



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 2:

This proposal was developed by the HCA Bylaws Committee. It clarifies the role of the Executive Committee and its relationship to the Board of Directors.

Constitution, Article VII

Executive Committee

Section 1 The elected officers and the immediate past President shall constitute the Executive Committee. The immediate past President must be a member of HCA in good standing, however, is not required to be a member of the Board. The immediate past President shall have voting privileges. ~~If the immediate past President cannot serve or chooses not to serve, a member-at-large will be elected by and from the Board. (approved 6/10/2020)~~

If the immediate past President cannot serve or chooses not to serve, a member of the Board shall be elected by a majority vote of the Board to serve as a member-at-large. Vacancies on the Executive Committee shall be filled by a majority vote of the Board.

Section 2 Meetings shall be held monthly and at other times as called by the President. (No change)

~~**Section 3** The Executive Committee shall have general administrative authority and such power as voted by the organization. The committee shall transact such business as may be necessary between regular meetings. The committee shall consider all matters concerning the well-being of the organization and present all recommendations to the Board of Directors for action.~~

***Section 3** The actions of the Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall have only such authority as this Constitution, the organization's Bylaws, or the Board of Directors shall grant to it for the management of the organization.*

The Executive Committee shall be informed of matters affecting the management of the organization that arise between meetings of the Board of Directors and shall make recommendations regarding such matters to the Board of Directors. The Executive Committee may refer such matters to a standing or special committee for further study and their recommendations to the entire Board. The Executive Committee shall promptly inform the Board of any matters that require action by the Board before the next regular meeting of the Board and the Executive Committee's recommendations, if any, regarding such matters.

The Executive Committee shall be an extension of the Board and shall not have authority to act independently without the express authorization of the full Board.