

Item 3a – Electronic Meeting Bylaw Proposal

Proposed Modification to JCNA By-laws by Steven Weinstein, N.E. Regional Director.

The following proposal is made to allow the Board of Directors, the Executive Committee of the Board, and other JCNA committees, Regions and operating groups to conduct official JCNA business by way of telephone conference calls, email or “net-meetings”, as an alternative to face-to-face meetings. Because of the wide dispersion of members across North America, JCNA is hindered in conducting business where in-person meetings are required. With electronic meeting alternatives readily available and accessible to virtually all members, the use of such alternatives will allow JCNA to move into the 21st Century and facilitate more rapid action and more effective communication.

The proposal maintains the requirement for at least one “in-person” meeting per year for the Board, which would likely be in conjunction with the AGM. However, if these alternative forms of meeting prove to be effective, they may eliminate the need for a semi-annual meeting of the Board, thereby substantially reducing the financial and time commitment of persons interested in serving on the Board. It should be noted that the current by-laws require only one meeting of the Board per year, although the Board has for many years met twice, on a semi-annual basis.

In order to assure that the JCNA membership is fully informed of any meetings or actions of the Board, the Executive Committee or any committees or groups, the minutes of all meetings and the results of any action taken shall be posted on the JCNA website. The only exception to this rule would be, as currently exists, executive sessions of the Board or Executive Committee involving legal matters that require the maintenance of attorney-client privilege, which would not be posted or published.

Proposed Modifications to JCNA By-Laws
Article IV. Meetings, Sections 4 and 5 and new Section 10.
(Note: New language shown in italics)

Section 4. Board of Directors Meetings: Except as otherwise provided, meetings of the board of directors will be called by the president or board when necessary or suitable to the activities of JCNA. All meetings shall be held at such place *or in such manner as provided herein* as the board of directors ~~by resolution~~ shall determine. The board will meet no less than once per year. Special board meetings may be called by the president and shall be called by the president or other officer performing his duties upon the written request of six (6) directors. Notice of special board meetings shall be given by the secretary or other officer performing his duties, orally, by telegram, by electronic means, or by mail, not less than five (5) days before the meeting. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice before the meeting in writing. *Board meetings (other than the annual meeting which shall be held in person) may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the*

meeting is given to all Board members and a quorum of the Board participates in such meeting. The minutes of all Board meetings, except executive sessions, shall be published on the JCNA website.

Section 5. Executive Committee Meetings: The executive committee will meet at such times and locations as they may determine by vote or at the call of the president. *Executive committee meetings may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the meeting is given to all executive committee members and a quorum of the executive committee participates in such meeting. The minutes of all Executive Committee meetings, except executive sessions, shall be published on the JCNA website.*

Section 10. *The Board of Directors may authorize, by corporate policy, meetings of any or all JCNA committees, Regions or other operating groups to be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as determined by the Board to be appropriate. All such meetings shall be subject to any notice, quorum or other requirements as may exist under applicable corporate policy or rules governing such committee, Region or other operating group. Any official action taken and/or minutes of meetings by any committee, Region or other operating group shall be published on the JCNA website*