

## **Amendment 1**

To Amend Article III Section 9 by adding “with rights, duties, and privileges expressed in the FCLB Bylaws.”

### **Current Language**

Section 9. Delegate Assembly.

"Delegate Assembly" means the governing body that is comprised of the Member Boards.

### **Amended Language**

Section 9. Delegate Assembly.

"Delegate Assembly" means the governing body that is comprised of the Member Boards with rights, duties, and privileges expressed in the FCLB Bylaws.

### **If Adopted Will Read**

Section 9. Delegate Assembly.

"Delegate Assembly" means the governing body that is comprised of the Member Boards with rights, duties, and privileges expressed in the FCLB Bylaws.”

**Rationale:** Resolves conflict with established delegate rights and the FCLB Board of Directors fiduciary rights.

## **Amendment 2**

To Amend Article V Section 5 by striking "...provided that these meetings are not used to conduct the legal business of the FCLB."

### **Current Language**

Section 5. Other Meetings.

The Board of Directors may convene such other meetings as it deems necessary to carry out its purpose provided that these meetings are not used to conduct the legal business of the FCLB.

### **Amended Language**

~~Section 5. Other Meetings.~~

~~The Board of Directors may convene such other meetings as it deems necessary to carry out its purpose provided that these meetings are not used to conduct the legal business of the FCLB.~~

### **If Adopted Will Be Omitted**

~~Section 5. Other Meetings.~~

~~The Board of Directors may convene such other meetings as it deems necessary to carry out its purpose.~~

### **Rationale:**

Section 5: Omit as there will not be a scenario to hold an "other" meeting.

## Amendment 3

To Amend Article VI Section 1 by striking “provide direction to the Federation by consideration of such” and inserting “consider ~~and dispose of~~”.

### Current Language

Section 1. Duties and Responsibilities.

At the Annual Meeting of the Delegate Assembly, the Delegates shall provide direction to the Federation by consideration of such bylaw amendments and properly submitted resolutions that are expedient or desirable to fulfill and implement the stated purposes of the Federation.

### Amended Language

Section 1. Duties and Responsibilities.

At the Annual Meeting of the Delegate Assembly, the Delegates shall ~~provide direction to the Federation by consideration of such~~ consider bylaw amendments and properly submitted resolutions that are expedient or desirable to fulfill and implement the stated purposes of the Federation.

### If Adopted Will Read

Section 1. Duties and Responsibilities.

At the Annual Meeting of the Delegate Assembly, the Delegates shall consider bylaw amendments and properly submitted resolutions that are expedient or desirable to fulfill and implement the stated purposes of the Federation.

**Rationale:** Removes potential conflict with board’s fiduciary obligations.

## Amendment 4

To Amend Article VII Section 1 by striking “The Board of Directors shall carry out the legal resolutions, actions, or policies as authorized by the Delegates.”

### Current Language

Section 1. Responsibilities of the Board of Directors.

The Board of Directors shall manage the affairs of the Federation including the establishment of an annual budget and the transaction of all business for and on behalf of the Federation. The Board of Directors shall carry out the legal resolutions, actions, or policies as authorized by the Delegates. The Board of Directors shall act for the Federation between Annual Meetings of the Delegate Assembly, and is authorized to interpret the bylaws and to develop appropriate policies to carry out the Bylaws and purposes of the Federation, and can authorize the Executive Committee of the Board of Directors to act on its behalf...

### Amended Language

Section 1. Responsibilities of the Board of Directors.

The Board of Directors shall manage the affairs of the Federation including the establishment of an annual budget and the transaction of all business for and on behalf of the Federation. ~~The Board of Directors shall carry out the legal resolutions, actions, or policies as authorized by the Delegates.~~ The Board of Directors shall act for the Federation between Annual Meetings of the Delegate Assembly, and is authorized to interpret the bylaws and to develop appropriate policies to carry out the Bylaws and purposes of the Federation, and can authorize the Executive Committee of the Board of Directors to act on its behalf...

### If Adopted Will Read

Section 1. Responsibilities of the Board of Directors.

The Board of Directors shall manage the affairs of the Federation including the establishment of an annual budget and the transaction of all business for and on behalf of the Federation. The Board of Directors shall act for the Federation between Annual Meetings of the Delegate Assembly, and is authorized to interpret the bylaws and to develop appropriate policies to carry out the Bylaws and purposes of the Federation, and can authorize the Executive Committee of the Board of Directors to act on its behalf...

**Rationale:** Resolves conflicting and/or redundant language.

## Amendment 5

To Amend Article XI Section 4 by substituting “The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract, execute and deliver any instrument, and take any action in the name of or on behalf of the Federation when in the best interest of the Federation.

### Current Language

Section 4. Contracts.

The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Federation.

### Amended Language

Section 4. Contracts.

~~The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Federation.~~ The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract, execute and deliver any instrument, and take any action in the name of or on behalf of the Federation when in the best interest of the Federation.

### If Adopted Will Read

Section ~~5. Other Meetings~~ 4. Contracts.

The Board of Directors may authorize any Officer or Officers, or the Executive Director, to enter into any contract, execute and deliver any instrument, and take any action in the name of or on behalf of the Federation when in the best interest of the Federation.

**Rationale:** Clarifies board’s authority in carrying out official duties.