

2018 ByLaw Amendments approved by Board June 27, 2018

Red font = deleted from current by law

Green font = added to current by law

Article V. Delegates and Meetings

Section 2. Voting Body

The Delegates from a majority of the Member Clubs shall constitute a quorum for the transaction of business at all Annual Meetings, ~~and Special Meetings~~ ~~and online votes~~. In the absence of a quorum the meeting shall be adjourned ~~or the online vote will be delayed~~ to a date fixed by the Delegates and Officers present.

Section 3. Meetings

- a) Notices: Delegates shall be given at least twenty (20) days advance notice of any meetings and thirty (30) days written notice shall be given of any meeting at which an amendment to the bylaws ~~requiring membership vote~~ is proposed ~~along with the bylaw proposal and board recommendation~~.

Article VI Directors

Section 5 Vacancies

~~Vacancies in the Board of Directors may be filled by the remaining directors, even if less than a quorum. Each Director so elected to fill a vacancy shall hold office until the next Annual meeting and until a successor has been elected and qualified. A term as Director pursuant to this section shall not be considered to be a term for the purposes of ARTICLE VI, Section 2. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of (i) the death, resignation or removal of any Director, (ii) the authorized number of Directors is increased or (iii) the Delegates, at any meeting of Delegates at which Directors are to be elected, fail to elect the number of Directors to be elected at that meeting. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.~~

~~The President may appoint a member or members to fill Director vacancies at any time This appointment should not conflict with the term limits of past Directors (ie a Director may not serve more than two consecutive terms either as an appointed director or as an elected director. A term as Director pursuant to this section shall not be considered to be a term for the purposes of ARTICLE VI, Section 2.~~

Section 8. Special Meetings

Special meetings of the Board, for any purpose or purposes, may be called at any time. This can be done at the request of the President, Vice-President, the Secretary, or any two Directors. Special meetings of the Board shall be held upon ten (10) days notice by email specifying date, time, location and agenda of the meeting.

Special Meetings of the Board shall be held upon ten (10) days notice by first-class mail or 48 hours notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notices shall be addressed or delivered to each Director at such Director's address, as it is shown upon the records of the Corporation.

Article VIII Communications

Issues, concerns and/or suggestions about WNHGA events, activities, or policies by individual members or by member clubs should be brought directly to the board's attention in writing through the member club delegate.

Any issue, ideas or concerns brought to a board member's attention shall be brought forward to the board at the earliest possible time for discussion and consideration. The board will communicate back to the member delegate in a timely manner. Based on the nature of the topic, the board may also broaden the communication to all member clubs.

Article IX WNHGA Code of Conduct

All individual members, member clubs and WNHGA Directors will maintain a respectful, professional approach when interacting with other WNHGA members, host clubs and staff at events and at all WNHGA meetings.