

BCPOA – 2017 BYLAW CHANGES

Section / revision	New Text	Reason
3 - Purpose	<p>Section 3. Purpose. The purpose of this corporation shall be:</p> <ul style="list-style-type: none"> • to preserve the rural character and the natural beauty and resources of Bridger Canyon; • to guide and direct orderly growth and development; • to maintain, through organization, a definite influence in all matters which may affect residence or property rights and enjoyment thereof; • to disseminate information regarding zoning requirements and local issues, and • to hold regular meetings for open discussions of problems of mutual interest and concern . 	Simplified and one new objective added
4 – "Member" defined	A " Member " of the association is an individual who (a) meets the following requirements, and (b) is not delinquent in his dues.	To simplify the document. Not a substantive change.
8(a); 10– quorum for general and special meetings	[8](a) A minimum of one general meeting shall be held in May; the date, place, and hour	Changed to twenty-five Members to reflect attendance at recent general meetings.

	<p>to be designated by the Board, with a quorum consisting of twenty-five Voting Members (as defined in Section 8(b)).</p> <p>10. A quorum for a Special Meeting shall consist of twenty-five Voting Members. A Voting Member may vote by proxy as provided in Section 8.</p>	
<p>8(b)-(d), 10 – Record date and proxy voting added</p>	<p>[8] (b) In its resolution setting the date, place, and hour of the general meeting, the Board shall designate a date that is no more than sixty days prior to date of the general meeting as the "Record Date" for the general meeting. Members on the Record Date ("Voting Members") shall be entitled to vote at that general meeting.</p> <p>(c) The notice shall include reference to a proxy form, posted on the corporation's website, that may be used by Voting Members unable to attend the general meeting in person. A proxy (which need not be on the form on the corporation's website) (i) may be given only to another Member, (ii) must be delivered to the Secretary no later than one day prior to the general meeting, (iii) shall be revocable at any time prior to the general meeting, and (iv) may be a general proxy or a proxy limited to one or more</p>	<p>To allow voting by proxy at general and special meetings of Membership. Intended to increase participation and regulate meetings.</p>

	<p>particular issues.</p> <p>(d) The Secretary shall collect and tabulate the proxies for a general meeting. Any dispute over the validity of a proxy shall be resolved by the Board in advance of the general meeting.</p> <p>[10] The Record Date for a special meeting shall be the date the meeting is requested.</p>	
<p>17 – Board election of officers added.</p>	<p>The Board shall elect the following officers of the corporation, each to serve for a term as determined by the Board:</p> <p>Treasurer – The Treasurer shall (a) maintain the books and records of the corporation and report on its financial affairs as requested by the Chairman or the Board; (b) dispense monies as directed by the Chairman or the Board, as provided in Section 7; (c) maintain a list of Members; (d) bill and collect Membership dues as provided in Sections 4 and 6; (e) furnish notice of general and special meetings as provided in Article IV; (f) discharge such other matters as directed by the Board; and (g) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing.</p>	<p>Updating bylaws to reflect what the Treasurer and Secretary have been doing.</p>

	Secretary – The Secretary shall (a) serve as secretary of each meeting of the Board and the corporation; (b) maintain the minutes of the Board and the corporation as provided in Section 22(d); (c) collect and tabulate proxies for general and special meetings of the corporation as provided in Section 8(d); (d) discharge such other matters as directed by the Board; and (e) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing	
22(e) – Board may authorize a committee or subcommittee	(e) The Board may by resolution empower a special committee or Director to perform on the corporation's behalf any act consistent with these Bylaws.	At present only Chairman may do so
23(a) - Authorizes board meetings by conference call or videoconference	If the Chairman so directs, meetings may also be held by conference or videoconference call, and Directors who cannot attend the meeting of the Board in person may participate.	To allow greater participation and to account for new technology
23(c) – Provides for executive (closed) session at Board meetings	(c) Notwithstanding clause (a), by direction of the Chairman or by majority of Directors present at a meeting, the Board may meet in executive session, without access by the Members or the public, (i) if a matter involves the conduct of or action in respect to a particular person and the Chairman or the Board, as the case may be, determines that	To protect BCPOA's interest if litigation or other sensitive subject under discussion and to comply with certain privacy laws. Executive session is limited to designated matters.

	<p>executive session is necessary or appropriate to protect the privacy interests of such person; or (ii) if a matter involves pending or contemplated litigation or administrative action, and the Chairman or the Board, as the case may be, determines that executive session is necessary or appropriate to protect the interests of the corporation; or (iii) for any other reason deemed by the Chairman or the Board, as the case may be, to be necessary or appropriate to comply with applicable law or to protect the interests of the corporation. Executive session shall be limited to the designated matter.</p>	
<p>23(f) – Permits Board to vote by electronic mail</p>	<p>(f) If the Chairman deems it necessary or advisable, the Board may take action by vote conducted by electronic mail, provided that all Directors are notified and given the opportunity to vote upon any such matter. Any motion or other matter determined in this manner shall be recorded in the minutes of the next following Board meeting.</p>	<p>For matters requiring immediate attention. Notice required.</p>
<p>24- Mandates a BCPOA website</p>	<p>The corporation shall maintain a website that shall be available to Members and the public. The website shall include the names and contact information of the Chairman and each Director and officer, a copy of these Bylaws, a</p>	<p>To reflect modern means of communication</p>

	copy of the agenda for each meeting of the Board, and such other information deemed by the Chairman or his designee to be of interest to the Membership.	
25 – Allows email notice of certain matters	Notice of Board meetings may be sent by electronic mail. Notice of the Annual Meeting of the corporation shall be sent by electronic mail and U.S. mail, unless a Member waives his right to U.S. mail. The Chairman may notify Members of matters of interest by electronic mail.	To reflect modern means of communication and to save money
27 – Required notice of bylaw change increased to four weeks	Written notice of intent to change the Bylaws shall be in the mail four weeks in advance of the general meeting at which the Bylaw amendment or change is to be considered. The exact wording of the amendment shall be in the notice.	To increase participation