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## **CRA 2020 Proposed By-Law Amendments**

### **AMENDMENT:**

#### **Section 4.2 Appointment and Election of Directors**

##### CURRENT:

New Directors shall be elected to the Board by a majority of the Members voting in person or by proxy at the Annual Meeting to hold office until the expiration of the term for which each is elected, and until a successor has been elected. The Board shall be representative of the diverse views and regional character of the recycling community represented by the membership.

##### CHANGE TO:

New Directors shall be elected to the Board by a majority of the Members voting in person, **electronically**, or by proxy during the Annual Meeting. **The CRA Rules and Guidelines companion document shall specify detailed voting rules and policies. New Directors shall hold office until the expiration of the term for which each is elected, and until a successor has been elected.** The Board shall be representative of the diverse views and regional character of the recycling community represented by the membership.

### **AMENDMENT:**

#### **Section 7.1 Amendments**

##### CURRENT:

These By-Laws may be amended by a two-thirds vote of the Members voting in person or by proxy at the Annual Meeting.

##### CHANGE TO:

These By-Laws may be amended by a two-thirds vote of the Members voting in person, **electronically**, or by proxy at the Annual Meeting.

*Continued on page 2*

## **NEW SECTION:**

### **Article IX. Force Majeure: Emergency Operations**

#### **Section 9.1 Declared Emergencies**

A Force Majeure includes but is not limited to natural disasters, public health emergencies, acts of terrorism, and financial crises affecting the CRA and/or its membership and operations. By a two-thirds vote, the Board of Directors may declare an Organizational Emergency whereby the Board may make decisions and operate outside the boundaries of its By-Laws temporarily.

The Organizational Emergency will be for a maximum of 90 days. By a two-thirds vote, the Board may vote to end the Organizational Emergency period at any point within the 90 days. At the end of the 90-day period, the board must reassess and vote to renew the Emergency status if needed.

#### **Section 9.2 Emergency Operation Terms and Conditions**

After declaring an Organizational Emergency, CRA shall immediately notify members regarding the declaration. CRA Staff and/or Board will document any decisions made outside of the boundaries of its approved by-laws to be shared with the membership as appropriate during the Organizational Emergency. The Board shall amend the CRA Rules and Guidelines document to provide an historical account of the Organizational Emergency and decisions made during the Emergency, which are out of the ordinary operations. Although the Board may operate outside the confines of the by-laws as necessary during a Declared Emergency, the Board may not change or amend the by-laws without the required vote of the membership as outlined in Article IV.