



## **Baltimore Woods Nature Center Annual Meeting January 27, 2026**

### **Ballot Item 4 Enclosure**

#### **What Is Being Voted On:**

There are three (3) proposed amendments to the By-laws to be voted on during the January 2026 Annual Meeting of Baltimore Woods Nature Center (BWNC). They are set out in detail on pages 2 & 3 of this Enclosure.

The overall purpose of these proposed amendments is to simplify the management of BWNC's Annual Meeting (which currently requires the presence or proxies of a sufficient number of BWNC members who live in Marcellus), and to place full operational control of Baltimore Woods more directly in the hands of the Board of Directors.

To accomplish these purposes, the proposed amendments would: 1) change the By-laws' definitions of "Class A" and "Class B" members, so that only current and some past members of the Board of Directors would be "Class A" members and, therefore, be entitled to vote at the Annual Meeting; 2) redefine what would constitute a "quorum" at any meeting, including the Annual Meeting; and 3) simplify the process for making further amendments to the By-laws in the future.

#### **Why These Changes To The By-Laws Are Being Proposed:**

BWNC's current by-laws require that we have personal attendance or written proxies from at least 1/10<sup>th</sup> of the BWNC members who live in Marcellus before we can conduct necessary business at the Annual Meeting (*i.e.*, electing Board Directors, Officers, and Nominating Committee members each year, as well as voting on other important propositions from time to time). This requirement adds significantly to BWNC's staff workload, as it means making many calls and requests for proxies and/or reminding Marcellus members to attend the Annual Meeting, simply to ensure that a quorum will be present so that business may be conducted.

In addition, most not-for-profit organizations now restrict governance-related voting rights to the Board of Directors. The proposed changes to BWNC's By-laws will bring this organization into alignment with similar organizations, modernize our procedures, and simplify important decision-making on behalf of the Woods.

*Continued*

**Specifics Of The Proposed Amendments** to BWNC By-laws Article II, Sections 2a and 2b; Article III, Sections 4 and 5b; and Article X.

*Please note:* the text of the **current BWNC By-laws** is presented below in **blue**.

The text of the **proposed amendments to the By-laws** is presented below in **green**.

As used below, “the Corporation” refers to Baltimore Woods Nature Center.

**Article II, Section 2 of the By-laws currently provides, in its entirety:**

Section 2. *Classes*. For purposes of corporate meetings there shall be two classes of membership.

- a. All members in good standing who reside in the 13108 zip code area and use 13108 as their residence mailing zip code shall be Class A members.
- b. All other members in good standing residing outside of the 13108 zip code shall be Class B members.

**It is proposed to amend Article II, Sections 2a and 2b to read as follows:**

- a. Directors serving a current term, and any past Director who served as a Board Officer and whose most recent service as a Director ended within the previous 5 years, shall be Class A members.
- b. All other members in good standing shall be Class B members.

**Article III, Sections 4 and 5 of the By-laws currently provide:**

Section 4. *Quorum*. At each annual and special meeting of the Corporation, the presence in person or by proxy, of at least one-tenth (1/10) of the Class A membership of record, or 100 members, whichever is the lesser, shall constitute a quorum necessary for the transaction of business and election of Directors, Officers, and the Board Development Committee.

Section 5. *Voting*. Voting rights of members shall be as follows:

- a. Each Class A member of the Corporation in good standing is entitled to one (1) vote at all annual and special meetings of the Corporation.
- b. Class B members of the Corporation shall be non-voting members of the Corporation, provided however, that upon the majority vote of Class A members at any annual or special meeting of the Corporation, each Class B member in good standing present in person or by proxy at such meeting shall be entitled to one (1) vote.

**It is proposed to amend Article III, Section 4 as follows:**

Section 4. *Quorum*. At each annual and special meeting of the Corporation, the presence in person or by proxy of ~~at least one-tenth (1/10) of the Class A membership of record, or 100 members, whichever is the lesser,~~ a majority of the entire Board of Directors shall constitute a quorum necessary for the transaction of business and election of Directors, Officers, and the Board Development Committee.

**It is proposed to amend Article III, Section 5 as follows:**

Section 5. *Voting*. Voting rights of members shall be as follows:

- a. Each Class A member of the Corporation in good standing is entitled to one (1) vote at all annual and special meetings of the Corporation.
- b. Class B members of the Corporation shall be non-voting members of the Corporation. ~~, provided however, that upon the majority vote of Class A members at any annual or special meeting of the Corporation, each Class B member in good standing present in person or by proxy at such meeting shall be entitled to one (1) vote.~~

**Article X of the By-laws currently provides:**

#### AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly called membership meeting of the Corporation. Any such proposed changes or repeal of these By-laws must be included in the Notice of the membership meeting.

**It is proposed to amend Article X as follows:**

#### AMENDMENTS

These By-Laws may be amended, repealed, or altered, in whole or in part, by a vote of two-thirds (2/3) of the entire Board of Directors at any duly called meeting of the Board. Any proposed amendment, repeal, or other alteration of these By-Laws must be included in a Notice provided to each member of the Board of Directors at least twenty-one (21) days prior to the Board meeting at which a vote will be called.