

**Proposed Amendment to BPRA By-Laws
as recommended by the Governing Documents Committee 9/28/23
and approved by the Board of Trustees 10/3/23
for consideration at the Annual General Membership meeting 11/16/23**

Amend Article XII, Section 1 of the BPRA By-Laws by:

(1) Replacing:

The Board of Trustees shall have power

with:

The Board of Trustees shall have the authority

(2) Adding new subsections (f) and (g) to read as follows:

The Board of Trustees shall have the authority:

...

- (f) To adopt and publish rules and regulations governing and authorizing the use of video conference or other electronic means to conduct meetings of the Board, the membership, and/or committees.
 - (1) If a meeting is conducted by video conference or other electronic means, the equipment or system used must permit any Board member, Association member, or committee member in attendance to hear and be heard by all others in attendance at the meeting.
 - (2) The inability of a Board member, Association member, or committee member to join a meeting due to technical difficulties with the member's telephone, computer, or other electronic device does not invalidate the meeting or any action taken at the meeting.
 - (3) A link or instructions on how to access the meeting by video conference or other electronic means shall be included in the notice of the meeting.

- (g) To adopt and publish rules and regulations governing and authorizing the use of voting by mail for meetings of the membership. Any ballots authorized by these rules and regulations must be included in the notice of the meeting. The rules and regulations adopted by the Board:
 - (1) May authorize ballots to be hand delivered, delivered by the United States Postal Service, and/or delivered by any commercially available means.
 - (2) Shall specify the deadline for return of ballots. The deadline for return of ballots shall be not later than 24 hours after the conclusion of the meeting.
 - (3) May be applied to election of Trustees, amendments to the By-Laws, and/or other votes that can be taken at meetings of the membership.

- (4) Shall specify that no ballots shall be opened or counted before the deadline has passed for receipt of all ballots.