



PROPOSED BYLAWS AMENDMENTS

SECTION 1: STATUTES-COMPLIANT REQUIRED AMENDMENTS

The following Bylaws provisions must be amended to comply with the Statutes adopted in 2007.

<p>ADD</p> <p>New Article 2.A TO READ</p> <p>2.A. The Congress shall be composed of the following delegates:</p> <p>2.A.1. Each Member Organization shall be entitled, subject to the provisions of 2.A.6, to a number of delegates equal to the square root of the number of hundreds of its paid-up members, and any fraction in this number shall entitle the Member Organization represented to the next higher whole number of delegates.</p> <p>2.A.2. No organization can have more than 25% of the total vote.</p> <p>2.A.3. Associated Organizations shall be entitled to send one delegate each to the Congress.</p> <p>2.a.5. Congress-elected and co-opted members of the Council who cannot be eligible as delegates under the rules of 2.A.1 shall be ex officio delegates to Congress.</p> <p>2.a.6. Representation in Congress shall in all cases be based solely on the number of members for which the annual dues has been paid. Each delegate shall have one vote. Each delegate may also, upon presentation of a written authority to act, cast proxy votes for his/her organization only, but not exceeding five votes in all.</p> <p>AND RENUMBER ACCORDINGLY</p>	<p>JUSTIFICATION</p> <p>The Congress amended the Statutes with the proviso that these provisions be incorporated into the Bylaws.</p>
<p>ADD</p> <p>New Article 5.A TO READ</p> <p>5.A. The Congress shall elect 15 members to the Council. The Member Organizations shall be entitled to propose not more than 15 candidates for election to the Council; such candidates must be members of Member Organizations. Members of Member Organizations as well as Individual Supporters fully paidup may be proposed as candidates for elections to the Council from the floor of the Congress on the signature of five delegates. All candidates must have signified in writing their willingness to serve.</p> <p>5.B. Member Organizations shall appoint Council members in the following ratio:</p> <ul style="list-style-type: none"> • Each organization with 30 to 500 members shall appoint 2 Councilors. • Each organization with 501 to 2000 members shall appoint 3 Councilors. • Each organization with 2001 to 10,000 members shall appoint 4 Councilors. • Each organization with 10,001 or more shall appoint 5 Councilors. <p>5.C. The names of all appointed Councilors shall be circulated one month prior to Congress. In the case of a vacancy, a substitute member should be appointed by the organization concerned within two months.</p> <p>5.D. The President and the Treasurer shall be ex officio members of the Council. If the Assistant Treasurer is not already a member of the Council, he/she shall be an ex officio member of the Council without the right to vote.</p>	<p>JUSTIFICATION</p> <p>The Congress amended the Statutes with the proviso that these provisions be incorporated into the Bylaws.</p>

<p>5.E. The Head of the WFM Secretariat shall be an ex officio member of the Council with the right to speak, but not to vote.</p> <p>AND RENUMBER ACCORDINGLY</p>	
<p>ADD</p> <p>New Article 5.C TO READ</p> <p>5.C. The Executive Committee shall consist of the following the Chairs of the Executive Committee and the Credentials, Nominations and Statutes Committee elected by the Council; three members of the Council elected by secret ballot from members of the Council at its first meeting after the meeting of Congress; the following ex officio members: The President, the Treasurer, and the Chairperson of the Council as ex officio members who shall have the right to vote; and the Head of the WFM Secretariat and the Assistant Treasurer as ex officio members, neither of whom has the right to vote.</p> <p>AND RENUMBER ACCORDINGLY</p>	
<p>DELETE</p> <p>1.A.4. An Individual Supporter of WFM shall pay the equivalent of US\$30.00 per year. Limited income people, including those from developing countries, seniors and youth, shall pay the equivalent of US\$10.00 a year.</p>	<p>JUSTIFICATION</p> <p>The Congress amended the Statutes to eliminate Individual Supporters as a membership class.</p>
<p>DELETE</p> <p>9.b. In cases of MO dissolution or withdrawal of WFM recognition of a Member Organization, the WFM members of the MO may, if desirable, register as Individual Supporters of WFM, pending the reestablishment of a new Member Organization. The fee structure for members of the former Member Organization shall be set with regard to membership fees of the former MO.</p>	<p>JUSTIFICATION</p> <p>The Congress amended the Statutes to eliminate Individual Supporters as a membership class.</p>
<p>AMEND</p> <p>All references to "Honorary Vice Presidents" to "Honorary Officers" (2.B, 3.E.2)</p>	<p>JUSTIFICATION</p> <p>The Congress amended the Statutes to eliminate Honorary Vice Presidents and, in their place, created the positions of "Honorary Officers"</p>
<p>DELETE</p> <p>All "the Vice President," and ", one of whom must be either the Chairperson of the Council or the Chairperson of the Executive Committee" in 5.G.2.</p>	<p>JUSTIFICATION</p> <p>The Congress eliminated Vice Presidents with the creation of co-Presidents. Eliminating this text in the Bylaws makes the remaining clause superfluous.</p>
<p>AMEND</p> <p>"Article 6.H" in 3.E.3</p> <p>TO READ</p> <p>"Article 3.E"</p>	<p>JUSTIFICATION</p> <p>This updates the text to reflect the current numbering of the new Statutes.</p>

SECTION 2 – STRUCTURALLY REQUIRED AMENDMENTS

The following Bylaws provisions must be amended to ensure WFM is not in violation of law or financially vulnerable.

<p>AMEND</p> <p>6.B. Signing of financial documents</p> <p>6.B.1. Any two of the following persons are empowered to sign financial documents: the Treasurer, Assistant Treasurer, the Head of the WFM Secretariat and Council members designated by the Treasurer and approved by the Executive Committee. Alternatively, any one of the foregoing may sign in conjunction with a member of the Secretariat designated by the Treasurer and approved by the Executive Committee.</p> <p>6.B.2. Financial documents up to US\$ 2.500,00 can be signed by one officer at the International Secretariat appointed by the EC. Any document over Dfl 2.500,00 will have to be countersigned by an officer of the International Secretariat and a Council member designated by the Treasurer and approved by the EC.</p> <p>6.B.3. In addition to the signing of authorities in WFM's bank accounts, WFM may authorize, with the approval of the Treasurer and the Executive Committee, disbursement bank accounts for special purposes. The disbursement bank accounts require only one signature. Authorized signing officers shall include the Treasurer and shall be approved by the Executive committee.</p> <p>TO READ</p> <p>6.B. Signing of financial documents</p> <p>6.B.1 The Executive Committee shall determine from time to time who shall be authorized to sign on the Movement's behalf checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments. No individual shall be authorized to bind the Movement to any obligation unless expressly authorized by the Executive Committee.</p> <p>AND RENUMBER ACCORDINGLY.</p>	<p>JUSTIFICATION</p> <p>WFM's auditors, Finance Officer and Treasurer have noted the difficulty which the specificity of these provisions introduce into the organization's daily financial management.</p> <p>The suggested language is commonly used by similarly large organizations and protects WFM legally and financially.</p>
<p>AMEND</p> <p>"December 31" in 1.C</p> <p>TO READ</p> <p>"the end of the previous quarter"</p>	<p>JUSTIFICATION</p> <p>Failure of Member and Associated Organizations to pay their dues in a timely manner has reached a level where WFM programs are being threatened.</p> <p>The Executive Committee is introducing this proposed amendment for consideration by Council.</p>