

Proposed By-Laws Revision

Copy provided of current By-Laws with proposed changes:

ARTICLE VI

ORGANIZATIONAL STRUCTURE

6.1 The organizational structure of the Corporation consists of ~~Regions~~, Special Interest Groups, a Board of Directors, and staff. To achieve the objectives of the Corporation, the Board of Directors may at its discretion establish other organizational units to serve the interests of its members and/or the storytelling community. The Board of Directors shall exercise authority over policies of all organizational units, unless these are otherwise stated in these Bylaws. Policies for all organizational units shall conform to policies of the Corporation as established and interpreted by the Board of Directors.

~~6.2 There shall be no fewer than seven (7) Regions designated by the Board using primarily geographic proximity and population centers as criteria. Regional boundaries may be reviewed periodically by the Board of Directors either as changes in membership dictate or at the request of the affected Region. Each geographic Region shall be represented on the Board by one Regional Director elected by the members of that region.~~

Rationale: The restructuring of NSN leadership removes regional directors and regions and replaces that with leadership by the SIGS, because the regional structure does not accurately represent storytelling in a digital age.

6.3 The purpose of Special Interest Groups ("SIG") is to assist groups of the Corporation's members in communicating about and promoting specific aspects of storytelling.

(a) Special Interest Groups are parts of the Corporation, covered by the Corporation's non-profit status and supported by its broad network.

(b) ~~Thirty~~ **Twenty** or more members may, by signed petition to the Board of Directors, request the formation of a SIG.

(c) The representative chosen by each SiG shall serve as a member of the Board of Directors. The SIG leaders are charged with coordinating their SIG programs, as well as developing NSN programming for the membership.

(d) All financial affairs of SIGs shall be administered by the NSN Board member selected for oversight Chairperson of the Finance Committee ~~Executive~~

Rationale: For (b and c) The revision explains the process of who will represent each SIG and what their duties include.

Rationale: For (d) We no longer have an Executive Director and therefore need to change the person who oversees the financial status of the SIGS to a member of the NSN Board.

~~Director or other designated staff member~~, in accordance with overall Society financial procedures.

(e) SIG budgets for the upcoming fiscal year must be submitted to the Board of Directors, through the Executive Director or other designated staff member, as set forth in SIG policy.

(f) Each SIG shall submit a written annual report of its activities for the year to the Board of Directors as set forth in SIG policy.

(g) The Board of Directors may revoke a SIG's official status under the under the following circumstances:

(1) If the SIG requests disbanding, the Board will immediately comply.

(2) If the SIG fails to submit an annual report or an annual budget, or fails to hold an annual meeting or maintain 20 30 members for two consecutive years, the Corporation's Board will give the SIG six months' notice to correct the situation and comply with the Corporation's policies or action and if this is not done, the Board may disband the SIG.

(3) If, in the opinion of the Board, SIG activities jeopardize the legal or financial status of the Corporation or if the SIG no longer supports the mission of the Corporation, the Board may vote to disband the SIG. Upon receipt of written notification of this decision, the SIG may submit an appeal to the Board which will act on the appeal within 60 days.

Whenever a SIG is disbanded for any reason, the Corporation will send notice to the general membership. All financial assets of a disbanded SIG remain with the Corporation

Rationale for (g) 2: The NSN Broad recommended the threshold to form a SIG be changed from 30 members to 20 members.

ARTICLE VII

BOARD OF DIRECTORS

7.1 Qualifications. Members of the Board of Directors of the Corporation (the Board or Board of Directors) must be Members of the Corporation and need not be residents of the State of Missouri. Directors must be of legal age.

7.2 Number. The Board of Directors shall have no fewer than ten and no more than twenty members. The number may be changed by the affirmative vote of 2/3 of board members.

7.3 Nominations. Whenever the position of a Director is to be filled, other than the position of an Appointed Director (as such term is defined below), the Members who will be qualified to vote in the election of the Director shall nominate candidates for the position to the Nominating Committee.

~~appropriate Regional Committee. The Regional Committee shall submit to the Secretary of the Corporation the names of the two persons who have received the greatest number of nominations in the region and who meet the qualifications necessary to serve, and agree to serve if elected, as a Director. These two persons shall be the candidates for the position of Director from that Region. In the event that the regional committee fails to submit the names of at least two qualified candidates, two qualified candidates who are residents of the Region in question shall be ascertained by the Board Development Committee, and their names shall be submitted to the Secretary. In the event that neither the regional committee nor the Board Development Committee is able to submit the name of more than one qualified candidate, that candidate may be elected by the written vote of two-thirds of the sitting regional state liaisons. In the event the incumbent is the only name submitted, it would stand with the approval of the Board of Directors.~~

7.4 Election. Directors shall be chosen in accordance with these Bylaws.

~~(a) No fewer than seven Directors shall be elected by the membership residing in the Geographical Regions (Regions), as such Regions are defined by the Board and~~

indicated in Exhibit A, attached hereto, with one Director elected by the Members residing in each Region (the Regional Directors);

(a) The Board of Directors shall consist of one representative from each of the existing Special Interest Groups. Existing groups include: ~~Storytelling and Healing, Kamishibai Storytelling, Producers and Organizers, Storytelling in Organizations, and Youth and Educators in Storytelling.~~ SIG representatives that serve on the Board of Directors are determined by membership of that SIG and shall serve a 3 year term.

~~(b) Additional SIG representatives shall be chosen once new SIGS are established. Possible new SIGS include Traditional Storytelling, Digital Storytelling, Environmental Storytelling, Sacred Storytelling, Regional Tellers, and National Association of Black Storytellers.~~

Rationale: We need to delete the references to Regional Directors to reflect accurately the restructuring of the organization and then add the sections that specify that representatives from the SIGs will serve as Board Members. Additionally, since we drafted these revisions, the Storytelling and Healing SIG has become independent of NSN and the Kamishibai SIG has indicated that they do not have the required number of members for a SIG and are in the interest building phase of their existence. We removed the list of possible new SIGS and just left the initial statement for (b) so as not to require a By-laws change each time a new SIG is added.

(b) No fewer than three Directors shall be appointed by the two-thirds (2/3) affirmative vote of the Board of Directors following recommendation ~~to the Board by the Board Development Committee~~ **by the Nominating Committee** ~~to the Board by the Board Development Committee (the Appointed Directors).~~

Rationale for 7.4 (b) change: The Nominating Committee replaces the Board Development Committee.

7.5 Term. All terms of service shall begin on January 1 and shall extend for three years. The terms of service shall be staggered among the Directors, however, so that, as nearly as possible, one-third (1/3) of the Directors' terms shall expire each year.

(a) No Director shall serve continuously as a Director for more than two terms of office. A term of office means service for a period equal to or greater than 50% of a three-year term.

(b) Any person who has served as a Director may not, after leaving office, serve as a Director during a period equal to the length of time for which that person most recently served as a Director.

7.6 Powers. The Board of Directors shall have those powers provided under the laws of the State of Missouri.

7.7 Duties. The duties of the Board of Directors shall be as follows:

(a) The Directors shall establish the policies of the Corporation;

(b) The Directors shall receive the recommendations of the Corporation's officers and staff, and of committees;

(c) The Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(d) They shall elect, prescribe the duties of, and fix the compensation of the President, Secretary, and Treasurer of the Corporation;

(e) They shall meet at such times and places as required or allowed by these

Bylaws; and

(f) They shall register their addresses with the Secretary of the Corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

7.8 Vacancies on the Board. Any vacancy that occurs on the Board may be filled by a majority vote of the Directors then in office, and the newly selected Director shall serve for the remainder of the unexpired term.

7.9 Compensation. Directors shall serve without compensation, but they may be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

7.10 Voting. Each Member of the Board shall be entitled to one vote.

7.11 Chairperson of the Board. ~~The Chairperson of the Board shall be elected annually by the Board of Directors.~~ The Chairperson shall preside at meetings of the Members of the Corporation and at meetings of the Board of Directors and shall serve as the Chairperson of the Executive Committee. **The Chairperson advances to this position during the final year of the three year term.**

7.12 Vice-Chairperson of the Board. ~~The Vice-Chairperson of the Board shall also be elected annually by the Board of Directors~~ and shall assume the functions of the Chairperson, unless the Chairperson designates another person to do so, (a) when the Chairperson has assigned these functions to the Vice-Chairperson, or (b) when the Chairperson is unable to perform his or her functions. **The Vice-Chairperson elect coordinates all programming efforts. The Vice-Chairperson advances to this position during the second year of the three year term on the board.**

7.13 Vice-Chairperson Elect shall be elected annually by the membership and shall focus on managing committee assignments during the first year of the three year term.

7.13 Secretary of the Board. The Secretary of the Board shall also be elected annually by the Board of Directors and shall (a) keep the minutes of the meetings of the Executive Committee, (b) distribute to the Board of Directors the minutes of Board, Executive Committee, and committee meetings, (c) attend all meetings of the Board of Directors and record all the proceedings of such meetings in a book to be kept for that purpose, and (d) maintain the Corporation's policy book.

7.14 Chairperson of the Finance Committee. The Chairperson of the Finance Committee shall be elected annually by the Board of Directors. The Chairperson shall prepare an annual report, the results of the annual audit, and an annual budget in consultation with the designated staff.

7.15 Digital/Technical Specialist. The Digital/Technical Specialist shall be appointed by the Chair of the Board.

7.16 Publications Manager. The Publications Manager will oversee all digital or print publications created by the National Storytelling Network and shall be appointed by the Chair of the Board.

7.17 Volunteer Coordinator. A Volunteer Coordinator shall be elected annually by the Board of Directors. The Volunteer Coordinator will work with NSN volunteers to manage organizational initiatives.

~~7.15~~ 7.18 Resignation of Director. A Director may resign his or her position by delivering a letter of resignation to the Chairperson of the Board, with a copy to the Secretary of the Corporation. Such resignation shall be effective when delivered to the Chairperson of the Board, unless the resignation specifies some later effective time.

~~7.16~~ 7.19 Removal of Director.

(a) A member of the Board of Directors who misses more than 50 percent of board meetings during the year two (2) consecutive meetings may be asked to resign.

(b) Any director may be removed from office, with or without cause, at any time by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors then in office.

Rationale: For sections 7:11, 7:12 and 7:13, the revisions implement a system of election and succession to the role of Board Chair. Once this procedure is established, the Vice Chair-Elect, and the Vice Chair will automatically move to the next position. The election of the Vice Chair-elect by the membership sets this procedure in motion.

For Sections 7.15, 7.16, 7.17, the additions define three new appointed positions

For sections 7.18 and 7.19, renumbering is required because of the additions and in the case of 7.19 the proposed revision would change the attendance requirement. Since 2015 when the current by-laws were adopted, the frequency and the delivery format of board meetings has changed. On any given Saturday, board members have additional obligations (often to do with storytelling) that prevent their attendance. Changing the attendance requirement to a certain percentage (50%) seems a more reasonable requirement.

ARTICLE VIII

DIRECTOR MEETINGS

8.1 Meetings of Board and Committees.

(a) The Board of Directors shall meet at least twice per year, at such times and places as are designated by the Board of Directors. Board meetings may be in person or in an online meeting format

(b) By resolution, the Board of Directors may establish a date or dates on which such regular meetings of the Board of Directors or any committee shall be held. A committee of the Board of Directors may meet on the dates so established or, if none, on the date set at its previous meetings or when earlier called by its chairperson or by a majority of its Members. Special meetings of the Board may be called at any time by the Chairperson of the Board, or by written request of a majority of the Directors then in office.

8.2 Notice Requirements. Notice of any special meeting, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication, not less than five (5) days before the meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by the Board of Directors.

Meetings may also be held at any time without notice if all Directors are present or if those not present waive notice in writing. Neither the business to be transacted during, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice, except as required by law.

8.3 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the Board of Directors or any committee of the Board of Directors is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

8.4 Presumption of Assent.

(a) Any Director who is not present at a meeting of the Board of Directors when corporate action is taken shall not be presumed to assent to such action.

(b) a Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) The Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting;

(2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

8.5 Quorum. At all meetings of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the voting membership of a committee of the Board of Directors shall be required for the transaction of business by the committee. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies an action of the Corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

8.6 Voting. Except as otherwise provided by these Bylaws or by other legal authority, the vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Board of Directors or any committee. Directors may not vote by proxy.

8.7 Action by Consent. In order to permit efficient, unanimous action by the Board, Directors may take, without a meeting, any action which they are required or permitted to take by signing a written consent, setting forth the action so taken, and delivering such consent to the Chairman of the Board of Directors. Such consent must be signed by all of the Directors. The consent may be signed in any number of counterparts, however, which, taken together, shall comprise one document. A signed consent transmitted to the Chairman via facsimile shall be valid.

8.8 ~~Telephone~~ **Online** Meetings. Participation by Members of the Board of Directors or any

committee designated by the Board in any meeting of the board or committee shall be permitted by means of conference ~~through electronic conferencing telephone or similar communications equipment~~ by means of which all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this Section 8.8 shall constitute presence of such person at such meeting. The Directors shall be promptly furnished a copy of the minutes of the meeting held under this paragraph.

8.9 Conduct of Meetings.

(a) Meetings of the Board of Directors shall be presided over by the

Chairperson of the Board or, if the Chairperson is not present, by the Vice-Chairperson, or, if the Vice-Chairperson is not present, **by the Vice Chair-Elect**, by the Secretary of the Board, or if the Secretary of the Board is not present, by the Chairperson of the Finance Committee.

(b) The Secretary of the Board shall act as secretary of all meetings of the Board. In the case of his or her serving as presiding officer, another person shall be designated as secretary.

(c) Meetings of the Board shall be conducted according to equitable and orderly procedures.

(d) The Board may appoint, by majority vote, a person who is or is not a Director to serve as Parliamentarian of any meeting of the Board. Such appointment shall be for a period no longer than the duration of the meeting (and adjournments therefrom) at which the appointment is made.

(e) A meeting agenda, listing all known items which will come before the Board, shall be provided to each Board member at least five calendar days before a Board meeting.

8.10 Attendance. Any Member of the Board failing to attend **more than 50 percent of** ~~two consecutive~~ regular meetings of the Board of Directors may be removed by a 2/3 majority affirmative vote of the Members of the Board.

8.11 Non-liability of Directors. The liability of Directors is limited or eliminated as provided in the Charter of the Corporation.

Rationale: Revisions reflect the change to online rather than in-person board meetings. Section 8.9 addition also adds the procedure to follow when the vice-chair cannot attend and who would conduct the meeting. Section 8.10 reflects the percentage change the revision of 7.19.

ARTICLE IX

COMMITTEES

9.1 Committees. Subject to the provisions contained in Section 9.2, the Board of Directors, by resolution adopted by a majority of all Directors then in office, may establish any committee and may delegate to such committee all such authority of the Board of Directors that the Board deems desirable.

(a) Except as provided elsewhere in these Bylaws, the Chairperson of the Board of Directors shall, with the confirmation of the Board of Directors, appoint Members of

committees, which Members may be Directors of the Corporation, non-Director Members of the Corporation in good standing, or other persons; provided, however, that a person who is not a Member of the Corporation may only serve as a non-voting member of a committee.

(b) Except as provided elsewhere in these Bylaws, the Chairperson of the Board of Directors shall determine the Chairperson of each committee, and the confirmation of the Board of Directors of such determination shall not be required.

(c) All committees shall report any actions taken to the meeting of the Board of Directors next following the taking of such action, unless the Board of Directors otherwise requires.

(d) The Board of Directors may designate one or more Director or non-Director Members of the Corporation as alternate Members of any committee, who may replace any absent Member or Members at any meeting of the committee.

(e) Any committee may be dissolved by a resolution adopted by a majority of all Directors then in office. Any Member or alternate Member of any committee may be removed from the committee or as an alternate Member of the committee by resolution adopted by a majority of all Directors then in office.

(f) So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of committees. Meetings of committees shall be conducted according to equitable and orderly procedures. All committees shall record minutes of each meeting and shall deliver a copy of these minutes to the Executive Director or designated staff member within one week of the conclusion of the meeting.

(g) Neither the establishment of any committee nor the delegation thereto of any portion of the authority of the Board of Directors shall relieve any Director of any responsibility imposed by law.

9.2 Standing Committees. Standing Committees, identified in this Section 9.2, are subject to the provisions of Section 9.1 of these Bylaws, except where those provisions conflict with the provisions of this Section 9.2, in which case the provisions of this Section 9.2 shall prevail

a) Executive Committee:

(1) If the Board establishes an Executive Committee, under the procedures described in Section 9.1 of these Bylaws, then the committee shall be composed of at least the following persons from the Board of Directors, unless the Board of Directors resolves otherwise: (i) The Chairperson of the Board of Directors, who shall also serve as the Chairperson of the Executive Committee; (ii) the Vice-Chairperson of the Board of Directors; (iii) The Vice-Chair Elect (iv) the Secretary of the Board; (v) the Chairperson of the Finance Committee, if such committee exists; (vi) a Member (of the Board) at Large; and (vi) the Chair of the Board Development Committee if not included among the previous members (vii) the appointed Volunteer Coordinator and the appointed digital/technical specialist and the appointed Publication Editor.

(2) The Executive Committee shall exercise all powers of the Board during intervals between meetings of the Board of Directors, within the provisions of these Bylaws. All actions of the Executive Committee shall be reported to the Board of Directors by the next meeting of the Board and ratified by the Board at that meeting.

(b) Finance Committee: The Finance shall be composed of at least two Members of the Board of Directors. The Chairperson of the committee shall be elected by a

majority vote of the Board of Directors. The committee shall have such responsibilities as are assigned to it by the Board of Directors

(c) Nominating Committee. The Nominating Committee shall be composed at least one member of the board of directors and 4 NSN members. The committee shall be in charge of developing a list of nominations for the Executive Committee.

(d) The Oracle Awards Committee. The Oracle Awards Committee shall be composed of at least 3 NSN members charged with reviewing nominations and choosing award winners annually.

(f) The Grants Committee. The Grants Committee shall be composed of at least 3 NSN members and is charged with reviewing and awarding grants and overseeing the Sponsored Member Program.

(g) The By-Laws Committee. The By-Laws Committee shall be composed of at least 3 NSN members and is charged with reviewing the By-Laws annually and recommending amendments to be considered at the annual NSN meeting.

(h) The Fundraising committee. The Fundraising Committee is composed of one NSN Board member and 2 NSN members and is charged with designing fundraising efforts.

(i) Membership committee. The Membership committee is composed of one NSN Board member and 2 NSN members and is charged with recruiting new members.

(j) Events committee. The Events Committee is composed of one NSN Board member and 2 NSN members and is charged with proposing and planning events sponsored by NSN.

Rationale: For changes to Article IX, language has been added to reflect the new appointed positions to the board, as well as the office of vice-chair elect. The additions of (c), (d), (e), (f), (g), (h), (i), and (j) codify the importance of these 7 committees. The Nominating Committee will be essential in restructuring the current organizational leadership. The Awards Committees should continue based on member response and the By-Laws committee should be established as an ongoing committee, rather than a task force, as by-law changes need to be facilitated in an efficient and timely manner. Adding the Fundraising Committee, the Membership Committee and the Events Committee will insure the ongoing viability of NSN. Please note mention of the Board Development Committee was removed from this section as a standing committee since the Nominating Committee fulfills that role.

ARTICLE X

OFFICERS

10.1 Number. The officers of the Corporation shall be a ~~President, Chair, Vice Chair, and Vice Chair-elect~~, a Secretary, and a Treasurer. In addition, there may be such other officers as the Board of Directors may deem necessary.

10.2 Term of Office. The officers shall be chosen annually by the ~~Board of Directors~~ **membership, at the general meeting of the membership,** ~~at the last meeting of the Board in each calendar year, or as soon thereafter as is conveniently possible.~~ Newly elected officers shall take office on January 1 of the year following their election. The ~~Chair President~~, the Secretary, and the Treasurer shall serve until their successors shall

have been chosen and qualified, or until their death, resignation, or removal.

10.3 Removal and Resignation. Any officer may be removed from office, with or without cause, at any time by the affirmative vote of a two-third (2/3) majority of the Board of Directors then in office. Any officer may resign upon giving written notice to the Board of Directors.

10.4 Vacancies. Any vacancy in an office from any cause may be filled for the unexpired portions of the term by the Board of Directors.

10.5 Duties.

(a) ~~President~~ **Chair**. The Chair shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts, or other instruments of the Corporation as authorized by the Board of Directors, shall make quarterly, written reports to the Board of Directors, and shall perform such other duties as are incident to the office or are properly required by the Board of Directors. **The Chair may choose to authorize other officers to sign official documents.**

(b) Secretary of the Corporation. The Secretary of the Corporation shall give or cause to be given notice of all meetings of the Board of Directors when required and shall perform such other duties as may be prescribed by the Board of Directors or ~~President~~. **Chair**. The Secretary of the Corporation shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The office of Secretary of the Corporation may never be held, simultaneously, by the same person who holds the title of ~~President~~. **Chair**.

(c) Treasurer. The Treasurer, who shall also hold the title of Chief Financial Officer or such other title as the Board of Directors shall designate, and shall report directly to the Board of Directors, shall have access to records of the corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements to be kept in legal account book belonging to the Corporation, and shall be notified of the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be selected, with the approval of the board, by the ~~President~~, **Chair**, the Treasurer of the Corporation and the Finance Committee Chairperson of the Board of Directors. The Treasurer shall be notified of the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, receiving copies of proper vouchers for such disbursements, and shall render to the **Chair** ~~President~~ and the Board of Directors at its regular meetings, or when the Board of Directors so require, an account of the financial condition of the Corporation.

(d) Subordinate Officers. All other officers appointed by the Board of Directors shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions adopted from time to time.

(e) Absence or Disability. In the case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act in such officer's place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of such officer to any other officer, or any Director, or any other person whom it may select.

10.6 Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors.

Rationale: Allowing membership to vote for officers gives the members a voice in choosing the leadership. The language within this article has been revised to accurately reflect the titles of the officers as specified in Article 7.

ARTICLE XV

AMENDMENT OF THE BYLAWS BY THE BOARD OF DIRECTORS

15.1 Amendment by the Board. Amendment of these Bylaws by the Board of Directors shall require the affirmative vote of a two-thirds (2/3) majority of the Board of Directors then in office. Proposed amendments to the Bylaws shall be provided in writing to the ~~Board of Directors~~ **By-laws Committee** a minimum of 30 days prior to the board meeting at which they will be voted upon. The members shall be informed of the action through ~~the (1) Storytelling Magazine or (2) public electronic postings in a timely manner. However, the Members, in approving or repealing a particular bylaw, may provide expressly that the Board may not amend or appeal that bylaw.~~

15.2 Amendment by the Members. Amendment of these Bylaws by the Members shall require the affirmative vote of either (1) two-thirds (2/3) of the votes cast, or (2) a majority of all Members, whichever is less. A proposed amendment of the Bylaws may be brought by a Member before an annual or special meeting of Members **and should have been submitted to the By-Laws Committee at least 30 days prior to the special meeting.**

Rationale: The strikethrough removes mention of Storytelling Magazine which no longer exists and the final statement in 15.1 which is unclear and confusing. Specifying the procedure for 15.1 and 15.2 allows the membership to propose Bylaws changes but also relies on the Bylaws Committee to oversee the proposed changes.