

Bay Area Orienteering Club
Proposed Bylaws Amendments
To be presented to the membership at the 2026 Annual Meeting

In the proposals below, the following formatting conventions are used.

- Each proposal has a number and a title. It is recommended to refer to each as Proposal N and not Amendment.
- The text below the title is essentially the formal motion.
- The tables are provided for clarity. Each has two columns. The first column is the current Bylaws language. The second column is what the bylaws language would be if the proposal is adopted.
- Strike means to remove language.
- New language to be inserted (in the middle of the existing language) or added (at the end of the existing language) is highlighted in BOLD and BLUE.

Proposed Bylaws Amendment 1 Allowing for Electronic Meetings and Communications

Insert new bylaws Article 12: Electronic Meetings and Communications using language below.

Renumber current Articles 12 -15 to be 13-16. *See below Rationale for Conforming Amendments*

Current Language	Proposed Language
None	<p>Article 12 ELECTRONIC MEETINGS AND COMMUNICATIONS</p> <p>12.1. Meetings. All meetings including meetings of the general membership, the Board of Directors, committees, and subcommittees shall be authorized to meet through electronic means so long as all the members can simultaneously hear each other and participate during the meeting.</p> <p>12.2. Communication. Unless members indicate otherwise to the Board of Directors, all communication required in these bylaws, including meeting notices, may be sent electronically.</p>

Rationale: Article 5, Section 5.1 currently states that “The location of the annual meeting shall be in the greater San Francisco Bay Area.” This implies that the meeting be held in person. The AGM has been held via video conference five times in recent years (2020, 2021, 2022, 2023, 2025). There is no authorization to do this in the bylaws.

This new Article will make it clear that electronic meetings are allowed throughout BAOC as well as electronic communication. This article was recommended by the parliamentarian.

Board recommendation: The BAOC Board recommends approving this proposal.

Conforming Amendments: These are changes which bring the rest of the bylaws in conformity with the proposed changes. Most of them are removing language which will be redundant if this proposal passes. Everything is voted on in a single motion.

1. In Article 5 Meetings of Membership, Section 5.1 , insert “If held in person” before “the location”
2. In Article 5 subsections 5.2 and 5.6, Article 6 Board of Directors subsection 6.3 and Article 11 Annual Budget subsection 11.3 Strike “in printed or electronic form”
3. In Article 5 subsection 5.6, strike “communicated directly” and insert “made available.”

Current Language	Proposed Language
<p>ARTICLE 5 MEETINGS OF MEMBERSHIP</p> <p>5.1 - An annual meeting of the general membership shall be held in April, or as soon thereafter as practical. The location of the annual meeting shall be in the greater San Francisco Bay Area. The purpose of the meeting shall be to elect officers, receive reports from the Board of Directors and other individuals, approve and amend the Bylaws, make proposals for club policy, and for any other business that may arise.</p>	<p>ARTICLE 5 MEETINGS OF MEMBERSHIP</p> <p>5.1 - An annual meeting of the general membership shall be held in April, or as soon thereafter as practical. If held in person, the location of the annual meeting shall be in the greater San Francisco Bay Area. The purpose of the meeting shall be to elect officers, receive reports from the Board of Directors and other individuals, approve and amend the Bylaws, make proposals for club policy, and for any other business that may arise.</p>
<p>5.2 - The Secretary shall be responsible for setting the time and location of meetings of the general membership. The time and location shall be communicated directly to the members in printed or electronic form at least 14 days prior to the meeting. The Secretary shall also be responsible for preparing an agenda for the meeting. Any Club member may submit an item for the agenda to the Secretary.</p>	<p>5.2 - The Secretary shall be responsible for setting the time and location of meetings of the general membership. The time and location shall be communicated directly to the members at least 14 days prior to the meeting. The Secretary shall also be responsible for preparing an agenda for the meeting. Any Club member may submit an item for the agenda to the Secretary.</p>

<p>5.6 - The Secretary shall record the minutes of each meeting, and record any actions approved. The minutes shall be communicated directly to all club members in printed or electronic form.</p>	<p>5.6 - The Secretary shall record the minutes of each meeting, and record any actions approved. The minutes shall be made available to all club members.</p>
<p>ARTICLE 6 BOARD OF DIRECTORS 6.3 - The Board shall respond to any recommendations or proposals approved at a meeting of the general membership. Response may consist of approval and implementation of the proposal, with or without modification, or denial of the proposal. The Board response to any proposals approved by the general membership shall be communicated directly to all club members in printed or electronic form.</p>	<p>ARTICLE 6 BOARD OF DIRECTORS 6.3 - The Board shall respond to any recommendations or proposals approved at a meeting of the general membership. Response may consist of approval and implementation of the proposal, with or without modification, or denial of the proposal. The Board response to any proposals approved by the general membership shall be communicated directly to all club members.</p>
<p>ARTICLE 11 ANNUAL BUDGET 11.3 - The approved budget shall be made available to all club members in printed or electronic form.</p>	<p>ARTICLE 11 ANNUAL BUDGET 11.3 - The approved budget shall be made available to all club members.</p>

Proposed Bylaws Amendment 2 revision of Nominations Process

Article 7 Elections –s

In Article 7 subsection 3, strike “sixty” and insert “By January 1”; strike “recommending” and insert “nominating”

Substitute language for 7.4 as indicated in the chart below.

Current Language	Proposed Language
<p>Article 7 Elections</p> <p>7.3 - No less than sixty days prior to the annual meeting, the Board will establish a Nominating Committee, for the purpose of recommending one or multiple candidates for each position. The Chair of the Nominating Committee shall be appointed by the President subject to majority approval of the Board. The other members of the Nominating Committee shall be appointed by the Chair. The total membership of the Nominating Committee shall be at least three and no more than seven. All members of the Nominating Committee must be members in good standing of the club. multiple candidates for each position.</p> <p>7.4 - Upon receiving the report of the Nominating Committee, the Board of Directors, by majority vote, shall recommend one or multiple candidates for each position to the general membership. Any club member in good standing, with his or her permission, may also be nominated from the floor at the annual meeting, or a nomination in advance of the annual meeting may be submitted to the Secretary.</p>	<p>Article 7 Elections</p> <p>7.3 – By January 1 in the year of the election, the Board will establish a Nominating Committee for the purpose of nominating one or multiple candidates for each position. The Chair of the Nominating Committee shall be appointed by the President subject to majority approval of the Board. The other members of the Nominating Committee shall be appointed by the Chair, The total membership of the Nominating Committee shall be at least three and no more than seven. All members of the Nominating Committee must be members in good standing of the club.</p> <p>7.4. Nomination notifications</p> <p>7.4.1 By March 1, the Nominating Committee will notify the Secretary of their nominees for each position.</p> <p>7.4.2 By March 14, the Secretary will notify the membership of those nominees.</p> <p>7.4.3 By April 1, any additional nominations must be sent to the Secretary. Nominations of another person must be made with the permission of the nominee.</p>

	7.4.4 All nominations must be listed in the notification of the Annual General Meeting.
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Rationale: The practice for many years has been for all recommendations from the Nominating Committee to be nominated. This codifies that practice.

If the Board wishes to make additional nominations, it can do so under 7.4.3 but it cannot prevent a nomination from the Nominating Committee.

This new timeline allows members a window in which to consider the candidates nominated by the nominating committee, to put forth additional nominees and to ascertain that those nominees meet the qualifications for office.

Finally, members have time to consider all nominations before voting at the Annual General Meeting.

Note: While the committee recommends that names and bios of candidates be listed on the Club website, in a potentially private area [e.g. link sent with notice but not public], this practice does not need to be in the Bylaws.

Board recommendation: The BAOC Board recommends approving this proposal.

Proposed Bylaws Amendment 3 Minimum membership requirement for Officers

Article 6 Board of Directors- Require all officers to have been members of the Club for at least one year.

In Article 6 subsection 1.2 add “All officers must have been members of the Club for at least one year at the time of taking office.”

Current Language	Proposed Language
ARTICLE 6 BOARD OF DIRECTORS 6.1.2 - All members of the Board shall be members of the Club in good standing and shall perform the duties prescribed by these Bylaws. The President and the Vice President shall be members in good standing of the United States Orienteering Federation.	ARTICLE 6 BOARD OF DIRECTORS. 6.1.2 - All members of the Board shall be members of the Club in good standing and shall perform the duties prescribed by these Bylaws. The President and the Vice President shall be members in good standing of the United States Orienteering Federation. All officers must have been members of the Club for at least one year at the time of taking office.

Rationale: Incoming officers, especially the president, should have knowledge and understanding of how the Club works before taking office to have an efficient transition. A minimum membership requirement encourages that. Note that since the Vice-President could at any time become the President [see 7.5], the same requirements should apply.

Board recommendation: The BAOC Board recommends approving this proposal.

Proposed Bylaws Amendment 4 – Minimum Notice to Amend the Bylaws

Article 15 Amendments to the Bylaws – add thirty days notice requirement and clarify who can propose amendments

In Article 15, Strike “The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds vote of those present and voting” and add “Amendments may be proposed by the Board, by a Standing Committee, or by five members of the Club. Notice of such proposed amendments shall be provided to the membership at least 14 days prior to the meeting.”

Current Language	Proposed Language
ARTICLE 15 AMENDMENT OF BYLAWS These Bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the general membership. The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds vote of those present and voting.	ARTICLE 15 AMENDMENT OF BYLAWS These Bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the general membership. Amendments may be proposed by the Board, by a Standing Committee, or by five members of the Club. Notice of such proposed amendments shall be provided to the membership at least 14 days prior to the meeting.

Rationale: The current sentence about the Board recommending amendments can be interpreted that no one else can make recommendations especially since the voting requirement is the same. This corrects that interpretation by allowing standing committees or a group of members to make Bylaws proposals. The number of members is consistent with the requirement to call a Special Meeting.

Requiring notice to the membership allows them time to consider the changes before voting. Requiring notice also limits which changes can be made to a proposed amendment [namely anything which falls between what exists and what is being proposed] at the time of its consideration.

Background information: The BAOC Bylaws currently establishes two Standing Committees: the Event Coordinating Committee and the Finance Committee. See Article 8, Committees for details.

Note: if Proposed Bylaws Amendment 1 passes, this Article will be renumbered as 16.

Board recommendation: The BAOC Board recommends approving this proposal.

Proposed Bylaws Amendment 5 Requiring members to request seeing the Annual Budget

In Article 11 Annual Budget subsection 11.3 strike “all club members” and insert “any club member, upon request,” after “available to”

Current Language	Proposed Language
ARTICLE 11 ANNUAL BUDGET 11.3 - The approved budget shall be made available to all club members in printed or electronic form.	ARTICLE 11 ANNUAL BUDGET 11.3 - The approved budget shall be made available to any club member, upon request, in printed or electronic form.

Rationale: The current wording implies that the approved budget should automatically be distributed to the entire membership. This has not been the practice of BAOC. This new language reflects current practice.

Note: if Proposed Bylaws Amendment 1 passes, this Article will be renumbered as 12.

Board recommendation: The BAOC Board recommends approving this proposal.