



The Old Guard Association

P.O. Box 1785
Fort Myer, VA 22211-1785



Proposal to Amend Bylaws

Re: Article VI, Section 4 (New), Meetings

Background

Article VI of the Association Bylaws prescribes the type, frequency and format of meetings to be conducted by the Association as business as usual. Section 1 of the Article describes periodic meetings of the Board of Directors; Section 2 dictates that a general membership meeting be held each year at the annual reunion in order to conduct the Association's business and hold elections for the following year's Directors; and Section 3 presents the format of the agenda for the general membership meeting.

The existing bylaws did not contemplate and do not contain a clause which directs the Board on how to deal with such an emergent situation as occurred in 2020 (the pandemic) which necessitated the cancellation of the reunion, and hence, the election of Directors for the following term.

Objective

To develop and present to the membership a viable and acceptable solution which provides guidance to the Board of Directors on actions to be taken in connection with the Annual General Meeting and its inherent election or reelection of Directors to serve on the Board for the following two years should a situation arise which necessitates the cancellation of the reunion.



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Proposal

After struggling through multiple scenarios in mid-2020 brought about by the COVID restrictions imposed by the Federal government and the State of Virginia, the Board ultimately decided to “freeze” the current Directors of the Board along with its elected officers in place, in essence declaring that the year of 2020 never happened in terms of the reunion, the General meeting and the Board elections.

In early 2021, with the future still unclear, the Board decided it needed to codify a process for dealing with such an emergent situation should it ever occur again. Therefore, the Board has proposed, and the Board recommends approval of, the following amendment to the bylaws. If approved by the members at the 2021 Annual General Meeting (AGM), this addition to Article VI (Meetings) would take effect on January 1, 2022.

Add a new Section 4 to Article VI entitled, Cancellation of General Membership Meeting. The language of Section 4 would read, “In the event of the cancellation of an Annual General Meeting for reasons beyond the control of the Board of Directors, the existing Board shall continue to serve, including its elected officers, until such time as a new Membership Meeting can be organized and a new election can be held. Given the time, distances and expense involved, this meeting may not be held until the following year’s reunion.”

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