

Key Proposed Revisions to the MCA Bylaws

Article III, Membership. Key proposed changes include:

- (a) Removing a provision making persons living “contiguous” to the MCA defined area eligible for full Membership in MCA at the option of the Board, while enabling such persons to become “Associate Members” who would be able to receive MCA communications and information, but would not have voting rights; and
- (b) reforming the clause on Dues to reflect that dues are now assessed throughout the year, and no longer correspond to a term of June through May, and clarify that the Board may establish special dues categories and allow multi-year memberships.

Articles IV and VI, Officer and Director Conflicts of Interest. Key proposed revisions add a reference to “any other disqualifying conflict identified in the MCA Policies and Procedures Manual” to give the Board discretion to define disqualifying conflicts of interest that would preclude a board or committee member from voting.

Article IV, Officers and Directors, Vacancies clause. The major revisions would require that the Executive Committee refer to the Nominating Committee any vacancies occurring less than two months prior to the Annual Meeting. This clarifies current provisions, which make this discretionary.

Article V, Meetings. The significant proposals revise the current provision requiring Membership Meetings in October and in January or February to a requirement that MCA would hold “Information Meetings” during these months. Such meetings would be open to all local residents, and would not be subject to other bylaw rules such as a quorum requirement, allow proposals for Bylaw Revision at such meetings, or membership meeting notice requirements. Revisions also provide that 25, not 12, MCA members may call for special membership meetings.

Article VI, Committees. The key provision changes the language so that the MCA Policies and Procedures Manual would provide general rules applicable to all committees, rather than customized rules for each committee. Committees could adopt their own specific procedures to address committee-specific business practices.

Article VII, Nominations and Elections. Key proposed revisions include:

- (a) Adding a change that the slate of nominees proposed by the Nominating Committee specify whether nominees are seeking a one or two-year term.
- (b) Changing the process for “write-in” candidates who submit petitions for nomination to the Board (i.e., are not nominated by the Nominating Committee):
 - (1) The process for write-in nominees would be consistent with other nominees to the Board in that nominees would need to submit an “Application for Officer or Board Member Trustee” form and specify whether they are running as an HOA representative (with HOA approval) or an at-large Board member;
 - (2) requiring write-in candidates to submit nominations one week earlier to give the Board time to notify members of these candidates before an annual meeting.
- (c) Provides that all nominees will be voted in by plurality rather than majority; and
- (d) Authorizes the Board to make other election changes in the MCA Policies and Procedures Manual.