The ANNA Board of Directors is proposing revisions to ANNA’s Constitution and Bylaws. Two proposed changes will be submitted to ANNA members for a vote along with the election ballot in December 2011.

1. Proposed New Article

Proposed Amendment:

Article XI: Dissolution

In the event of dissolution of ANNA, the net assets of the corporation shall be applied and all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made for resolution of same.

Thereafter, the Board of Directors of ANNA shall decide upon a plan of dissolution in accordance with N.J.S.A. 15A:12-8. The assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic, or scientific purposes as shall at such time possess tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any succeeding law of the United States of America.

Rationale:

ANNA was incorporated in 1976 in the state of New Jersey. At the time of formation, there was no requirement for a nonprofit association to include in its bylaws the process for how remaining assets would be distributed if the association were to dissolve. This situation is already covered by New Jersey state law where nonprofit associations are required to distribute any remaining balances to another nonprofit organization to be selected by the Board of Directors at the time of dissolution.

While there is no legal requirement for an established organization like ANNA to add a dissolution clause to its bylaws, ANNA’s attorney has advised the association to consider adding such a clause. The suggested amendment is consistent with the laws of the state of New Jersey as well as acceptable to the Internal Revenue Service if a dissolution should ever occur.

The Board of Directors feels that dissolution of ANNA is a very remote possibility and will likely never occur. However, based upon the attorney’s advice, the Board agrees that it makes good business sense to bring ANNA’s bylaws up to current association law standards.

2. Proposed Amendment to Article XI

Current Bylaw:

Article XI. Amendment of the Constitution / Bylaws

(Note: this Article would change to become Article XII if the previous amendment regarding Dissolution is approved by the membership.)

The Constitution and Bylaws may be amended by a 2/3 affirmative vote of ballots returned by the membership. The voting process will follow the same rules for the election of officers (ARTICLE IV, Section B) except that amendments to the Bylaws may be proposed independently of the election as deemed necessary by the Board of Directors.

Proposed Amendment:

Article XI. Amendment of the Constitution / Bylaws

Section A. Membership Vote

The Constitution and Bylaws may be amended by a 2/3 affirmative vote of ballots returned by the membership. The voting process will follow the same rules for the election of officers (ARTICLE IV, Section B) except that amendments to the Bylaws may be proposed independently of the election as deemed necessary by the Board of Directors.

Section B. Technical Changes

Technical corrections to the Bylaws may be made by unanimous vote of the Board of Directors. Technical corrections include grammar, punctuation, and changes to provide consistency in language.

Rationale:

On occasion, minor changes to grammar, punctuation, and/or consistency in language are required within the body of the Constitution/Bylaws. Currently, all changes are required to go to the full membership for a vote before they can be made. Passage of this amendment, specifically the addition of “Section B. Technical Changes,” will enable the Board of Directors to make these changes.

For example, a minor change has been suggested in a section of the bylaws that discusses membership. It currently states: “Any member of the Association is a member of the geographical region where his chapter of choice is located.” A suggestion has been made to change the language to replace “his” with “his/her.” If this proposed amendment is approved, the Board of Directors would be enabled to make minor changes like this with a unanimous Board vote without a full membership vote. The Board of Directors believes this is a common sense approach to help us keep our documents up-to-date.