

The KVVP Board of Directors, meeting in session on 23 April 2017, approved four changes to the KVVP ByLaws.

These four proposed changes must now be approved by the majority of KVVP members meeting in session at the annual KVVP meeting on 21 May 2017.

All four suggested ByLaws changes are found in [ARTICLE I. MEMBERSHIP AND BOARD OF DIRECTORS](#), Section [B. Board Terms and Actions](#), of the KVVP ByLaws.

If adopted, the following four proposed changes would be found in Version 2 of the KVVP ByLaws, effective 21 May 2017:

**Proposed ByLaws Change #1 – Paragraph 1, Changing BOD Member Term from 3 years to 2 years**

**RATIONALE:**

Having the term of KVVP Board members at 3 years has been perceived as being an impediment to KVVP members’ desiring to serve as Board members, as members may have a fear of committing to a three-year term for various reasons. Reducing the term of BOD members to two years may make it easier for members to accept the responsibility of becoming BOD members. The BOD members shall still be limited to serving on the BOD for six consecutive years, but as three consecutive 2-year terms rather than as two consecutive 3-year terms. Two BOD members leaving the BOD this term have cited this issue as a perceived detractor for BOD membership. The BOD agreed with this argument and proposes that KVVP membership accept this proposed change.

Current Language	Proposed Language
<p>1 Directors shall serve, without compensation, in staggered terms of <b>3 years</b> and for no more than 6 consecutive years. The initial Directors shall be dues paying members elected at the first meeting of the organization to be called by the incorporators named in the Articles of Incorporation in order to have a transition team of Directors with skill sets to help form the organization for all its purposes, with the transition Board to serve until the first annual meeting on May 4, 2014 at the African Zion Baptist Church in Malden, West Virginia, at 2:00 p.m. or at such other location, date or time as voted by the Board at least 30 days in advance, and specially noticed to all members. After the initial annual meeting, annual meetings shall be conducted in the months of April or May. For the Board elected at the initial annual meeting, three (3) Directors shall be elected for terms of one (1) year, three (3) shall be elected for terms of two (2) years, and for the remaining board membership there shall be one (1), two (2) or three (3) elected for a term or terms of three (3) years. After the initial election, all members shall serve for terms of three (3) years. The transition Board will have a nominating committee to propose members to be elected for certain terms at the initial annual meeting.</p>	<p>1 Directors shall serve, without compensation, in staggered terms of <b>2 years</b> and for no more than 6 consecutive years. The initial Directors shall be dues paying members elected at the first meeting of the organization to be called by the incorporators named in the Articles of Incorporation in order to have a transition team of Directors with skill sets to help form the organization for all its purposes, with the transition Board to serve until the first annual meeting on May 4, 2014 at the African Zion Baptist Church in Malden, West Virginia, at 2:00 p.m. or at such other location, date or time as voted by the Board at least 30 days in advance, and specially noticed to all members. After the initial annual meeting, annual meetings shall be conducted in the months of April or May. For the Board elected at the initial annual meeting, three (3) Directors shall be elected for terms of one (1) year, three (3) shall be elected for terms of two (2) years, and for the remaining board membership there shall be one (1), two (2) or three (3) elected for a term or terms of three (3) years. After the initial election, all members shall serve for terms of three (3) years. The transition Board will have a nominating committee to propose members to be elected for certain terms at the initial annual meeting.</p>

**Proposed ByLaws Change #2 – Paragraph 1, Removing the Section Pertaining to How BOD Members Are to be Selected During the Initial Years of Operation**

**RATIONALE:**

KVVP has been operational since 20 October 2013; therefore, the second portion of the paragraph, explaining how initial BOD members are to be elected and how subsequent BOD terms would be determined, is no longer necessary. Removing this (superfluous) section negates the otherwise needed change of “After the initial election, all members shall serve for terms of **three (3) years**” to “... shall serve for terms of **two (2) years**” near the end of the below paragraph. For historical preservation, the deleted language would remain in the KVVP Archives, in version 1 of the KVVP ByLaws. The BOD agreed with this argument and proposes that KVVP membership accept this proposed change.

Current Language	Proposed Language
<p>1 Directors shall serve, without compensation, in staggered terms of 3 years and for no more than 6 consecutive years. The initial Directors shall be dues paying members elected at the first meeting of the organization to be called by the incorporators named in the Articles of Incorporation in order to have a transition team of Directors with skill sets to help form the organization for all its purposes, with the transition</p>	<p>1 Directors shall serve, without compensation, in staggered terms of 3 years and for no more than 6 consecutive years. The initial Directors shall be dues paying members elected at the first meeting of the organization to be called by the incorporators named in the Articles of Incorporation in order to have a transition team of Directors with skill sets to help form the organization for all its purposes, with the transition</p>

<p>Board to serve until the first annual meeting on May 4, 2014 at the African Zion Baptist Church in Malden, West Virginia, at 2:00 p.m. or at such other location, date or time as voted by the Board at least 30 days in advance, and specially noticed to all members. After the initial annual meeting, annual meetings shall be conducted in the months of April or May. For the Board elected at the initial annual meeting, three (3) Directors shall be elected for terms of one (1) year, three (3) shall be elected for terms of two (2) years, and for the remaining board membership there shall be one (1), two (2) or three (3) elected for a term or terms of three (3) years. After the initial election, all members shall serve for terms of three (3) years. The transition Board will have a nominating committee to propose members to be elected for certain terms at the initial annual meeting.</p>	<p>Board to serve until the first annual meeting on May 4, 2014 at the African Zion Baptist Church in Malden, West Virginia, at 2:00 p.m. or at such other location, date or time as voted by the Board at least 30 days in advance, and specially noticed to all members. After the initial annual meeting, annual meetings shall be conducted in the months of April or May. For the Board elected at the initial annual meeting, three (3) Directors shall be elected for terms of one (1) year, three (3) shall be elected for terms of two (2) years, and for the remaining board membership there shall be one (1), two (2) or three (3) elected for a term or terms of three (3) years. After the initial election, all members shall serve for terms of three (3) years. The transition Board will have a nominating committee to propose members to be elected for certain terms at the initial annual meeting.</p>
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**Proposed ByLaws Change #3 – Paragraph 2, Changing the Time Allowed to Fill a BOD Vacancy from 30 Days to 90 Days**

**RATIONALE:**

On more than one occasion, the BOD has had difficulty in finding someone to volunteer to serve the remaining term of a BOD member who has resigned for various reasons. Allowing 90 days instead of 30 days for the BOD to fill a vacancy seems reasonable. The BOD agreed with this suggestion and proposes that KVVP membership accept this proposed change.

Current Language	Proposed Language
<p>2. A vacancy in an unexpired term of a Director shall be filled by vote of the Board within thirty (30) days of the vacancy, for the new Director to serve on the Board for a term which shall be the earlier of the end of the vacant term or the next annual meeting.</p>	<p>2. A vacancy in an unexpired term of a Director shall be filled by vote of the Board within thirty (30) ninety (90) days of the vacancy, for the new Director to serve on the Board for a term which shall be the earlier of the end of the vacant term or the next annual meeting.</p>

**Proposed ByLaws Change #4 – Changing How KVVP Membership Reviews / Approves Actions Taken by the BOD to Remove a Member**

**RATIONALE:**

Although this has not been an issue, as currently written, in some instances, the period between BOD action to remove a BOD member (or member) for cause and when the action is upheld / reviewed by / approved by general KVVP membership (and, hence, becomes effective) could be unacceptably long if the only time at which member review can be obtained is during an annual meeting. For example, the BOD may decide to remove a member for cause in September of a calendar year, but the action cannot be upheld until May of the following year, whenever the annual meeting is held. Changing "... at the next annual meeting ...." to "... by the membership ...." gives the BOD options to obtaining membership review / approval of the action, depending upon circumstances. Options include when the review is obtained (e.g., at the next annual meeting or in the next 30 days) and the means (e.g., paper or electronic ballot, telephone call, or emergency meeting) by which review is obtained. The BOD agreed with this suggestion and proposes that KVVP membership accept this proposed change.

Current Language	Proposed Language
<p>3. Directors may be removed by majority vote of the Board, subject to review at the next annual meeting, for a pattern of disruptive or abusive behavior, unethical, criminal or immoral behavior, harassment, official misconduct, incompetence, inappropriate financial matters past or present, and substantial neglect of duty, including more than two (2) consecutive unexcused absences from scheduled or noticed meetings of the Board or of the membership of the organization. A vote of 60% of the Directors present shall be needed for removal. The Board is also empowered to remove members on similar grounds, by a vote of 60% of the Directors present.</p>	<p>3. Directors may be removed by majority vote of the Board, subject to review at the next annual meeting by the membership, for a pattern of disruptive or abusive behavior, unethical, criminal or immoral behavior, harassment, official misconduct, incompetence, inappropriate financial matters past or present, and substantial neglect of duty, including more than two (2) consecutive unexcused absences from scheduled or noticed meetings of the Board or of the membership of the organization. A vote of 60% of the Directors present shall be needed for removal. The Board is also empowered to remove members on similar grounds, by a vote of 60% of the Directors present.</p>