

Summary of Changes

The Bylaws were revised based on recommendations from the Governance Committee and legal counsel to enhance clarity and appropriateness. Unnecessary information was removed, and significant changes will be summarized for consideration. Grammatical errors were corrected without detailed mention to focus on important concepts.

Article I: Name (and Article VII: Use of Name and Acronym)

Based on legal counsel's recommendation, language pertaining to the use of HOPA's name and acronym was moved to its own article (Article VII) from its original location in Article I.

Article II: Purpose

The recommendation, supported by legal counsel, is to remove detailed language on how HOPA achieves its mission for greater adaptability to future changes in strategy, field advancements, and scope. The mission statement itself serves as a sufficient statement of purpose.

Article III: Membership

Section 1: Members

The word "full" was added to distinguish this member type. Student and Trainee members have distinct benefits, with Trainees having voting rights, while Students do not. Neither Students nor Trainees are eligible to serve on the Board. Emeritus membership acknowledges long-standing members, but they are ineligible for Board service as they move away from active practice. Lifetime membership is an exclusive honor for past Presidents and recipients of the Award of Excellence.

Section 3: Applications

Legal counsel clarified that HOPA cannot state an absolute refusal of membership to anyone for any reason. Membership can only be declined for individuals who do not meet the eligibility criteria.

Section 5: Expulsion

Legal counsel offered revised language for this section, indicating alternative forms of discipline for unprofessional conduct and highlighted potential limitations in reporting inappropriate behavior to the organization in our current Bylaws, therefore requiring revision.

Article IV: Board of Directors

Section 1: Composition

Language now specifies that voting membership is who elects members of the Board.

Section 3: Elections

Recommendations for this section involve removing all policy and procedural elements related to the election, as they are already addressed in the appropriate manuals. Legal counsel supported this removal and ensured the remaining language complies with legal requirements.

Section 4: Vacancies

In collaboration with HOPA's legal counsel, this section was edited for clarity regarding addressing vacancies on the Board of Directors. It specifies the circumstances and conditions under which a special election will be conducted, when it is optional, and when a position will remain vacant until the next election cycle.

Section 8: Conflict of Interest

Language was revised from "develop" to "maintain" as a policy is already established. Moreover, specific procedural and policy-driven details were removed from this section, as they are addressed in other appropriate governance documents and are not legally required in the Bylaws.

Article V: Committees

Section 1: Function

Language was clarified and streamlined regarding the Board's authority to establish or dissolve committees at their discretion. Specific requirements for committees were removed to enhance flexibility and adaptability in meeting the evolving needs of the organization.

Section 2: Appointment of Committee Leaders

This section was revised for clarity and to eliminate policies/procedures already covered in HOPA's existing policies (e.g., leader selection/approval, terms, member approvals, etc.).

Section 3: Authority of the Committees

Legal counsel confirms the Board's final authority on projects, budgets, scope of work, etc., making the language in this section unnecessary and duplicative. The last sentence was modified to encompass various volunteer group types, maintaining alignment with the organization's practices.

Section 4: Standing Committees

Language was added at the beginning of this section to specify the different volunteer group types within HOPA.

For the Executive Committee, the Secretary was recommended to be included as a member, given their role as an officer of the Board.

For the Finance Committee, legal counsel removed language about public access to certain financial documents, as all our financials are not publicly available. The current language was deemed inaccurate and inappropriate.

Article VI: Business Meetings

Based on suggestions from legal counsel and the Governance Committee, this section was edited to remove unnecessary information. The 10% quorum requirement must remain unchanged as mandated by state statute.

Article VII: Location of Offices

In response to guidance from legal counsel, edits were made to ensure this section adheres to all necessary requirements. Certain elements were removed as they were deemed unnecessary or not suitable for inclusion. These adjustments were made with the best interests of the organization in mind to maintain compliance and effectiveness.

Article IX: Amendments

Upon strong recommendations from legal counsel, the call for comment period related to Bylaw amendments has been removed. This practice is not common and not legally required by state statute, and it potentially exposes HOPA to risks, particularly if comments and proposed amendments opposed legal counsel. Even comments on grammar or word choice can oppose legal counsel as specific wording is used in Bylaws purposefully, which may not be readily apparent to our members if they were not part of the review process.

It's important to note that the removal of the call for comment period does not diminish members' ability to propose Bylaw amendments to the Board, nor does it impact members' rights to vote on approving any and all Bylaw amendments.

Additionally, in response to legal counsel's advice, the previous requirement for two members to sign all proposal suggestions has been eliminated. As a result, any member in good standing is now allowed to propose an amendment to the Secretary for review and consideration by the Board, enhancing flexibility in the amendment process.

Article XI: Dissolution

Legal counsel edited this section to ensure clarity and compliance with dissolution laws. Unnecessary and duplicate statements were removed.

Conclusion

The revisions made to the Bylaws were guided by legal counsel to ensure compliance with applicable laws. Redundant and unnecessary statements were removed to enhance clarity and effectiveness. The organization's best interests were considered throughout the process, and members' ability to propose

amendments and vote on Bylaw changes remains intact. The aim is to maintain flexibility and alignment with legal requirements while ensuring the organization operates smoothly and efficiently.

Voting members will have the opportunity to vote on the changes to the Bylaws starting on November 2, 2023. The voting period will remain open for 30 days (about 4 and a half weeks), closing on December 2, 2023.