

Update on Incorporation and New By-Laws

- **Goals**

- Incorporation provides a Liability Shield for CivFed considering the litigious society we live in.
 - Allows CivFed members to participate in CivFed without concern that their personal assets are at risk.
- A year ago Executive Committee voted to engage legal help in drafting new by-laws and begin process of incorporation.
- Incorporation requires having by-laws that are compliant with the Non-Stock Corporation Act.
- Having CivFed by-laws include the latest “best practices” provisions.

Update on Incorporation and New By-Laws

- Consideration in reviewing initial draft
 - preserve the role of the membership in governance, i.e. the open, democratic approach
 - make things more flexible
 - meet the requirements of the Non-Stock Corporation Act

Update on Incorporation and New By-Laws

- Status

- The Incorporation subcommittee has been working for the past few months reviewing draft By-Laws submitted by our attorneys last Fall.

- Major issues identified:

- Attorneys in initial draft stated that:

- Members elected a Board of Directors, and then Board of Directors elect among themselves Officers.

- Board of Directors has final say on new Member Organizations.

Update on Incorporation and New By-Laws

- Language issues
 - Some members of the subcommittee felt that language of initial draft prepared by attorneys contained too much legalese.
 - They felt that sections should be rewritten for purposes of clarity.
- Approximately two weeks ago we submitted a rough draft to the attorneys for their review. It included:
 - Language to allow for direct voting of officers by members.
 - Language to allow for members to have final approval of new member organizations.

Update on Incorporation and New By-Laws

- Last Thursday, we had a conference call with our attorneys during which they agreed that conceptually our suggested changes could be incorporated into the by-laws, but our language needed to be rephrased to ensure that document was compliant with the Non-Stock Corporation Act.
- They also were willing to look at other suggested language changes to see if they can be included in the by-laws.

Update on Incorporation and New By-Laws

- Because of the tight schedule, our attorneys just finished their rewrite of our by-laws today, leaving us in the position of circulating a version of the draft by-laws to membership we have not had an opportunity to vet.
- In the interest of time, given our goal of CivFed discussing and voting on new by-laws at our June meeting, we are submitting to membership this unvetted draft with the following caveats.

Update on Incorporation and New By-Laws

- Caveats to the draft being distributed today:
 - This is still a draft and some wordsmithing will occur before the June vote.
 - Membership is encouraged to review the draft and send their comments to the Subcommittee on Incorporation no later than May 10th. This will allow enough time for suggestions to be considered and reviewed by the attorneys so that we (hopefully) can include the final draft in our next Newsletter and consider and voting on the new by-laws and Incorporation in June.

Update on Incorporation and New By-Laws

- Key “democracy” items included in new draft:
 - Members elect Officers (Section 3.03 (a))
 - Members elect Board of Directors (Section 3.04 (b))
 - Members approve new member organizations (Section 2.01 (c))
- Some (but not all) of suggested language included in new draft.

Update on Incorporation and New By-Laws

- The work of the subcommittee has been a true exercise in democracy with extensive discussion on the by-laws moving forward.
- Likewise, our attorneys, Tim Hughes and Zack Andrews, have done yeoman's work under a challenging deadline to serve CivFed.

By-Laws and Incorporation - What's Next

- Calendar
 - Draft will be reviewed by the Subcommittee in the days that follow, possibly making wordsmithing recommendations to the attorneys.
 - Submit back to attorney tentative final draft with wordsmithing recommendations plus suggestions or comments we receive from membership for their final review. (May 10th).

By-Laws and Incorporation - What's Next

- Include in Newsletter final version of by-laws as returned by attorneys.
- We will also include Articles of Incorporation in the Newsletter. Much of the language of this document will flow from the by-laws.
- We will also develop a side by side comparison chart between the old and the new by-laws to make it easier to understand the proposed changes

By-Laws and Incorporation - What's Next

- At the June meeting, there will be discussion and a vote on the by-laws and Articles of Incorporation. Tim Hughes, our attorney, will be here to answer any last minute questions.
- Assuming that by-laws and Articles of Incorporation are approved by Membership, a Board Resolution will be prepared to create Committees since Committees are not detailed in the new by-laws.

Community Announcements

NCAC: The Neighborhood Conservation Advisory will meet from 7:30 pm to 9:30 pm on May 10 in the Navy League Building at 2300 Wilson Blvd. For information about this meeting here is a link to the NCAC [website](#).

Transportation Commission: The Transportation Commission's February meeting will be held on Thursday, May 3 starting 7:30 p.m. in Room 307 at 2100 Clarendon Boulevard. Click here for this meeting's [agenda](#).

Planning Commission: The Planning Commission's February meeting will be held on Monday, May 7, starting 6:45 p.m. in Room 307 at 2100 Clarendon Blvd. Click here for this meeting's [agenda](#) a few days before May 7. The Commission's Carryover Meeting will be held on Wednesday, May 9, starting at 6:45 p.m.