

**Proposed Amendments to Friends of Guatemala Bylaws**  
September 2020

Current Language	Proposed Amendment
<p>Article 2 Section 2.1 The corporation shall have as members each person who, during a membership year, makes a financial contribution equal to or greater than the membership dues</p>	<p>The corporation shall have as members each person who, during a membership year, <b>pays dues or requests free membership for their first year after Peace Corps service.</b></p>
<p>Article 2 Section 2.2 Elections and votes shall be by mail ballot.</p>	<p>Elections and votes shall be by mail <b>or e-mail</b> ballot.</p>
<p>Article 3 Section 3.2 There shall be five members of the Board</p>	<p>There shall be <b>seven</b> members of the Board</p>
<p>Article 3 Section 3.2 All elections and all votes of members of the Corporation shall be by mail ballot mailed to each member of the Corporation. The five candidates receiving the most votes shall be elected to the Board.</p>	<p>All elections and all votes of members of the Corporation shall be by mail ballot mailed to each member of the Corporation <b>or by e-mail ballot.</b> The <b>seven</b> candidates receiving the most votes shall be elected to the Board.</p>
<p>Article 3 Section 3.2 Subsequent elections shall be annually.</p> <p>Each Board elected by an annual election shall take office on October 1.</p>	<p>Subsequent elections shall be held <b>every three years.</b></p> <p>Each <b>newly elected Board member shall take office by June 1, or as soon as practicable after completion of the election process.</b></p>
<p>Article 3 Section 3.4 Meetings of the Board of Directors, regular or special, may be held within the District of Columbia or elsewhere, as the Board shall decide.</p>	<p>Meetings of the Board of Directors, regular or special, may be held within the District of Columbia or elsewhere, <b>and may be held via video or telephone conference,</b> as the Board shall decide.</p>
<p>Article 3 Section 3.6 All meetings of the Board shall be open to all current members of the Corporation, except that part of a meeting held as an executive session to consider matters of an internal, administrative or confidential nature. A reasonable effort shall be made to notify all current members of the Corporation of the time and place of Board meetings. A notice in a newspaper or periodical to members of the Corporation shall satisfy this requirement provided that the notice states that members of the Corporation may attend Board</p>	<p><b>One Board meeting annually</b> shall be open to all current members of the Corporation, except that part of the meeting held as an executive session to consider matters of an internal, administrative or confidential nature. A reasonable effort shall be made to notify all current members of the Corporation of the time and place of <b>open</b> meetings. A notice in a <b>newsletter or an e-mail or social media post</b> to members shall satisfy this requirement provided that the notice states that members</p>

<p>meetings and participate in discussions, but that they may not make motions, second motions, or vote.</p>	<p>of the Corporation may attend meetings and participate in discussions, but that they may not make motions, second motions, or vote.</p>
<p>Article 3 Section 3.7 [concerning Notice of Board Meetings] Board meetings shall be announced by letter sent by first class mail to each member of the Board at least seven days before the Board meeting.</p>	<p>[concerning Notice of Board Meetings] Board meetings shall be announced by <b>e-mail or phone call</b> to each member of the Board at least seven days before the Board meeting.</p>
<p>Article 3 Section 3.8 Three Directors shall constitute a quorum.....If a quorum is not present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting from time to time without notice other than announcement at the meeting.</p>	<p><b>Four</b> Directors shall constitute a quorum.....If a quorum is not present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting <b>or may proceed with business under the rules given herein for Executive committee actions.</b></p>
<p>Article 3 Section 3.11 [concerning action without meeting] Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject matter thereof. Such written actions shall become part of the minutes of the Corporation.</p>	<p>[concerning action without meeting] Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting <b>via video or telephone conference</b> if a consent <b>via e-mail</b>, setting forth the action to be taken, shall be <b>agreed to</b> by a majority of the Directors entitled to vote with respect to the subject matter thereof. Such <b>interim</b> actions shall become part of the <b>minutes of the next Board meeting.</b></p>
<p>Article 3 Section 3.16  <b>New Section "Conflict of Interest"</b></p>	<p><b>Article 3 Section 3.16 <u>Conflict of Interest</u></b> <b>Directors, members of the executive committee and other committees must recuse themselves from any actions and financial or other decisions of the Corporation that may benefit them personally, their immediate family or organizations other than FOG with which they are affiliated.</b></p>
<p>Article 3 Section 3.17  <b>New Section "Confidentiality"</b></p>	<p><b>Article 3 Section 3.17 <u>Confidentiality</u></b> <b>Directors, members of the executive committee and other committees must not share any personal information of members or donors with any person or organization without express written permission from the member or donor, except for information required by the IRS.</b></p>

<p>Article 4 Section 4.3 [concerning other officers] .....the term of office of these other officers shall expire on October 31 of each year unless renewed by the new board that takes office on October 1 of each year.</p>	<p>.....the term of office of these other officers shall <b>not exceed the term of office of the Board that appoints them, unless renewed by a new board.</b></p>
<p>Article 4 Section 4.8 The secretary shall keep minutes....., and file the minutes in one or more loose-leaf binders; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which is furnished to the secretary by such member; and in general performs all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.</p>	<p>The secretary shall keep minutes....., and <b>maintain electronic or paper files of all minutes; be custodian of the corporate records; keep a register of members;</b> and in general performs all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.</p>
<p>Article 4 Section 4.9 The treasurer shall.....financial operations of the corporation. Checks in excess of \$500 shall be signed by two members of the Board of Directors.</p>	<p>The treasurer shall.....financial operations of the corporation. <b>Each year the treasurer shall post or otherwise make public a report summarizing the financial transactions and status of the Corporation for the previous fiscal year. Expenditures in excess of \$500 shall be approved by the Board of Directors and these decisions shall be recorded in minutes of the Corporation.</b></p>
<p>Article 6 The Corporation shall keep correct and complete books.....stating the purpose of the inspection. Before April 15 of each year, the books of account shall be audited by an independent certified public accountant or CPA firm obtained and paid by the Corporation. A copy of such audit report shall be furnished to all members of the Board of Directors immediately upon receipt by the Corporation.</p>	<p>The Corporation shall keep correct and complete books.....stating the purpose of the inspection. <b>Every 3 years or when a majority of the Board changes,</b> the books of account shall be audited by an independent certified public accountant or CPA firm obtained and paid by the Corporation. A copy of such audit report shall be furnished to all members of the Board of Directors immediately upon receipt by the Corporation.</p>
<p>Article 9 <u>Annual Meeting</u> The president shall be responsible for conducting an annual meeting of members of the Corporation. The president may appoint others</p>	<p>The president shall be responsible for conducting <b>the annual meeting of members of the Corporation as specified in Section 3.6 of</b></p>

<p>to help in various capacities associated with the annual meeting. The Board of Directors shall be kept informed of plans and arrangements for the annual meeting and the Board shall approve the budget and any expenses for the annual meeting.</p>	<p><b>these Bylaws.</b> The president may appoint others to help in various capacities associated with the annual meeting. The Board of Directors shall be kept informed of plans and arrangements for the annual meeting and the Board shall approve the budget and any expenses for the annual meeting.</p>
<p>Article 12 Disposition of Assets</p> <p><b>New Section</b></p>	<p><b>Upon dissolution of the Corporation, Board members must make every reasonable effort to distribute assets according to established guidelines and in accordance with prior expressed wishes of donors. No Board member may benefit from distributed assets. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, to organizations primarily benefiting education in Guatemala.</b></p>