

# Differences between Draft and Existing By-Laws

Note: This Crosswalk is not all inclusive, but addresses major questions that membership may have. Other issues could be added as CivFed continues its discussion on implementing new By-Laws.

| <b>Draft By-Laws</b>   | <b>Existing By-Laws</b>  | <b>Notes</b>   |
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| <b>Governance</b>  |  |  |
| Board of Directors   | Executive Committee  |  |
| Can be between 5-15. Will use 9, same as existing number of Executive Committee members.   | 9 members  | Flexibility in case in the future ACCF wants to reduce or expand the number of Board of Directors. Decision is made by vote of members.  |
| <b>Elections</b>   |  |  |
| Nominating Committee prepares slate of members of the Board of Directors. Does not preclude other candidates being nominated from the floor. | Nominating Committee prepares slate of officers and members of Executive Committee. Does not preclude other candidates being nominated from the floor. |  |
| Board of Directors elect Officers from among their rank.   | Officers are elected by Membership. Executive Committee Chair and Vice Chair are elected among their rank.   | Under corporate model, Officers are elected among their rank. To preserve ACCF tradition, Section 5.01 of the new By-Laws states: "The Members may recommend candidates for such positions at any duly convened meeting of the Members prior to such appointment." |
| <b>Membership</b>  |  |  |
| Member organizations with rights of up to 4 delegates and 4 alternates. Each member organization has right of 4 votes                        | Member organizations with rights of up to 4 delegates and 4 alternates. Each organization has right of 4 votes.  | No difference  |

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|---|--|--|
| Delegates are known as “Voting Members.”  |  |  |
| Quorum – 1/10 of Voting members (as of now there are 270 voting members, so quorum would be 27)   | Quorum – 10 delegates from 10 member organizations.  |  |
| Board of Directors or Membership Committee approves Membership request. “The Membership Committee or Board may approve or deny an application in its sole discretion and will strive to prevent over representation of any single community.” | “All organizations applying for membership in the Federation shall be referred to the Membership Committee. The Membership Committee shall report its recommendation to the next meeting of the Federation. A two-thirds vote of the delegates present and voting shall elect to membership.” And, “The Federation reserves the right to determine the number of organizations that shall represent any single community and to reject the application of any organization.” | Difference is that Membership is decided by the Board (Draft By-Laws) or by 2/3 vote by membership after approval of Membership Committee (Existing By-Laws).<br><br>Both By-Laws have language concerning limiting number of organizations to prevent over representation of any single community with the decision being the “Membership Committee or Board” (draft By-laws) or “the Federation” (existing by-laws).<br><br>Reason for Board approval of member organizations and delegates is because risk is centered on the Board by incorporation. This risk cannot be given or assigned to delegates. |
| <b>Meetings</b>   |  |  |
| Must have an Annual Meeting for election of the officers and any such business that comes before the Federation.  | June meeting is when ACCF traditionally elects officers and members of Executive Committee   | Like our June Meeting  |
| <b>Committees</b>   |  |  |
| Makes distinction between “Board Committees” and “Standing Committees”  |  |  |

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|--|-------------------------------------|--|
| Other than Nominating Committee, no other committees identified in By-Laws | Committees are detailed in By-Laws  | Best practices are to not reference many committees in By-Laws giving Board of Directors flexibility in creating and disbanding committees. Standing Committees are created by Board Resolution. |
| <b>Parliamentary Authority</b>   |                                     |  |
| None mentioned   | Reference to Robert Rules of Order  | Some sections of Roberts Rules of Order to not conform with Virginia Code  |
| Can adopted Parliamentary Authority by Board Resolution.                   |                                     |  |
| <b>Standing Rules</b>  |                                     |  |
| Not Mentioned  | Included as an appendix to By-Laws  | Can be adopted by Board Resolution.  |
| <b>Amendments</b>  |                                     |  |
| Requires majority vote   | Requires 2/3 vote with two readings |  |
| <b>Best Practices</b>  |                                     |  |
| Conflict of Interest Statement   | No mention                          |  |
| Indemnification clause   | No mention                          |  |
| Insurance section  | No mention                          |  |
| Dissolution section  | No mention                          |  |
| Construction and Severability clause                                       | No mention                          |  |

Complementing the new By-laws there will be four Board Resolutions:

- Identify standing committees except Nominating Committee
- Reference Robert Rules of Order as Parliamentary Authority
- Incorporate Standing Rules
- Detail Meeting schedule