



## Talk to Us

To: All CGJA Members

The Board of Directors wants your input on the proposed changes to CGJA's Bylaws that will be put to a vote of the membership this October.

Since January, the Bylaws and Policy Review Committee (BPRC) has been analyzing bylaws amendments suggested by members and chapters. After months of research and debate, BPRC recommended that the Board approve, in concept, placing three proposals on the ballot. In addition, we recommended that further input be solicited from members and chapters before the ballot is finalized in late June.

At its May 26 meeting, the Board unanimously approved three measures, in concept, and subject to any further CGJA member input. BPRC's analysis follows the description of each of the three measures.

A. Reduce the term limits for directors from five consecutive two-year terms to three consecutive two-year terms.

BPRC believes that: 1) more frequent turnover on the Board would enable more members to serve in a leadership capacity and result in an infusion of new ideas, and 2) that imposing a limit on service of less than six years would unnecessarily preclude the valuable input of experienced members. Service of up to six years will provide sufficient turnover as well as Board stability and historical perspective.

B. Elect directors by region, rather than statewide.

BPRC believes that with regional elections, members would be more likely to know the candidates running for the director positions and have better ongoing interaction with "their" directors. This would enhance director responsiveness and communications between the membership and the Board.

C. Add regional residency as a qualification for directors and allow the Board to remove a director who does not maintain residency within the region in which he or she is nominated and elected (If regional voting under B. is approved.).

A nonprofit corporation may adopt director qualifications and provide for the board's removal of any director who fails to maintain those qualifications. Currently, the only qualification is that directors be voting members of CGJA. Assuming regional voting is adopted, this measure would add regional residency as a director qualification and authorize the Board to declare a vacancy in the position of a director who fails to maintain his or her regional residency.

Note: The removal of members of a board of a California public benefit corporation is restricted in order to protect members' voting rights. Removal by the membership is recognized by existing state law. However, the board can remove one of its members only for the member's failure to remain qualified.

The Board and BPRC want to hear from you about these suggested bylaws changes before the ballot goes to the printer. Please send us any questions or comments you have about them.

And if you have ideas for any additional bylaws amendments, send those along as well, and we will start the review process for them for later consideration by the Board and the membership.

In order to meet our ballot deadline on the three measures, we need your input by Monday June 15th. You can contact us at [president@cgja.org](mailto:president@cgja.org).

Thank you!

Gary Spaugh and Karen Jahr, Co-Chairs  
CGJA Bylaws and Policy Review Committee  
May 2015

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