

Dimension	Directorship (No Members)	Member-Based (Advisory Only)	Member-Based (Board-Managed; Limited Voting) – DRAFT	Member-Based (Member-Elected Majority)
Who manages the corporation?	Board of Directors exclusively.	Board of Directors exclusively.	Board of Directors; Members elect 2 directors (minority of Board).	Members elect a majority of directors; Board still manages operations but is member-accountable.
Member classes	N/A	Individual, Corporate, University/Institutional (non-voting).	Individual, Corporate, University/Institutional (one vote per Member).	Same classes; voting rights expanded to majority control.
Annual Meeting	Optional gathering; no formal member rights.	Advisory annual meeting: reports, Q&A, non-binding resolutions.	Annual meeting with advisory segment plus elections for Member-Elected seats and any other permitted votes.	Annual meeting includes elections for most Board seats and other member actions.
Quorum for member actions	N/A	N/A (advisory only).	10% of Members in good standing.	Typically 10–20%, set by bylaws.
Amending bylaws	Board only.	Board only.	Board only (per draft).	Often shared or member-only; higher change friction.
Board composition	≥3 directors (MI minimum); skills mix preferred by Board.	Same as directorship.	7–13 directors; 2 seats elected by Members (1 At-Large; 1 Institutional).	Similar size; majority of seats elected by Members.
Member voting rights	None.	Advisory input only; no votes.	One vote per Member for designated Board seats and any permitted member actions.	Votes for most Board seats and broader member actions.
Pros	Fast decisions; clean compliance; no dues system.	Legitimacy & engagement with minimal complexity.	Member voice + preserved control; fundraising & volunteer upside.	High democratic legitimacy; potential donor magnet.
Cons / Risks	Lower community voice; fewer engagement levers.	Expectation gaps (advisory vs. authority).	Admin overhead (dues, elections); some political dynamics.	Complex governance; slower decisions; factional politics risk.
Use cases	Early start-up phase; small leadership team.	Pilot membership; bridge to voting model.	Mature operator seeking sustainable engagement (recommended baseline).	Legacy markets with large stakeholder base; city-chartered entities.