



Proposed Changes to HCA Constitution and Bylaws



The HCA Board voted to place three proposals to amend the Constitution and/or Bylaws on the election ballot in June.

PROPOSAL 1:

This proposal was developed by the Bylaws Committee. It would require that elections of the HCA Board of Directors be conducted through mailed ballots.

Bylaws, Article VII Election of Directors

Section 1

(a) The Directors of the organization shall be elected ~~at the annual meeting each year.~~ *in the manner prescribed in this Article.*

- (b) No change
- (c) No change
- (d) No change
- (e) No change

(f) At the annual meeting there shall be furnished to the voting members a ballot containing the names of the nominees for Directors, upon which each voting member shall indicate his or her choices. If the number of nominees equals the number of Director vacancies, the ballot voting shall be deemed unnecessary if approved by the majority of the voting members present. (approved 6/17/2011)

(f) A ballot and instructions for voting shall be sent by United States Mail to each voting member. The ballot shall contain the names of the nominees for Directors and any matters submitted to a vote of the membership. Each voting member shall indicate his or her choices and return the ballot to the Secretary or his or her designee in accordance with the instructions. The Secretary shall establish procedures to ensure a secret ballot.

~~(g) In lieu of obtaining a ballot at the annual meeting, a voting member may obtain a ballot by applying to the secretary in advance of the annual meeting and may cast said ballot by returning it immediately to the secretary. (approved 3/11/95)~~

Section 2 Balloting

The votes shall be counted in advance of, and the results shall be announced at, the annual meeting. The nominees receiving the largest number of votes cast shall be declared elected for the term of office beginning immediately following the annual meeting. The presiding officer shall abstain from voting except to break a tie vote.

Section 3 No change

Section 4 No change

Bylaws, Article XI Amendment of Bylaws and Constitution

~~**Section 1** The Constitution may be amended by a two-thirds majority vote of the voting members present and voting at any regular meeting of the organization or as provided for absentee voting herein, after recommendation of the Board of Directors, or by any twelve voting members, provided written notice of such proposed amendments shall have been given to all voting members at least ten days prior to the meeting. The Bylaws may be amended by a majority vote of the voting members present and voting at any regular meeting of the organization or as provided for absentee voting herein, after recommendation of the Board of Directors, or by any twelve voting members, provided written notice of such proposed amendments shall have been given to all voting members at least ten days prior to the meeting. With such written notice shall be sent a copy of proposed change or changes and a form to be returned to the Secretary, which form shall provide the opportunity to voting members to indicate approval or disapproval of each recommended change; which form, to be counted, must be received by the Secretary c/o the Museum at least three days prior to the scheduled meeting at which the vote on the recommended change or changes is to occur. No amendments or additions to these Bylaws shall be made which are not in conformity with the organization Constitution. (approved 3/11/95)~~

***Section 1** The Constitution may be amended only after a recommendation by the Board of Directors. Any amendment must be approved by two-thirds of the voting members who submit ballots as provided in Article VII. Written notice of the proposed amendment shall be given to all voting members at least ten (10) calendar days before the mailing of ballots. Such written notice shall include the text of the proposed amendment or amendments and may be given by publication in the official newsletter of the organization.*

Section 2 *The Bylaws may be amended after a recommendation of the Board of Directors or by any twelve voting members. Any amendment must be approved by a majority vote of the voting members who submit ballots as provided in Article VII. Written notice of the proposed amendment shall be given to all voting members at least ten (10) calendar days before the mailing of ballots. Such written notice shall include the text of the proposed amendment or amendments and may be given by publication in the official newsletter of the organization.*

Section 3 *No amendments or additions to these Bylaws shall be made which are not in conformity with the organization's Constitution.*

Constitution, Article IX

~~This Constitution may be amended only after recommendation by the Board of Directors and by a two-thirds vote cast of the voting members, voting at any meeting of the organization or as provided for in the Bylaws for absentee voting, provided written notice of such proposed amendment shall have been given to members at least ten days prior to the meeting at which the issue for amendment of the Constitution or Bylaws shall come up. (approved 3/11/95)~~

This Constitution may be amended only after a recommendation by the Board of Directors. Any amendment must be approved by two-thirds of the voting members who submit ballots in the manner provided in the Bylaws. Written notice of the proposed amendment shall be given to all voting members at least ten (10) calendar days before the mailing of ballots.
