

Summary of Proposed Amended and Restated Bylaws

The proposed amended and restated bylaws is the first comprehensive revision in more than 20 years. Since 1994, MdHS has been operating with bylaws that were amended four times, most recently in 2006. In September 2016, the board adopted Pathway to Preeminence, a strategic plan to guide its work until 2021. Inherent in the adoption of this plan was aligning the 23-year old bylaws with the plan so that the goals it encompassed could be met efficiently. In addition, the proposed bylaws also include provisions that are consistent with current best practices of non-profit cultural institutions. The Bylaws Revision Task Force was led by Vice President James Constable and included board members Clay Braswell, Richard Tilghman, Sandra Flax and Clinton Daly and non-profit consultant Stacey Boyer. The board of trustees voted its unanimous approval of this draft at its March 29, 2017, meeting and now seeks approval of the membership as is currently required to amend the bylaws.

Highlights of Changes

- Though they retain all other privileges and benefits (including an annual membership meeting), the authority to set policy (including amending the bylaws) and elect board members shall rest solely with the board of trustees.
- The size of the board is reduced from a maximum of 45 to 35.
- Trustees may serve a maximum of three three-year terms or nine years in the aggregate. A one-year hiatus is required between the second and third terms.
- Officers of the board are elected for two-year terms which must be served consistent with their terms as board members. Exceptions are that the Chair and First Vice Chair may complete their terms even if it means serving one additional year.
- The chief executive officer of the organization is known as the President and CEO, and the senior members of the board are known as the Chair and First Vice Chair respectively.
- A conflict of interest policy and a non-discrimination policy are added to the bylaws.
- A category of emeritus/a is added to board membership.
- An advisory council to the board is created.