

Chesapeake & Ohio Canal Association

Bylaws Committee

David M. Johnson, chair
Christine Cerniglia
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Report to the Annual Meeting, 20 March 2021

Article IX specifies that the bylaws may be amended at any meeting of the membership of the Association by a two-thirds vote, provided that the text of the amendment has been published in the call to the meeting.

Four amendments have been proposed this year. They were included in the call to the annual meeting on page 6 of the December 2020 issue of *Along the Towpath* and are introduced as motions. The Board of Directors recommends that they be adopted by the membership of the Association.

A. DUES AND MEMBERSHIP CLASSES.

Proposed amendments: William Stewart has proposed two amendments to Article I.1 to change the method of setting dues rates and to create a new class of membership.

Currently, Article I.1 is as follows:

“Any person who is interested in the purposes of the Chesapeake and Ohio Canal Association and in the C&O Canal National Historical Park and the Potomac River Basin shall be eligible for one of the following classes of regular membership:

- A. Individual. Dues shall be fifteen dollars per year.
- B. Family, consisting of one or two adults, together with their dependent children, who reside in the same household. Dues shall be twenty dollars per year.
- C. Patron, consisting of individuals or families. Dues shall be twenty-five dollars per year.”

Mr. Stewart’s motion to change the method of setting dues rates:

MOTION 1: *To amend Article 1, section 1, by striking out the words “Dues shall be [x] dollars per year” in each of the three classes of membership, and adding the following: “The amount of dues for each class of membership shall be determined by the Board of Directors no later than the Board’s regular August meeting in the calendar year before the new amounts shall take effect.”*

Comment: Prior to the adoption of our current bylaws in 1999, the Association’s dues rates were set by the Board of Directors. The inclusion of dues rates in the bylaws means that an amendment must be adopted by the annual meeting to adjust them. (The current rates have been in effect since the mid-1990s, so the membership has never been called upon to vote on a change.) Since the majority of memberships are renewed before the annual meeting, the full financial benefit of an increase in dues rates under the present system would not be realized until the following year. If the authority to set the rates is returned to the board, the income benefit to the Association’s budget would be advanced by a year.

Mr. Stewart's motion to create a new membership class to Article I, section 1, following lines A, B, and C:

MOTION 2. *To amend Article I, section 1, by adding the following: "D. Commercial Sponsorship, for businesses and consisting of one or two named adults, together with their dependent children, who reside in the same household, and designated as the voting membership named by the sponsoring business for the term of membership. Such designation may be granted for a minimum of one year. Reasonable exceptions to this designation may be granted by the Membership Chair, at his or her sole discretion, upon written application of the sponsor."*

Comment: The proposal would create a new class of membership for commercial businesses. Mr. Stewart has stated that this would benefit the Association because it would generate income; the dues for this new class would be considerably higher, perhaps double the patron rate.

B. VIRTUAL MEETINGS:

Proposed amendments: The Bylaws Committee recommended that the Board of Directors propose amendments authorizing the board to call, under specified circumstances, virtual meetings in lieu of regular in-person annual membership and board meetings.

Article III describes the time and purposes of the Annual Meeting of the Association and special membership meetings. Article IV.3 provides the dates for regular board meetings, and for calling special board meetings.

The proposed amendments would allow virtual meetings to be held when necessary.

MOTION 3: *To amend Article III by inserting after Section 3: "The Board of Directors may order electronic or virtual sessions of the Annual Meeting or special membership meetings to be held when circumstances preclude holding a meeting where members would be at the same location. Such meetings must be conducted in a format in which all participants can hear and speak to each other at the same time."*

MOTION 4: *To amend Article IV, Section 3 by adding the following: "Upon order of the President, the Board may hold virtual meetings so long as all Board members have been given notice and all persons participating in the meeting are able to hear and speak to one another. Such participation shall constitute presence at the meeting."*

Comment: When the current bylaws were written, more than twenty years ago, no one had ever heard of conference calls and "Zoom" meetings. Thus, the 1999 bylaws made no provision for how to meet when everything is locked-down. The substitution of a conference call for the 2020 annual meeting and "Zoom" board meetings throughout the year were successful, though not sanctioned by our bylaws. The addition of these clauses is intended to correct this deficiency.