Audubon Circle Neighborhood Association

Annual Meeting – By-Law Amendment

**Summary**

Pursuant to Article VI of the By-Laws of the Audubon Circle Neighborhood Association, the Board must provide notice to the Membership at any such time where an Amendment is made to the By-Laws.

The ACNA Board of Directors, at the December 2015 meeting, voted by a 2/3rds margin to change the By-Laws of the organization to incorporate electronic mail into multiple practices of the organization.

The proposed changes account for the emergence of the internet and electronic mail to allow for (A) notification of the membership through electronic mail, including for the Annual Meeting; (B) notification of Board members for special meetings via electronic mail; and (C) Board discourse and voting through e-mail, with the requirement that matters voted on electronically include sufficient time for members to consider matters and be automatically placed on the agenda of the next ACNA Board meeting.

**Process**

Changes to the By-Laws of the Audubon Circle Neighborhood Association do not require a vote of the Members, but may be altered, amended or repealed by a 2/3rds vote of the Membership.

**Changes**

Article III, Section I, subsection (a) is changed to add the language “including electronic mail” to permissible mediums for providing notice to the Members of the Annual Meeting.

Article III, Section 2 is changed to add the language “including electronic mail” to permissible mediums for providing notice to the Members of a Special Meeting.

Article IV, Section 4 is changed to add the language “including an electronic writing” to permissible mediums for a Director to waive notice requirements for a Special Meeting of the Directors.

Article IV, Section 4, subsections (a-b) are newly added and state:

1. When matters arise that require the attention of the Board of Directors between regularly scheduled meetings of the Board of Directors, the President, at her/his discretion, may call for a vote of the Directors by electronic mail. Said vote must provide no less than 24 hours and no more than 48 hours to respond and requires a majority of current Directors to vote in favor or against in order to be considered a permissible vote of the Directors.
2. Any votes taken by electronic means shall appear on the agenda of the next regular meeting of the Directors and may be amended or overturned by a two-thirds vote of current Directors.