

**Restore or Retreat, Inc.**  
**Recommended Amendments to Bylaws**

Proposed by RoR's Executive Committee at the Meeting on Tuesday, December 2, 2025  
To Be Considered for Adoption at RoR's 2026 Annual Meeting on Wednesday, June 17, 2026

AMENDMENT NO 1.

In ARTICLE II – DOMICILE, change the physical address of 322 *Audubon Drive* to **426 Ardoyne Drive** and *South Babington Hall* to **Coastal Center** and the mailing address from PO Box 2048-NSU to **2011-NSU**.

AMENDMENT NO 2.

In ARTICLE IV – DUES, change the amount to \$500 and the method of the billing to constitute a voting member by adding that it is ‘to be billed in accordance with the procedure developed by the Executive Director and the Treasurer’.

AMENDMENT NO 3.

In ARTICLE IV – DUES, strike all text beginning with “Existing Stakeholder...” to the end of article which removes details of membership billing procedures that are deemed too prescriptive for bylaws.

AMENDMENT NO 4.

In ARTICLE V – MEMBERSHIP, changes the authority of the Board of Directors from *may* to **shall** have the authority to provide for a class of non-voting members or “Associate Members” with reduced or no requirement of dues.

AMENDMENT NO 5.

In ARTICLE V – MEMBERSHIP, further clarifies a Stakeholder as either a natural person or a corporation, company, or similar entity that may designate a natural person which in either case is allowed vote personally, by mail, or electronic means, or by proxy appointed in writing.

AMENDMENT NO 6.

In ARTICLE VI – BOARD OF DIRECTORS, changes the composition of the Executive Committee from a set *nine(9)* members to be **comprising of no more than nine (9)** members.

AMENDMENT NO 7.

In ARTICLE VI – BOARD OF DIRECTORS, removes the optionality of the Board of Directors to delegate any and all powers to the Executive Committee and instead directly delegates all powers to the Executive Committee, subject to further action of the Board of Directors restricting such delegated powers.

AMENDMENT NO 8.

In ARTICLE VI – BOARD OF DIRECTORS, removes the explicit designation of the four (4) officer positions of the Executive Committee and instead notes that the Executive Committee shall be **comprised as deemed in Article VII.**

AMENDMENT NO 9.

In ARTICLE VI – BOARD OF DIRECTORS, changes the control and management of the affairs and business of the from the *Board of Directors* to the **Executive Committee** and adds **the hiring and firing of an Executive Director and support staff.**

AMENDMENT NO 10.

In ARTICLE VI – BOARD OF DIRECTORS, changes the calling of regularly convened meeting of the *Board of Directors* to the **Executive Committee** to act in the name of the organization to be done by the **Executive Committee President** instead of the *Chairman of the Board of Directors* after due notice to all of the **Executive Committee Members** instead of the *directors*.

AMENDMENT NO 11.

In ARTICLE VI – BOARD OF DIRECTORS, explicitly adds that **a simple majority of the members of the Executive Committee shall constitute a quorum and may be represented in person, via telephone, or via proxy given in writing (electronically) to the President or another member of the Executive Committee.**

AMENDMENT NO 12.

In ARTICLE VI – BOARD OF DIRECTORS, for the purposes of a quorum for a Board Of Directors Meeting, it mandates a simple majority by removing the phrase *or fifty percent (50 %)*, which represents a special case where exactly half of noted board members are present.

AMENDMENT NO 12.

In ARTICLE VI – BOARD OF DIRECTORS, a technical change of replacing the referenced incorrect *Article X* to instead be **Article XII.**

AMENDMENT NO 13.

In ARTICLE VII – EXECUTIVE COMMITTEE, removes the explicit listing of the names of those who made up the initial Executive Committee.

AMENDMENT NO 14.

In ARTICLE VII – EXECUTIVE COMMITTEE, in reference of the four (4) officer positions it changes the descriptor term of *initially* to **presently** and then lists all of the current Executive Committee Members that hold an officer position and that position.

AMENDMENT NO 15.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Secretary’s section it adds the authority to delegate by adding **or instruct the Executive Director to oversee** all notices to members of this organization and be the official custodian of the records and seal of this organization.

AMENDMENT NO 16.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Secretary’s section it adds the authority to delegate by adding **or delegate to the Executive Director the duty to attend to**, all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

AMENDMENT NO 17.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section it adds the authority to delegate by adding **or shall delegate to the Executive Director**, the responsibility of making a financial report of receipts and disbursements at each regular Executive Committee meeting.

AMENDMENT NO 18.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section it removes the stipulation that the Treasurer *may be one of the officers required to sign the checks and drafts of the organization* for the purpose of redundancy.

AMENDMENT NO 19.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section it makes a technical correction of *He* to **The Treasurer** and substantially changes a *must* to a **may** be one of the officers who shall sign checks or drafts of the organization.

AMENDMENT NO 20.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section it makes a technical correction of *He* to **The Treasurer** and substantially changes in reference to the written account of the finances of the organization along with the minutes should be provided to and at the frequency deemed by the **Executive Committee** instead of the *Board Of Directors*.

AMENDMENT NO 21.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section it explicitly removes the statement that *He shall sign any and all relevant financials documents, including but not limited to tax returns, audit submissions, etc.*

AMENDMENT NO 22.

In ARTICLE VIII – DUTIES OF OFFICERS, within the Treasurer’s section on the last item, it makes a technical correction of *He* to **The Treasurer**.

AMENDMENT NO 23.

In ARTICLE VIII – MEMBERSHIP MEETINGS makes a technical correction of changing the incorrect article number from *ARTICLE VIII* to the correct **ARTICLE IX**.

AMENDMENT NO 24.

In ARTICLE VIII – MEMBERSHIP MEETINGS changes the annual membership meeting of this organization from being required to be held *in the first half of the year* to instead simply be held **annually**.

AMENDMENT NO 25.

In ARTICLE VIII – MEMBERSHIP MEETINGS makes four technical corrections of changing the way 50, 25, & 50 percent are written for congruency as well as an unneeded space after Stakeholders.

AMENDMENT NO 26.

In ARTICLE VIII – MEMBERSHIP MEETINGS changes that *all votes shall be by voice* to instead note that **Stakeholders may vote by voice, electronic or mail ballot**. And that **All issues and items to be voted on by Stakeholders shall be decided by a simple majority**.

AMENDMENT NO 27.

In ARTICLE VIII – MEMBERSHIP MEETINGS explicitly removes the line stating *In lieu of a meeting or in the case of no quorum present at one of the aforementioned meetings, all votes will be cast by mail or electronic ballot*.

AMENDMENT NO 28.

In ARTICLE XIII – EXECUTIVE COMMITTEE MEETINGS makes a technical correction of changing the incorrect article number from *ARTICLE XIII* to the correct **ARTICLE X**.

AMENDMENT NO 29.

In ARTICLE XIII – EXECUTIVE COMMITTEE MEETINGS changes in reference to who takes the minutes of the executive committee meetings moving that responsibility from the *Executive Director* to the **Secretary or his designee**,

AMENDMENT NO 30.

In ARTICLE XIII – EXECUTIVE COMMITTEE MEETINGS explicitly changes the manner in which votes are made within executive committee meetings from being *all votes shall be by voice, unless otherwise approved by a simple majority. In lieu of a meeting, all votes will be cast by mail or electronic mail ballot* to instead being **Committee members may vote by voice, electronic or mail ballot. All issues and items to be voted on by Committee members shall be decided by a simple majority**.

AMENDMENT NO 31.

In ARTICLE IX – QUORUM makes a technical correction of changing the incorrect article number from *ARTICLE IX* to the correct **ARTICLE XI**.

AMENDMENT NO 32.

In ARTICLE IX – QUORUM explicitly removes the entire statement of *There shall be a limit of nine (9) members of the Executive Committee* due to it being redundant.

AMENDMENT NO 33.

In ARTICLE X – COMMITTEES makes a technical correction of changing the incorrect article number from *ARTICLE X* to the correct **ARTICLE XII**.

AMENDMENT NO 34.

In ARTICLE X – COMMITTEES changes the authority to dissolve committee prior to its natural one year term from the *Board of Directors* to instead be by the **Executive Committee**.

AMENDMENT NO 35.

In ARTICLE X – COMMITTEES explicitly removes all of the text that establishes the permanent committees of: Project Development, Organizational, Public Relations, Financial & Nominating Committee

AMENDMENT NO 36.

In ARTICLE X – COMMITTEES mandates the establishment of a Nominating Committee which shall have the power and the privilege of submitting to the Board its selection for candidates to the board when a vacancy occurs. This committee shall be comprised on a minimum of three (3) members as follows: the Vice President and changing the two (2) *Stakeholders* to instead be **Executive Committee members**. The Vice President shall serve as the Chairperson of the committee. The Committee shall meet at least six (6) weeks prior to the annual Board Meeting and submit their candidates NOT *to the board* but instead **at the next Executive Committee meeting**.

AMENDMENT NO 37.

In ARTICLE XI – RESOLUTIONS makes a technical correction of changing the incorrect article number from *ARTICLE XI* to the correct **ARTICLE XIII**.

AMENDMENT NO 38.

In ARTICLE XII – RULES OF ORDER makes a technical correction of changing the incorrect article number from *ARTICLE XII* to the correct **ARTICLE XIV**.

AMENDMENT NO 39.

In ARTICLE XIII – AMENDMENTS makes a technical correction of changing the incorrect article number from *ARTICLE XIII* to the correct **ARTICLE XV**.

AMENDMENT NO 40.

In ARTICLE XIII – AMENDMENTS it changes the process in which amendments to the bylaws are adopted by adding that all proposed amendments to the bylaws must **first be approved by a simple majority of the Executive Committee with 10 days prior notices** before being presented in writing to the Board of Directors and then shall be voted upon by the Board at the next meeting thereof. It then removes the statement *that for the purpose of submitting the Board's recommendations thereon to the membership*. Additionally, it removes the subsequent stipulation that *The proposed amendment shall then be presented to the membership, together with the recommendation of the Board, at the next meeting of the membership or by mail ballot*. Also, it changes the voting threshold of the adoption of the amendments or revocation to the bylaws from an affirmative vote of *not less than twenty five (25%) percent* instead to a **simple majority** of the not the *Stakeholders* but instead **Board members**. And lastly, **Board members may vote by electronic or mail ballot**.

AMENDMENT NO 41.

In ARTICLE XIV – STAFF makes a technical correction of changing the incorrect article number from *ARTICLE XIV* to the correct **ARTICLE XVI**.

AMENDMENT NO 42.

In ARTICLE XIV – STAFF changes the authority of appointing the Executive Director from that of the *Board of Directors* to that of the **Executive Committee** and clarifies that position as ex-officio, non-voting member of the Board of Directors and all committees. It also changes the direct reporting structure on all administrative, managerial, financial, and public affairs matters of the organization from the *Board of Directors* to the **Executive Committee**.