

SPECIAL RESOLUTION – Job Descriptions

Amendment to All Job Descriptions - Articles 13 – 16

WHEREAS the current bylaws include detailed job descriptions for various Board positions.

WHEREAS the organization operates with an administrative Board and no staff, requiring directors to directly manage operational responsibilities and adjust duties as circumstances change; and

WHEREAS the Board requires the ability to temporarily assign, modify, or redistribute duties in response to vacancies, capacity, and operational needs;

THEREFORE BE IT RESOLVED THAT all job descriptions contained within the bylaws be amended to include the following clause at the end of each description:

“The Board may assign, modify, or reallocate any duties of this position by Board resolution, including during periods of vacancy or operational need.”

BE IT FURTHER RESOLVED THAT this amendment applies to **every officer and committee job description contained anywhere in the bylaws**, regardless of article or section numbering.

Effective Date

This amendment takes effect immediately upon approval of this Special Resolution by the Members.

Authorization to Implement

Any director or officer is authorized to make any changes necessary to give full effect to this Special Resolution, including updating, consolidating, and filing the amended bylaws and any related documents as required under ONCA.

Rationale for Change

- **Supports an Administrative Board:** With no staff, all operational and governance duties fall to volunteer directors. Flexibility is essential to ensure work continues smoothly when availability shifts.
- **Prevents Governance Issues:** Because job descriptions are embedded in the bylaws, even minor adjustments currently require a special resolution. This amendment allows practical adjustments between AGMs without repeated bylaw changes.

- **Ensures Continuity During Vacancies:** When a role is unfilled, the Board must be able to reassign responsibilities to maintain compliance, programming, and member service.
- **Aligns with Good Governance Practice:** Many nonprofits avoid locking detailed job descriptions into bylaws. This clause preserves member oversight while giving the Board the operational agility needed to function effectively.
- **Future-Proofs the Organization:** The clause ensures the Board can respond to changing circumstances, capacity, and operational realities without procedural delays.