

**Proposed Amendment to the By-Laws of the Ontario Center for Performing Arts, Inc.**

Submitted to the OCPA Board 2/6/24, Final Edit 2/9/24

**Rationale: the change will**

1. Place the authority for the succession and election of board members exclusively with the existing current board members.
2. Authorize the board of directors to amend by-laws further as necessary and appropriate.
3. Reduce the minimum number of board members to 7 from current minimum of 12 members.

Strike the following clauses of the by-laws and replace as noted:

**ARTICLE II – ORGANIZATION****Section 1 Board of Directors****A. Seats on the BOD****ART II Section 1 A2:**

**STRIKE:** The number of seats on the BOD shall be seventeen (17). Fifteen (15) of these seats are to be filled through election by the membership at the Annual Meeting or at a designated general membership meeting.

**INSERT:** The number of seats on the BOD shall be seventeen (17). Fifteen (15) of these seats are to be filled through election by the current members of the Board.

**ART II Section 1 A5:**

**STRIKE:** There shall be a minimum of twelve (12) individuals serving on the BOD at any one time. These individuals must include the Officers of the BOD (see below) and the two (2) ex-officio members.

**INSERT:** There shall be a minimum of twelve (7) individuals serving on the BOD at any one time. These individuals shall include the Officers of the BOD (see below) and the two (2) ex-officio members.

**ART II Section 1 A6:**

**STRIKE:** If the membership of the BOD falls below 12, then the Executive Committee shall appoint new board members to bring the membership of the BOD to at least 12. The Executive Committee shall begin this process within two (2) weeks from the time that the membership of the BOD falls below 12.

**INSERT:** If the membership of the BOD falls below 7, then the Executive Committee shall appoint new board members to bring the membership of the BOD to at least 7. The Executive Committee shall begin this process within two (2) weeks from the time that the membership of the BOD falls below 7. Appointment(s) to the vacancies necessary to reach the minimum of 7 directors shall be completed within 90 days from the time that the board membership fell below the minimum.

**Section 2 Powers and Duties of the Board of Directors****ART II Section 2 A**

**STRIKE:** All corporate powers shall be exercised by the BOD as the duly elected representatives of the membership, except as otherwise expressly provided by law, the Certificate of Incorporation, or these By-Laws.

**INSERT:** All corporate powers shall be exercised by the BOD as the duly authorized representatives of the corporation, except as otherwise expressly provided by law, the Certificate of Incorporation, or these By-Laws.

**ART II Section 2 B:** The duties of the BOD shall include, but not be limited to, the following:

**STRIKE:** 2. To transact necessary business in the time between membership meetings.

3. To create and/or approve standing committees, including the Nominating Committee, from within its own membership.

**INSERT:** 2. To transact necessary business.

3. To create and/or approve standing committees, including the Nominating Committee to propose and vet candidates for election to the board directors.

**ART II Section 3C:** Election and Removal of Members of the Board of Directors.

**STRIKE:** C. Upon ratification by the Executive Committee, the Nominating Committee shall present a slate of candidates to the membership. If the slate does not win at least a simple majority, then each individual on the slate shall be voted on by secret ballot.

**INSERT:** C. Upon ratification by the Executive Committee, the Nominating Committee shall present a slate of candidates to the full board of directors for election / ratification. If the slate does not win at least a simple majority, then each individual on the slate shall be voted on by secret ballot.