

The following are proposed changes to our Bylaws. These changes will be voted on at our first General Membership Meeting and will need a 2/3 majority vote of all eligible voting members to pass. The area of change is marked above the proposed new wording.

Bylaws Change #1

Section 2.01 Policies.

The policies of the League shall be in harmony with the policies of The Association of Junior Leagues International, Inc. (hereinafter referred to as “the Association”) of which the League is a member (members of the Association are hereinafter referred to individually as “a Junior League” or collectively as “the Junior League” or “Junior Leagues”). These policies of the League include, but are not limited to, the policies specified below:

- (a) AJLI Vision. The Junior League: Women around the world as catalysts for lasting community change.
- (b) Junior League of Louisville: Empowering women to be catalysts for lasting community change.
- (c) Reaching Out Statement. The League reaches out to women of all races, religions and national origins who demonstrate an interest in and commitment to voluntarism.
- (d) Diversity and Inclusion Statement: The Junior League of Louisville actively embraces women of various backgrounds through acceptance of individual experiences and encourages growth through our mission.
- (e) No Discrimination. The League does not discriminate on the basis of race, religion or national origin.
- (f) Meeting Facilities. All meetings and functions of the League shall be held at facilities which do not discriminate against women or on the basis of race, religion or national origin.

Proposed Bylaws #1

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- (a) AJLI Vision. The Junior League: Women around the world as catalysts for lasting community change.
- (b) Junior League of Louisville: Empowering women to be catalysts for lasting community change.
- (c) Diversity and Inclusion Statement: The Junior League of Louisville actively embraces women of various backgrounds through acceptance of individual experiences and encourages growth through our mission.
- (d) No Discrimination. The League does not discriminate as defined in applicable laws and ordinances in our jurisdiction.

- (e) Meeting Facilities. All meetings and functions of the League shall be held at facilities which do not discriminate as defined in applicable laws and ordinances in our jurisdiction.

Bylaw Change #2

Section 3.01 Categories of Membership.

The categories of membership shall be as follows:

- (a) **Active.** Active members are those members who have been voted to Active membership, who demonstrate volunteer service to the community and the League and who justify such membership through service to the Junior League
- a. Active members must complete all Active obligations as set forth in the Policies. Any changes in the Policies with respect to such membership obligation are subject to League membership approval.
- ~~(b) **Advisory Active.** Advisory Active members are members who have met the eligibility requirements for Advisory Active status and who continue to support their community and the League.~~
- ~~a. Advisory Active members must complete all Advisory Active obligations as set forth in the Policies. Any changes in the Policies with respect to such membership obligation are subject to League membership approval.~~
- (c) **Sustaining.** Sustaining members are members who have met the eligibility requirements for Sustaining status and who continue to support their community and the League. (A Sustaining member is also referred to herein as a "Sustainer"). The eligibility requirements for Sustaining status are set forth in the Policies.
- (d) **Provisional. (Insert text here)** Provisional members are new members who are engaged in training established by the League to prepare them for effective community and League involvement.
- a. **Provisional** members must comply with the requirements for admission to Active membership.
- b. **Provisional** members are not eligible to vote or hold office.

Proposed Bylaws #2

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- a. Active members must complete all Active obligations as set forth in the Policies. Any changes in the Policies with respect to such membership obligation are subject to League membership approval.
- (b) **Sustaining.** Sustaining members are members who have met the eligibility requirements for Sustaining status and who continue to support their community and the League. (A Sustaining member is also referred to herein as a “Sustainer”). The eligibility requirements for Sustaining status are set forth in the Policies.
- (c) **Provisional.** (A Provisional member is also referred to herein and within Membership Policies as a “New Member”.) Provisional members are new members who are engaged in training established by the League to prepare them for effective community and League involvement.
 - a. **New members** must comply with the requirements for admission to Active membership.
 - b. **New members** are not eligible to vote or hold office.

Bylaw Change #3

Section 3.03 Membership Policies of the League.

The Board of Directors of the League shall, from time to time, adopt or amend written policies regarding the rights, roles and responsibilities of members in the League (“Membership Policies”). Before taking effect, Membership Policies shall be approved by **at least a two-thirds affirmative vote (Insert Eligible Voting Members wording)** of the membership entitled to vote thereon.

Proposed Bylaw #3

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The Board of Directors of the League shall, from time to time, adopt or amend written policies regarding the rights, roles and responsibilities of members in the League (“Membership Policies”). Before taking effect, Membership Policies shall be approved by **at least a two-thirds affirmative vote of all Eligible Voting Members (Actives who have paid dues, including Leave of Absence members).**

Bylaw Change #4

Section 3.06 Membership Meetings

Active and **Provisional** Members shall attend general membership meetings as set forth in the Policies. **(Insert Text about Sustainers)**

- (a) **Meeting Locations.** All meetings and functions for the League and its members shall be held at facilities which do not discriminate **against women or on the basis of race, religion or national origin. (insert wording to match section 2.01)**

- (b) **General Membership Meetings.** Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Executive Management Team and Board of Directors.
- a. **(Add Telecommunications)**
- (c) **Special Membership Meetings.** Special meetings may be called at the discretion of the President, the Board of Directors, or upon written request of not less than 10% of the Active members.
- (d) **Annual Meetings.** The Annual Meeting of the League shall be held in the month of May on a date and at a time designated **(insert by the Board of Directors)**. The purpose of the Annual Meeting shall be the installation of elected members of the Board of Directors and Nominating Committee and such other business as shall be determined by the Board of Directors.
- (e) **Notice of Meetings.**
- a. Notice of General Membership Meetings. Written notice of the time and place of each General Membership Meeting shall be given by electronic mail or other appropriate communications equipment **(change to communications channels)** representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least seven (7) calendar days prior to the day of the meeting.
- (f) **Voting.** Only Active members in good standing may vote at meetings of members of the League. All Active members are considered qualified voters. All qualified members shall hold one vote. All vote results referenced herein are based on a percentage of a quorum of membership present and voting.
- a. Unless otherwise specified, a majority vote of a quorum of members is sufficient to authorize actions before the membership at a regular or special membership meeting. Procedures for voting are outlined in the Policies.
- b. **A quorum must be present for vote. A two-thirds of votes cast of members shall be required for the adoption of projects longer than one year, position statements, fundraisers longer than one year, and dues and other financial obligations (excluding administrative fees), and amendments to the Bylaws and Articles of Incorporation.**

Proposed Bylaws #4

Section 3.06 Membership Meetings

Active and **New** Members shall attend general membership meetings as set forth in the Policies. **Sustaining Members are also welcome to attend or join general membership meetings.**

- (a) **Meeting Locations.** All meetings and functions for the League and its members shall be held at facilities which do not discriminate as defined in applicable laws and ordinances in our jurisdiction.
- (b) **Meeting by Telecommunications.** When offered, any member may participate in membership meetings by means of a telephone conference or similar electronic communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.
- (c) **General Membership Meetings.** Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Executive Management Team and Board of Directors.
- (d) **Special Membership Meetings.** Special meetings may be called at the discretion of the President, the Board of Directors, or upon written request of not less than 10% of the Active Members.
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- (f) **Notice of Meetings.** Notice of General Membership Meetings. Written notice of the time and place of each General Membership Meeting shall be given via communications channels representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least seven (7) calendar days prior to the day of the meeting.
- (g) **Voting.** Only Active members in good standing may vote at meetings of members of the League. All Active members are considered qualified voters. All qualified members shall hold one vote. All vote results referenced herein are based on a percentage of a Quorum (defined below) of membership present and voting.
- a. A "Quorum" ($\frac{1}{3}$ of Active Members) must be present for vote.
 - b. Unless otherwise specified, a majority vote of a Quorum of members is sufficient to authorize actions before the membership at a regular or special membership meeting. Procedures for voting are outlined in the Policies.
 - c. A $\frac{2}{3}$ affirmative vote of all "Eligible Voting Members" (all actives who have paid dues, including Leave of Absence). shall be required for the adoption of projects longer than one year, position statements, fundraisers longer than one year, and dues and other financial obligations (excluding administrative fees), and amendments to the Bylaws and Articles of Incorporation.

Section 7.02 Eligibility and Tenure.

Active members in good standing, as defined in these Bylaws, may be elected to the Nominating Committee, and may serve until their successors are duly elected.

If for some unforeseen reason a nominating member is unable to return for a second term, the open position will be filled with a candidate from the membership. They will be voted on by the membership for a one year position.

Proposed Bylaw #5

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Active members in good standing, as defined in these Bylaws, may be elected to the Nominating Committee, and may serve until their successors are duly elected.

If for some unforeseen reason a nominating member is unable to return for a second league year, the open position will be filled with a candidate from the membership. She will be elected by the membership for a one year position.

Bylaws Change #6

Section 7.03 Duties.

The duties of the Nominating Committee are (insert to):

- (a) To ensure that the Board of Directors and Executive Management Team possess the competencies necessary for effective governance and management of the League;
- (b) To prepare a slate of Officers, Directors and Nominating Committee members to be elected (insert: approved) by the membership eligible to vote. Such slate shall consist of League members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the Board of Directors, Executive Management Team and Nominating Committee. Details of the nominating process are set forth in the Policies of the League; and
- (c) To transmit the slate to the membership at least fifteen (15) calendar days before the date on which the membership will be required to vote on the slate.

Proposed Bylaws #6

The duties of the Nominating Committee are to:

- (a) Ensure that the Board of Directors and Executive Management Team possess the competencies necessary for effective governance and management of the League;
- (b) Prepare a slate of Officers, Directors and Nominating Committee members to be approved by the membership eligible to vote. Such slate shall consist of League members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the Board of Directors, Executive Management Team and Nominating Committee. Details of the nominating process are set forth in the Policies of the League; and

- (c) Transmit the slate to the membership at least fifteen (15) calendar days before the date on which the membership will be required to vote on the slate.

Bylaw Change #7

Section 8.01 Composition.

The Officers of the League shall be the President, President-Elect (insert:when applicable), Recording Secretary and the Treasurer.

Proposed Bylaw #7

Section 8.01 Composition.

The Officers of the League shall be the President, President-Elect (when applicable), Secretary and the Treasurer.

Bylaw Change #8

Section 8.03 Term.

- (a) Officer. The term of each office shall be two years, with exceptions prescribed below. Each Officer may serve until her successor is duly elected.
- a. The Nominating Director and Sustaining Director shall be a one-year term.
 - b. The President-Elect shall serve a one-year term in the last year of the President's two-year term and then assume the office of President.
 - c. The Executive Vice President-Elect shall serve a one year term in the last year of the Executive Vice President's two-year term and then assume the office of the Executive Vice President
- (b) Board Member. The term of each Board Member shall be two years.
- c. A member may serve more than one term (maximum of two terms) in the same office, terms may be consecutive. After one year hiatus a member can return to a position. (Insert new wording)

Bylaws Addition

Section 8.03 Term

Proviso

Board of Directors

The treasurer will serve a one year role in 2019-2020. In 2020-2022 treasurer will resume being a two year role.

Executive Management Team

The VP Fund Development will be slated for a two year term in 2018-2020 rather than only completing one year left of the 2017-2019 term

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- (a) Officer. The term of each office shall be two years, with exceptions prescribed below. Each Officer may serve until her successor is duly elected.
 - a. The Nominating Director and Sustaining Director shall be a one-year term.
 - b. The President-Elect shall serve a one-year term in the last year of the President's two-year term and then assume the office of President.
 - c. The Executive Vice President-Elect shall serve a one year term in the last year of the Executive Vice President's two-year term and then assume the office of the Executive Vice President
- (b) Board Member. The term of each Board Member shall be two years.
- (c) A member may serve more than one term (maximum of two terms) in the same office, terms may be consecutive. After one year hiatus a member can **reapply for the same office and restart the term limits.**

Bylaw Change #9

Section 14.02 Policies

- (a) Policies that require membership approval (e.g., Membership Policies) may be amended by a two-thirds (2/3) majority of affirmative votes cast by **members** of the League entitled to vote at any regular or special meeting of the League, provided that the proposed amendment has been mailed to each voting member at least seven (7) calendar days prior to the date of the meeting.
- (b) Amendments to the Membership Policies may be proposed by the Board of Directors or ten (10) **of** eligible voting members of the League.
- (c) Governance Policies or Board Policies may be amended by a 2/3 (two-thirds) majority of affirmative votes cast by members of the Board of Directors, except as otherwise provided by statute or these Bylaws.

Proposed Bylaw #9

Section 14.02 Policies

- (a) Policies that require membership approval (e.g., Membership Policies) may be amended by a two-thirds (2/3) majority of affirmative votes **cast by eligible voting members** at any regular or special meeting of the League, provided that the proposed amendment has been mailed to each voting member at least seven (7) calendar days prior to the date of the meeting.
- (b) Amendments to the Membership Policies may be proposed by the Board of Directors or ten (10) eligible voting members of the League.

(c) Governance Policies or Board Policies may be amended by a 2/3 (two-thirds) majority of affirmative votes cast by members of the Board of Directors, except as otherwise provided by statute or these Bylaws.

Bylaw Change #10

Section 14.03 Procedures.

The Board of Directors shall, from time to time, adopt such procedures as are required to manage the affairs of the League. Such procedures shall take effect upon approval by a simple majority of the members of the Board of Directors.

Insert wording regarding Operational Policies

Proposed Bylaw #10

Section 14.03 Procedures.

The Board of Directors shall, from time to time, adopt such procedures as are required to manage the affairs of the League. Such procedures shall take effect upon approval by a simple majority of the members of the Board of Directors.

Operational Policy changes should be proposed by members of the Board of Directors, Executive Management Team, or 10 eligible voting members. Approval will be granted by a 2/3 vote of the Board of Directors for official record.