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**Memorandum to Members of the Capital Area Greenbelt Association  
Regarding Bylaw Changes  
December 4, 2024**

**Bylaws Changes**

There are three changes that the board is proposing to the members for approval in the bylaws:

1. Voting rights of members and manner of voting
2. Adoption methods for substantive and nominal amendments to the bylaws
3. Addressing legal matters including definitions

**Voting Rights of Members and Manner of Voting**

Article IV of the bylaws, relating to membership, is proposed to be amended to make it compliant with the Pennsylvania Nonprofit Corporation Law (NPCL). This is accomplished by deleting the last sentence of Section 4, Annual Membership Assembly, and adding a new Section 5, Voting; Section 6, Voting by Proxy; Section 7, Consent of Members in Lieu of a Meeting; and Section 8, Electronic Meetings.

Specifically:

- The change to Section 4 deletes a provision regarding use of electronic means for the members to vote for Board members which is not compliant with NPCL.
- The new Section 5 gives specific guidance for member voting, which includes in person, by ballot, by mail, or by proxy. It also allows voting consistent with usual parliamentary rules, including voice vote, show of hands, or ballot, as well as use of electronic ballots by special action of the Board.
- The new Section 6 allows proxy voting by the membership, including related processes, notice, and rules.
- The new Section 7 provides a means for members to authorize an action in circumstances other than a meeting.
- The new Section 8 permits electronic meetings (e.g. Zoom, Teams) or for allowance (not requirement) to permit members to attend “live” meetings electronically, and specifies the conditions and logistics.

**Adoption Methods for Substantive and Nominal Amendments of the Bylaws**

Article XIV of the bylaws, relating to amendments, is proposed to be amended to grant the Board limited authority to amend the bylaws without submitting the amendment to the membership. Specifically, the proposal references the section of the Non-Profit Corporation Law that allows a non-profit Board to adopt bylaws amendments that do not impact members’ rights.

Examples of amendments the Board would be able to adopt without submitting to the membership include committee realignments, mailing address, and the like. Member action would still be required for anything substantively affecting member rights such as voting privileges, ownership of assets, and membership criteria.

The change would facilitate Bylaws updates that are typically nominal and/or ministerial; such changes could be done more timely and without having to pull the members into the process. Currently every bylaws change, however minor, must come to the membership and typically must wait until the annual meeting.

### **Addressing Legal Matters Including Definitions**

A new Article XV is proposed, which includes definitions of terms and provides common and routine legal requirements and clarifications such as establishment of administrative policies and bonding officers.