

ARTICLE V, Section 1. Proposed 2010 Bylaw change regarding Secretary

ARTICLE V. OFFICERS: ELECTION AND APPOINTMENTS

Section 1. Officers: The officers of JCNA shall be the president, vice-president, secretary and treasurer. The president and vice-president must be elected members of the board of directors. ~~The secretary must be a member of the board of directors.~~

The secretary must be a member in good standing of JCNA, and serve at the discretion of the board of directors, but not to exceed two years without review, with approval of a two-thirds vote of the Board of Directors, and shall be member of the board of directors.

The treasurer must be a member in good standing of JCNA, and serve at the discretion of the board of directors, but not to exceed ~~two~~ three years without review, with approval of a two-thirds vote of the Board of Directors, and shall be a member of the board of directors during such service.

Section 2. Election of Officers: Annually, by January 15th, or upon notification of being newly elected, each member of the board of Directors desiring to be considered for a JCNA officer position shall notify the Nominating Chair of his willingness to serve. Only elected Regional Directors are eligible to be nominated for President and Vice-president.

The Nominating Committee, annually, at least eight (8) weeks prior to the AGM, will prepare a list of one or more candidates each for ~~president, vice-president and secretary~~ president and vice-president and present it to the affiliates.

On the day of the AGM, the list of nominees will be presented to the delegates. Nominations of other Regional Directors may also be made from the floor. When all nominations have been made, the ~~three~~ two officers consisting of president and vice-president ~~and secretary~~ will be elected by majority vote of the delegates present in person or by proxy. The new board and officers shall take office upon completion of the business of the AGM.

Section 3. Powers and Duties of the President: The president shall be the chief executive officer of the corporation and shall, subject to the authority of the board of directors, have the management and direction of its business and affairs and of its officers and employees. The president shall preside at all meetings of the board of directors and members, and shall perform all the duties normally incident to the office, and shall have such other powers and duties as may from time to time be prescribed by the board.

Section 4. Powers and Duties of the Vice-President: The vice-president shall be the deputy chief executive of the corporation and shall, when authorized, assume and perform the duties of the president in the event that absence, death, inability or refusal of the president makes it impossible for said president to carry out the office's assigned duties. In so acting, the vice-president shall have all the powers and restrictions of the president. The vice-president shall generally assist the president and the board of directors in carrying out projects or policies of the corporation and shall perform or carry

out specific duties and projects as from time to time may be assigned by the president and the board.

Section 5. Powers and Duties of the Secretary: The secretary shall be appointed by the president and confirmed by a vote of the board of directors. The secretary shall attend all sessions of the board, executive committee meetings (when requested), and all meetings of the members including the annual general meeting and act as clerk thereof, record all votes and minutes of proceedings in a book to be kept for that purpose and furnish copies of all such minutes to the directors. However, as a member of the executive committee, unless the secretary is a regional director, the secretary shall not have voting rights on the executive committee. The secretary shall cause to be given notice of all meetings and shall perform such other duties as pertain to the office including carrying on correspondence as directed by the president and the board of directors and maintaining files of such correspondence.

Section 6. Powers and Duties of the Treasurer: The treasurer shall be appointed by the president and confirmed by a vote of the board of directors. The treasurer shall have the custody of all JCNA funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to JCNA, and shall deposit all moneys and other valuable effects in the name and to the credit of JCNA in such depositories as may be designated by the board of directors.

The treasurer will prepare the annual budget of JCNA and be responsible for monitoring the financial position of JCNA and preparing quarterly financial statements and reporting on these to the board and the membership, by mail and at the annual general meeting. The treasurer will prepare the annual financial statement and prepare or supervise preparation of Federal and other tax returns. The treasurer shall be responsible for reimbursing officers and directors of JCNA for expenses incurred on behalf of JCNA which are authorized or approved by the board.

Reasons:

Pros-This will provide the opportunity for the position of secretary to have continuity beyond the term limits of a director who is also secretary, much as the position of treasurer provides continuity over the years.

Cons-Currently the position of secretary, an elected delegate, is a voting member of the Executive Committee. An appointed secretary, who is not already an elected director, will not be on the Executive Committee.

The solution to the secretary, and legal counsel for that matter, would be for the positions of both the secretary and legal counsel to be on the Executive Committee as non-voting members. They would still be voting members of the JCNA Board of Directors.