

July 10, 2016

To: All Members of the Stockbridge Bowl Association

From: The Board of Directors

Re: **Adoption of Proposed New By-Laws, ANNUAL MEETING, August 6, 2016, Berkshire Country Day School, Stockbridge, MA. Business Meeting; 1:30 – 3:00PM.**

On July 9, 2016, the board of directors approved the first revision of the by-laws of the Stockbridge Bowl Association in 13 years. (Copy of proposed new by-laws compared with 2003 bylaws enclosed.) By-laws are the procedural rules for the operation of the corporation. These amended by-laws will be submitted for approval at the SBA Annual Meeting on August 6, 2016.

These amendments provide the most effective rules and best practices for governing the SBA now and for the future, including modern communication technology that broadens our outreach and makes our governance more efficient, including notices by email and meetings using telecommunications

After careful review, we have concluded that our basic governing structure of Individual and Organization Directors continues to be the best way to bring in a wide range of voices from those who live around and use the Bowl, the Town of Stockbridge, and the larger Berkshire community we serve. Our 3 classes of Directors, each with 3-year terms, assure stability on the board while leaving room for new members to join. Two new categories of Directors have been proposed to enrich our board with individuals who can be valuable in our decision-making and hands-on support: Ex-Officio (with the right to vote) and Emeritus (without the right to vote except on committees). After due consideration, we concluded that term-limits that would require board members to leave after a period of years is not appropriate because we do not have a sufficiently large pool of qualified candidates with the skills and volunteer time needed to meet our responsibilities. We also propose adding an Assistant Treasurer, and increasing legal and insurance protections for our directors and officers.

The principal changes in the proposed by-laws are:

Art. I (Name and Office) adds reference to the Stockbridge Bowl as “Lake Mahkeenac.”

Art. III (Membership and Dues)- delete Life Patrons (formerly, Sec. 4) – category no longer used.

Art. III, Sections 1-4 (“Membership) clarifies that membership is open to anyone who pays dues, regardless of place of residence or location, including organizations/businesses that make an annual contribution or transmit dues on behalf of its members.

Art. IV (“Meetings of Members), Section 3 (“Special Meetings”) permits calling of a special meeting by 1/3 of the Executive Committee or 1/3 (instead of a majority) of directors, as well as by the President.

Former Art. IV, Section 4 (“Acquisition or Disposition of Real Property”) (instead of “Real Estate”) is moved to a new and separate Article IX.

Art. IV, Section 4 (“Notice of Meetings”) permits notice of meetings to be sent by email and expand notice to “not more than 60 days” (to give adequate time from distribution of the Newsletter to the time of the meeting when it is held in August)

Art. IV, Section 6 (“Quorum”) reflects the growth in membership by increasing the quorum for member meetings to 30 members from 25; this assures a significant representation of members whenever votes are required to elect officers and directors, acquire or dispose of property, or handle other important business.

Art. V (“Directors”), Section 2 (“Qualifications – adds “and Election” of Directors”) deletes “over the age of 21” and updates to reflect how we elect directors by providing that nominees for individual and organization directors who are qualified and willing to serve shall be proposed by the Board and members at the Annual Meeting,” describes the process whereby organization directors name their organization representatives, and acknowledges rights and duties of organization representatives.

Art. V, Section 3 (“Number and Term of Office”) increases to 27 the number of individual and organization directors (as approved at the 2015 Annual Meeting) to allow for additional board members to assist with SBA responsibilities. Also clarifies that, to provide for continuity, there are 3 classes of directors each with a 3-year term unless filling an unexpired term, and that one new class for individual and organization directors is elected each year.

Art. V, Section 6 (“Resignation and Removal of Directors”) clarifies that resignation is effective upon notice, and adds a new provision whereby a majority of directors then in office and entitled to vote is required to remove a director.

Art. V, Section 7 (“ExOfficio Directors”) adds a new category of director (to be nominated by the board and elected by the members) enabling a local government or relevant organization with knowledge and experience that will be helpful to the board to name a representative, such as a selectman from the Town of Stockbridge, to serve on the board with the right to vote and make motions; will not be counted in the quorum for board meetings.

Art. V, Section 8 (“Emeritus Directors”) adds a new category of former board members who have served with distinction and provided significant contribution to the SBA who can advise but not vote except on committees or task forces, where they will be able to vote; to be designated by the board to fill gaps in skills or experience.

Former Art. V, Section 6 (“Honorary Directors”) is eliminated as no longer necessary.

Art. VI (“Meetings of Board”), Section 2 (“Meeting”) provides for a minimum of three board meetings per year, and because of the increased size of the board, increases to five the number of directors needed to call an unscheduled board meeting.

Art. VI, Section 3 (“Notice of Meetings”) permits notice of board meetings by electronic mail.

Art. VI, Section 4 (“Presence through Communications Equipment”) provides for board, committee and task force meetings by telephone conference call.

Art. VI, Section 6 (“Action by Consent”) permits action by the board without a meeting if all voting directors consent.

Art. VII (“Officers”), Section 1 (“Officers”) deletes Second Vice-President as unnecessary, adds an Assistant Treasurer, and provides for two-years terms for continuity, with President, Assistant Treasurer and Clerk elected in even-numbered years, and Vice-President, Treasurer, and Secretary elected in odd-numbered years.

Art. VII, Section 4 (“President”) adds a provision that the President is ex-officio member of all committees and task forces.

Art. VII, Sections 6-8 (“Treasurer, Assistant Treasurer, Secretary”) update description of the duties of these officers.

Art. VIII (“Committees”), Section 1 (“Executive Committee”) provides for a smaller, more efficient “cabinet” comprised of officers only, with up to two additional directors to advise the President during intervals between board meetings.

Art. VIII, Section 2 (“Standing Committees and Task Forces”) changes the name of Nominating to Governance and Publications/Newsletter to Publicity and adds Annual Meeting along with Finance, Lake, Property and Trails, and Membership for six Standing Committees, and also changes “other committees” to “task forces” that expire when their work is done

Art. VIII, Section 3 (“Responsibilities of Committee and Task Force Chairs) provides that chairs prepare an annual budget and written report. Art. VIII, Section 3 (“Presence through Communications Equipment”) provides for meetings by telephone.

Art. VIII, Section 4 (“Action by Consent”) permits committees and task forces to take action by email by majority vote.

Former Articles X –XII are now Articles XI (“Corporate Seal”), XII (“Disposition of Assets”), and XIII (“Amendment of By-Laws”).

NEW Art. IX (“Real Property”) -former Art. ..., Sec. 4 (“Acquisition or Disposition of Real Estate”). Same as before except that “Real Property” is replaced by “Real Estate” and includes easements, and also requires a 2/3 vote of the directors as well as a 2/3 vote of the members before SBA property (as of now, Bullard Woods and the Island) or easements can be transferred (acquired, disposed, etc.).

Art. X (formerly Article IX) (“Personal Liability, Indemnification and Insurance”). Consistent with Massachusetts law, this Article strengthens the provision in the 2003 ByLaws by providing in a new Section 1 that directors, organization representatives and officers shall not be personally liable for any debt, liability of obligation of the SBA, and also assures that the SBA will obtain indemnification insurance to protect its directors, officers and agents from personal liability if any of them is sued by someone injured on or near the lake or SBA property and by someone who thinks a wrong has been committed by the SBA.

New Art. XII (“Disposition of Assets”) provides for disposition of assets if Laurel Hill Association is unable to accept them.

NOTE: If you have any questions about the proposed by-laws or would like additional clarification, please contact President Richard Seltzer (917-659-0800) (Richard@seltzer.org) or Patti Klein, Chair, Governance Task Force (917-913-2530)(pannklein@yahoo.com), preferably before August 1, 2016.

(Comparison of 2003 and proposed 2016 By-Laws enclosed).