail. And the Sections in this article have been rearranged.
  - Section 2: has three new paragraphs regarding Board meetings. One states member can observe Board meetings. One describes how a member can request to address the Board. And one other allows the president to call the Board into executive session to discuss personnel issues.
  - Section 3: Quorum has been moved from the end of the Article to be nearer the front of the Article.
  - Section 4: has taken Robert's Rules of Order and put them in the bylaws, no longer a footnote.
  - Section 5: outlines new thoughts on length of continuous service (3 years with 3 more possible)
  - Section 6: has changed the officers
    - The historian has been eliminated; the staff currently performs that role
    - The Treasurer has been changed to VP for Finance
    - The President-Elect is a new position, to help a person transition into the role of President
  - Section 7: the Board has the responsibility of electing directors and officers, the Membership has this role in the current by-laws
5. Article VI Committees
  - Section 1: a standing Social committee was added
6. New Article VIII: Dissolution
  - a. This was not mentioned in the current bylaws.
  - b. Dissolution is covered in our "Amended Articles of Incorporation."
  - c. The suggestion is that it be left there, in the Articles of Incorporation and dealt with as a separate issue at a later time.
7. Article IX: Indemnification
  - This is a new addition to protect Board members. Cheryl is looking into the details with our insurance company.
8. Article X: Amendments
  - The Board will have the responsibility of amending the by-laws. Currently that responsibility lies with the membership.