**Requested changes to Draft By-Laws of the proposed Evergreen corporation**

**Section 3:15 Actions By Board Without A Meeting**

Under the draft bylaws all decisions must be taken in a meeting, or otherwise the only mechanism is by unanimous written consent. The bylaws are silent as to whether email constitutes proper written consent. We would like to make this looser so that a majority of the board can vote by email without a meeting.

**Section 4:1 Executive Committee**

We would like the minimum number of members to be raised to three.

**Section 4:2 The Finance Committee.**

This says that any major change in the budget must be approved by the Board. This is vague and is silent as to materiality. We would like language requiring board approval for a 10% or greater change in total budget.

**Section 4:5 Meetings of Committees.**

We want to amend this to permit the use email for notice.

**Section 4 generally.**

We would like to add a provision for a formal Standing Conference Committee that does not require a board member assigned to it, but is created by the board. This committee is charged with performance of the annual Evergreen conference, including control of the conference budget following budget approval by the board. This committee should be free to act on behalf of the board without further approval except in cases where the budget would be effected by an increase of 10% or greater.

**Section 5:1 Officers.**

The bylaws don't permit the President and Vice Chairman to be the same person, which is I'm sure consistent with state law, but some states require that the president and treasurer not be the same person, so that there is some level of fiscal controls. We want to add that same separation between Treasurer and President.

**Section 6:2 Fiscal Year**

We want to let the board fix the fiscal year, with it initially as the calendar year.

**Section 6:9 Executive Director**

We would like to expand this section for the potential hire of more than just and ED. Along the lines of, "[...] or other employees as the Board deems necessary to accomplish the mission of the corporation." The name of the section might also need to change due to this.

**Section 6:11 Books and Records**

We would like to delete "(c) demonstrate a direct connection between the purpose for inspection and the requested records." We don't understand why a Director should have to explain why they want to see the records. It seems like an unnecessary bar - Directors should be engaged with the corporation.

**Section 6:12 Indemnification and Liability of Directors and Officers**

We would like to adjust the indemnity such that good faith is presumed rather than assigned by the consent of the board, and that a two thirds (2/3) majority vote of the board is required to determine that any potentially indemnified individual was not acting in good faith.

**Throughout**

Finally, throughout, we wish to make the bylaws gender neutral (rather than his or hers, he or she etc).