

By-Laws Committee Meeting (Brief)

Saturday, June 4, 2011

In attendance: Liz Albert, Wilma Breiland, Teresa Datar, Kat Flinner,

To make the document as lean and internally consistent as possible, we are led by our understanding that By-Laws **include an organization's basic commitments, structural patterns, and rules of governance**. We have tried to get to the bare bones of how the organization can/should/and does run.

1. Open issue: Provisional Membership.
 - a. We intend to propose Option A/Option B to membership
2. Open issue: Boat Captain.
 - a. We considered the possibility of keeping a Boat Captain on the Board of Directors so the Board has a representative from Equipment Committee. There is always some kind of issue in Board meetings that falls under the purview of the Equip. Comm.
3. Open issue: Quorums and Voting.
 - a. Items that require a quorum (budget, purchases/sales/expenditures, programs, fees; see Article 4, sec. 1)
 - b. We recommended a quorum be 1/5th of the entire voting membership for the purposes of Monthly Meetings. This would mean approximately 15 members would need to be present. (We researched this and found precedent in Robert's Rules.) The Board would prefer to have the quorum be set at 1/3rd of the membership.
4. Article 3: Membership.
 - a. Add: "A member must be 18 or older to vote. Unsupervised rowing under the age of 18 will be allowed on a case-by-case basis." (after ... "two classes of membership: voting and non-voting.")
5. Article 5: Voting.
 - a. This section should be about the process of voting. As such, it should read:
 - i. Monthly Meetings: At monthly meetings, a show of hands shall be sufficient for voting. 51% is the criteria for passage of any item.
 - ii. Annual or Special Meetings/ Voting by Proxy: Proxy voting shall be available for annual and special meetings. Proxy votes shall be counted as part of the quorum.
 - iii. Voting by Other Means: When, in the judgement of the BoD, any question shall arise that should be put to a vote of the membership, and when it deems it inexpedient to call a Special Meeting for that purpose, it may submit the matter to the entire voting membership in writing by mail or other means for a vote. The decision on the question shall be determined by a majority of the votes received within one week of the notification date, provided that at least two thirds of the entire voting membership has returned a result. Action taken in this manner shall be as effective as action taken at a duly called meeting of the Club.
 - iv. Move: Sentence about quorum requirements ("The presence of 1/3rd") to Article 7.1 (Monthly meetings)
6. Committees: need language on how committees are selected.
 - a. Delete: "...unless otherwise directed by the BoD" in opening paragraph.
 - b. Option A: keeps By Laws as is. The Board appoints from those who have volunteered.
 - c. Option B: Committees are volunteer-based. Each committee elects its own chair. Board may appoint a Board member to each committee as a liaison.
7. **Modifications to be discussed later**
 - a. See Open Issues, etc. from May 15th minutes
 - b. **Philosophical underpinnings:** Is this Club to be a private club or a community club?

- c. **Philosophical understanding:** Shall the Club be a Board-run Club or a Democratically-run Club? Democracy requires participation and attendance and commitment by its members.
- d. **Seating process for committees**

(Timeline: We assume that the By-Laws presentation and vote will take place at a Special Meeting in May, preferably a brunch / social gathering such as Karen Scammel organized last year. There are a lot of changes and the membership of the Club will want to discuss. We should make an effort to provide copies of the big-picture Re-Cap document, and have Club discussion on the Option A/Option B issues. Special effort should be made to get full attendance at these meetings. We should also approach membership by pointing out that these changes come from an honest attempt to evaluate the club, not as a power grab.)

~~Proposed next meeting: Friday, June 17 6-8p with Jay Feenan.~~