

Bylaw Amendment Proposals

Bylaw Amendment Proposal #1 **Membership Duties**

ARTICLE V – MEMBERSHIP

SECTION 1-3 [Unchanged]

SECTION 4 - OBLIGATIONS AND DUTIES OF MEMBERS

In order to insure continuance of LPA on the highest level, members of all classes shall do the following:

- A. ~~Update membership application and pay all dues on time as required for the membership classification option chosen.~~ Keep your membership information, including address and household members, current and up to date with the National office, and pay membership dues in a timely manner.
- B. ~~Endeavor~~ Make an effort to attend ~~all~~ local meetings whenever possible.
- C. ~~Endeavor to~~ Attend and support other district and national meetings when possible.
- D. Exercise their obligation to vote in all elections.
- E. ~~Accept the vote of the majority and give support to the wishes of the majority.~~ Respect the chairpersons of all meetings and be properly recognized before speaking.
- F. ~~Respect the chairpersons of all meetings and be properly recognized before speaking.~~
- G. Be ~~loyal~~ respectful to the organization and its members. Use the processes within the organization to bring about change and forward movement.
- H. Voice any disagreements and complaints to the proper Board Member or officer or in open meeting, keeping in mind ~~constantly~~ the good of the individual members and the organization.
- I. Agree to abide by the Bylaws of LPA ~~with no recourse against LPA, any Board Member, officer, or member thereof.~~ and the Code of Conduct while at any LPA in-person or virtual event.

SECTION 5-7 [Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.
and
Rachel Keller, LPA Membership Director.

REASON FOR PROPOSED CHANGES:

These changes are proposed to make the language of the Bylaw more contemporary and the Bylaw more reflective of current expectations and roles of a member of the organization.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #2 Database Security

ARTICLE V – MEMBERSHIP

SECTION 1-6 [Unchanged]

SECTION 7 - MEMBERSHIP DATABASE SECURITY

~~The Board of Directors shall be responsible for the security and usage of the LPA Membership database.~~

The organization shall implement and maintain a membership database with administrative, technical, and physical safeguards appropriate to the volume and nature of the personal data handled, to protect the confidentiality, integrity, and accessibility of such data. The Executive Director and Board of Directors shall control the access and appropriate use of the database.

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

This change is being proposed to simply update and strengthen this bylaw with contemporary language regarding data security.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #3

Board of Directors Duties

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 [Unchanged]

SECTION 2 - GENERAL DUTIES

~~The Board of Directors shall be the governing body and have supervision over the property and affairs of LPA, and may perform such acts and make such rules, regulations, rulings, decisions, and alter, amend, or repeal same, consistent with the Articles of Incorporation, and or By Laws and not repugnant thereto as may be necessary and proper to carry on the business and promote the interest of LPA. In any and/all cases where problems and/or questions cannot be settled or agreed upon, passed, or approved at a general membership meeting, then they shall be taken up at the next meeting of the Board of Directors and acted upon. The Board's decision shall be final and binding as the governing body of LPA. The Board of Directors shall:~~

- ~~A. Do such acts and perform such duties as shall be specified in these Bylaws.~~
- ~~B. Be voting members on the Board of Directors.~~
- ~~C. Appoint standing Committee Chairpersons. Consideration will be given to applicants for committees who have combined qualifications that reflect leadership skills in regard to the LPA community and professional and/or relevant community service experience.~~
- ~~D. Shall be available as a general resource to all standing Committees. Shall oversee Standing Committees as defined in the LPA Policy Manual.~~
- ~~E. Follow policies as directed by the Board of Directors, maintain confidentiality of personal and financial information.~~
- ~~F. Appoint members to represent LPA in organizations or programs that advance the interests of the dwarfism community.~~
- ~~G. Have authority to appoint assistants or task groups where needed to help in fulfilling their duties. The assistants and task groups will be selected by the President or individual Directors for whom assistance is being provided.~~

The Board of Directors is the governing body of LPA and is responsible for the overall direction, oversight, and management of the organization's affairs and property. The Board shall act in accordance with these Bylaws, Articles of Incorporation, and organizational policies.

The Board has the authority to establish, amend, and repeal policies and procedures necessary to carry out LPA's mission and to protect its best interests, provided such actions are consistent with governing documents and applicable laws.

Matters that cannot be resolved by the general membership may be referred to the Board of Directors for consideration and decision. Decisions of the Board shall be final, subject to these Bylaws and policies.

The Board of Directors shall:

- A. Perform the duties and assigned position responsibilities, and exercise the powers assigned to it under these Bylaws.
- B. Be active voting members of the Board.
- C. Propose, vote, and oversee standing committees and Committee Chairs, giving consideration to individuals with leadership ability, relevant experience, diverse backgrounds and identities, and a commitment to the LPA community.
- D. Serve as a resource to committees and provide general oversight of committee activities in accordance with the LPA Policy Manual.
- E. Comply with all Board-approved policies and maintain the confidentiality of personal, financial, and organizational information.
- F. Appoint representatives to participate in external organizations or programs that advance the mission and interests of the dwarfism community.
- G. Recruit, hire, evaluate, and terminate LPA staff leadership to oversee all delegated administrative and programmatic duties.

SECTION 3-12 [Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

While this proposed change makes no significant difference to the original bylaw, the intent is to update the verbiage and include language on Board mandated oversight of LPA's hired staff. LPA did not have an Executive Director when it was first incorporated. One thing that is true for all BODs of an organization is the duty to oversee this role or other primary leadership roles in the organization. This would now be included as part of the listed duties.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #4 National Election Schedule

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1-2 [Unchanged]

SECTION 3 - ELECTION

SECTION A-C [Unchanged]

~~D. Candidates shall make their intent of running for a position on the Board of Directors known one hundred and twenty (120) days prior to the first scheduled meeting of the Board of Directors at the annual national conference~~

Candidates shall make their intent of running for a position on the Board of Directors known 6 months (180 days) prior to the first scheduled meeting of the Board of Directors at the annual national conference.

- 180 days (6 months) before conference - Deadline to declare intent.
- 150 days (5 months) before conference - Ballots are sent to members.
- 105 days (15 weeks) before conference - Voting ends.
- 90 days (13 weeks) before conference - Results are announced.

SECTION E-L [Unchanged]

SECTION 4-12 [Unchanged]

ARTICLE XVI - AMENDMENTS

SECTION 1 - METHOD

These Bylaws may be amended provided that the resolution for amendment shall have been submitted to all Board of Directors one hundred ~~twenty eighty (120)~~ (180) days prior to the first scheduled meeting of the Board of Directors at the annual National Conference.

SECTION 2-4 [Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

LPA recognizes that attending the organization's national conference can be a big commitment. Many members need time to consider the cost and time to travel and attend the conference. In the event of a contested election, those running for a board position may be basing their decision to attend the conference on whether they win the election or not. The present timeline only allows one month between the results being announced and the start of the conference, potentially not allowing sufficient time to either make travel arrangements or cancel them. In an effort to assist those wanting to run in an election and know if their attendance will be required, it is my recommendation to adjust the election schedule to start 180 days (or 6 months) before the national conference. This would allow the results for all elected officers to be known 3 months in advance of the conference in order to register and plan their travel before the start of their term.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #5 Board Meetings and Proxies

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1-6 [Unchanged]

SECTION 7 - MEETINGS AND QUORUM

~~Meetings of the Board of Directors shall be held at the National Conference, by teleconference by phone or email in accordance with current non-profit laws. In the event a member of the Board of Directors is unable to attend board meetings, he/she may delegate, with the approval of the President, an eligible voting member to serve in their capacity as a proxy during the board meetings. For Regional Representatives, the delegate must be from his/her area of representation to serve in their capacity as a proxy during the board meetings. This person must have served or is currently serving in a Chapter or District office.~~

~~A simple majority of the whole Board of Directors shall be necessary to constitute a quorum thereof, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.~~

Meetings of the Board of Directors may be held in person at the National Conference and/or virtually in accordance with current non-profit laws. A majority of the Directors actively serving in office shall constitute a quorum. Any action taken by a majority of the Directors present at a meeting with a quorum shall be deemed an act of the Board of Directors.

SECTION 8 - PROXIES APPOINTMENT AND VOTING

If a board member is unable to attend a board meeting, they may invite an active member of the organization to attend as their proxy. The appointment of a proxy must be in writing and submitted to the Board President by the absent member for approval before the meeting. The proxy authorization shall be valid only for the specific board meeting for which it is given. The proxy authorization may be revoked by the absent board member at any time before the start of the meeting. For Regional Representatives, the delegate must be from the same area of representation and this person must have served or is currently serving in a Chapter or District office. A proxy will not count towards the number of Board Members needed for quorum or be able to vote.

SECTION 8-12 [INCREMNTED BY ONE AND Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

This change updates and clarifies the language being used for BOD meetings and rules on quorum. This update also brings LPA in line with California Corporate Code § 5211(c) which does not allow for voting privileges for Proxies for nonprofits doing business in the state of California. A proxy may still attend to provide or collect information, but may not vote or count towards quorum.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #6

Board Member Resignation and Removal

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1-8 [Unchanged]

SECTION 9 - RESIGNATION AND REMOVAL

~~A. Resignation. A Board Member may resign effective upon giving written notice to the majority of the Board Members, unless the notice specifies that the resignation shall be effective at a later time. Little People of America, Inc. Bylaws Rev 26, June 2024 11 of 25~~

~~B. Removal.~~

- ~~1. A Board Member who fails to fulfill his or her duties, including failing to attend meetings or failing to fulfill tasks designated by these Bylaws or the Board of Directors, may be removed; provided, however, that such removal must be authorized by an affirmative vote of a majority of the Board Members then in office who find that such Board Member failed to fulfill his or her duties.~~
- ~~2. A Board Member shall be removed if such Board Member is: (i) declared of unsound mind by a final order of court; (ii) convicted of a felony; or (iii) found by a final order or judgment of any court to have breached a duty to the Corporation.~~

A. Resignation. At any time during a Board Member's term, should they wish to resign from their position, they must provide a written notice to the entirety of the Board of Directors with an effective resignation date.

B. Removal. Board members may be removed from their role by majority vote of the board for any of the following reasons:

1. **Absence:** Failure to attend either 3 consecutive board meetings OR more than half of the scheduled board meetings in a single year (not including ad hoc meetings).
2. **Breach of Duty:** Failure to uphold the organization's mission, core values, fiduciary responsibilities, or commitment to their assigned responsibilities for organizational governance.
3. **Conflict of Interest:** Failure to disclose or recuse from conflicts as required by governance policies.
4. **Misconduct:** Found to be in willful violation of these Bylaws, organization policies, or ethical standards, or acting against the best interests of the Organization.

C. Vacancies - [Unchanged]

SECTION 10-12 [Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

This change is brought forth to update the language of our bylaws to be more in line with contemporary nonprofit governance language. While the hope is that no Board Member resigns or needs to be removed before their term has ended, every nonprofit includes comprehensive language on these actions if necessary. The updated language makes things more clear and descriptive.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #7 Standing Committees

ARTICLE X – STANDING COMMITTEES

SECTION 1 – STANDING COMMITTEES

The Board of Directors shall appoint the Chairperson for the following standing committees.

- A. Adoption
- B. Advocacy
- C. [BioTech](#)
- C. Bylaws and Policy
- D. Conference Management
- E. Dwarf Artists
- F. Employment
- G. Finance
- H. Fundraising/[Sponsorships](#)
- I. Hispanic Affairs
- J. Historian
- K. Inclusion
- L. International Liaison
- M. Membership
- N. Older Adults
- O. Parents
- P. Rainbow
- Q. Teens
- R. Young Adults

SECTION 2-5 [Unchanged]

PROPOSED BY:

Eileen Norman, LPA President.

REASON FOR PROPOSED CHANGES:

The Biotech Committee was formed in 2019 to address the emerging pharmaceutical developments targeting skeletal dysplasia. It is led by those with expertise and experience in the pharmaceutical and medical communities, and leaders of LPA with deep knowledge and commitment to staying informed and aligned on this topic. It has been functioning as a temporary committee, but with this topic being something that LPA will continue to address well into the future, this bylaw amendment would change the status to a permanent committee.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.

Bylaw Amendment Proposal #8 Term of Committee Chairs

ARTICLE X – STANDING COMMITTEES

SECTION 1-2 [Unchanged]

SECTION 3 – COMMITTEE MEMBERS

Each standing committee chairperson should appoint other members to assist as necessary to carry out the work of the committees. Personal and financial information gathered by some committees should be confidential and discussed only during committee and Board of Directors deliberations. ~~The term of the committee chairperson will coincide with the term of the President.~~

Committee Chairs, Standing and Temporary, shall serve a term that is linked to the appointing Board Member's term of office. Upon the conclusion of the appointing Board Member's term, the Committee Chair's term shall automatically end. The incoming or newly appointed Board Member may, at their discretion with board approval, reappoint the existing Committee Chair or appoint a new Committee Chair and follow the standard process for Committee Chair appointment, including requesting a vote of acceptance from the board.

SECTION 4-5 [Unchanged]

PROPOSED BY:

Rachel Keller, LPA Membership Director.
and
Samantha Rayburn-Trubyk, LPA Advocacy Director

REASON FOR PROPOSED CHANGES:

This change is brought forth to bring the roles of the committee chairs more in line with the terms of the Board Members who appointed them and allow for more flexibility and opportunity for people to serve on committees.

STATEMENTS IN SUPPORT: None received

STATEMENTS IN OPPOSITION: None received.