



Proposed Change to WPWA Bylaws

Annual Meeting of the Membership
May 17, 2018

Context

Oftentimes the terms “director” and “trustee” are viewed as identical and interchangeable, though that is not the case. From a legal perspective, “trustee” is used in relation to charitable trusts while “director” is used in relation to nonprofit corporations. Furthermore, there are differences in corporate-based law vs. trust-based law; corporate-based law is what applies to WPWA as the State of Rhode Island recognizes WPWA as a corporation and its’ board as “directors,” not as “trustees.”

Reason for Change

The WPWA board feels that, in order to better reflect its’ relationship to the organization, as well to better reflect the legal interpretation of differences between these terms, the term of “director” is more suited to the duties, responsibilities, and functioning of the WPWA board. For these reasons, the following motion is being brought in front of the membership for consideration and vote.

MOTION — Replace the term “trustee” throughout the WPWA bylaws, and associated documents, with the term “director,” to better reflect the actual duties and responsibilities of the WPWA board and its’ members, and to better represent the legal interpretation of duties and responsibilities of a “director” vs. a “trustee” in both a general sense and as per State of Rhode Island recognition as a “corporation” overseen by “directors.”