

## Dufford Terrace - Original vs Proposed Bylaws

-The original Bylaws of Dufford Terrace, Inc., have never been updated. Original bylaws are consistent with the Nonprofit Corporation Laws of 1972.

### Until new bylaws are approved:

-Per the original bylaws a quorum is “the presence in person of 50 of the members entitled to vote”. Article IV, 6. (page 4).

-If a second meeting is needed, “...those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting.”

-An affirmative vote of 2/3 of a quorum is needed to approve.

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### Proposed Differences:

#### -Board Composition:

Original – **16 Directors on the Dufford Board** of Directors composed of 13 elected by the congregation, two pastors of St. John’s, and the Church Council President – all of whom are voting members.

Proposed - **15 Directors on the Dufford Board** of Directors composed of 13 elected by the congregation, **the senior pastor** of St. John’s, and the Church Council President. **The Council President shall be a non-voting member. The Board President shall not vote unless to break a tie vote.**

*NOTE:* Our minutes and attendance records show that historically the St. John’s Church Council Presidents rarely attend the Dufford Terrace Board meetings. Because the St. John’s Church Council President has no attendance obligation, by making that position a non-voting position it is not included in the total number needed when determining if a quorum is present for conducting standard Dufford business.

#### -Current tenants of Dufford Terrace may not be Directors.

-All **Directors serve without compensation**. Original bylaws state that the Board of Directors have the authority to fix the compensation of the Directors for their service and may be a salaried officer.

-An ordinary term for a Director shall be **3 years and can be reelected for two additional 3-year terms**.

-There are allowed no more than **4 Members-at-large**, an increase from 1. \*See notes from the attorney.

-Allowance for in-person, **electronic, and hybrid meetings**.

-The **Quorum** definition remains the same – 50 members; however, the number of **special meeting attempts** in order to reach a quorum at a special meeting has been increased from 2 to 3.

-**Voting** – once a quorum is attained at a special meeting, the affirmative votes will be a **majority vote of voting members present**. (Original bylaws called for a 2/3 affirmative vote.)

-**New proposed fiscal year shall be January 1 through December 31**, updated from October 1 through September 30 in the original bylaws.

-**Personnel: The Board of Directors can hire employees** (i.e., janitorial) and shall establish policies and procedures regarding salary, hours, and conditions.

-**Original Article I – Offices**: The proposed bylaws do not allow for offices “at other places”.

-**Original Article II – Seal**: Article II of the original bylaws was eliminated – The corporate seal is no longer used on documents. The seal still exists but does not represent a legal guarantee of anything for Dufford Terrace.

#### **Excerpts of notes from the attorney:**

Discussion on whether we leave a quorum at 50 members or change to correspond to St. John’s “10% to conduct business”: ***a quorum of only 10% is quite low, and much lower than any other entity I've ever seen. Typically, in order to have a quorum, the entity or association is required to have at least 50% of those members eligible to vote present at the meeting.***

How are we to know if member addresses are on file as it would relate to a special called meeting? ***I believe this issue is adequately addressed paragraph 3.3 which now allows for notice of the meeting to be effectuated by email, and via conspicuous notice on the St. John's website.***

\*Allowing Dufford Directors to be Members-at-Large be changed to “no more than four members”. ***I have no problem with that from a legal standpoint, this is totally up to the committee, and as long as accepted by the members when they vote upon the revised bylaws, it would go into effect.***