

By-Laws Committee Meeting (Brief)

Saturday, July 27, 2011

In attendance: Liz Albert, Wilma Breiland, Teresa Datar, Kat Flinner, John Ballantine (ex. Officio), Jay Feenan (BoD)

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.

The purpose of this meeting was to cull through the By-Laws document and the Re-Cap document for input and understanding from the Board. This offered insight into past history as well as current operations.

1. Article 1: Name/Address: The membership already voted to approve Doing Business As Lowell Community Rowing. The purpose was to grab that name to help establish ourselves on the river. However, cannot use 2 d.b.a. designations. **Members will need to discuss and vote on which spelling of name.** (Option A/Option B this?)
2. Article 2: Purpose:
 - a. According to Jay 501c status would not previously have been recognized if we used word "recreational" in our mission statement. However, that may no longer be the case.
 - b. And a point of information: Riverside is not a "private" club. It has 501c status. Cambridge Boat Club is a purely private club.
3. Article 3: Membership:
 - a. We had discussion on the idea of Provisional Membership. One point to be made about it is a way to ensure participation in the club. We withhold voting privileges until new members have shown a willingness to participate.
 - b. Discussion about restrictions on Junior Membership: In Massachusetts, anyone age 12 can drive a motorboat, with no test for licensure. We should align our ages and restrictions with Mass. State law.
 - i. Perhaps delete "must have direct, on-water supervision...." Instead, include "must be here during operational hours."
 - ii. Note: MRRA is responsible/liable for 1.) Boathouse (access); 2.) Club equipment; and 3.) time on water (?) check what Jay said)
 - iii. Modify: In By-Laws document, be sure the 3.2 Benefits of Membership states that "equipment must be sanctioned by the Boat Captain" (not BoD, as written). Also, delete "without supervision" in first sentence.
4. Article 4: Officers
 - a. Jay raised a question about the stringency of the requirement of a 2/3 vote of "entire voting membership" for over-ruling a BoD decision. He feels that that is too strong. We should double check this against our previous minutes and our understanding of Robert's Rules of Order.
 - b. It is Jay's reading that the statement about the BoD not rendering the Club liable for debt does not apply to the Club, but only to BoD.
 - c. 4.2 Description of Positions: Jay would like to see **a revised version of a statement of conflict of interest, one that follows/uses state guidelines**. He sees the one we've written as too narrow.
 - d. Role of the Board: Perhaps we should **propose a list of items that the BoD can vote on alone (e.g., user agreement with UML) and ones that membership should vote on.** Jay also raised concern that there should be a **process for what types of items can be proposed and voted immediately at meetings** (Article 5?). Is there a process for

- Board review prior to Club vote? For example, what if I brought 11 of my member-friends, raised an item that we buy 9 singles, and my friends and I voted for it. We would have likely made the quorum and been in the majority on that item, but it shouldn't be actionable immediately.
- e. Boat Captain position: traditionally, Clubs have Boat Captains that are never appointed, always elected. There is concern about the Equipment Committee (staffed on volunteer basis) appointing the Boat Captain from among themselves. Jay suggests keeping the Boat Captain position on the BoD, but specifying and limiting his/her powers.
 - f. 4.3 Terms of Office:
 - i. What is **process in case of a vacancy**? Check wording in original 1986 doc.
 - ii. John B. recommends no terms limits. It has historically been very difficult to fill officer positions, and so setting term limits restricts us.
 - iii. Kat proposes that in the case of an officer renewing in the office because no one else has stepped forward to serve, the Club make a vote that indicates it knows it is in violation of it's By-Laws, but is suspending them for this election. That allows us to enshrine a "best practice, best philosophy" in the By-Laws and still get around the practical issues.
 - g. 4.4 Removal from Office
 - i. Jay prefers the previously written 2 tiered approach to this. The BoD first voted, in cases of internal conflict within the BoD. If the BoD vote was inconclusive, or the BoD member in question refused to resign, then the question would move to the membership at large.
 - ii. We should again check this against Robert's Rules of Order.
 - 5. Kat needs to modify Power Point presentation to show changes from 1986 document (wording in Option As needs to be acknowledged as a modification from 1986 base).
 - 6. Still to be discussed
 - a. W/ Jay: rest of changes to articles 5-12
 - a. Quorum numbers**
 - b. Seating process for committees**
 - c. Process for vacancies on BoD**
 - d. List of actionable items by BoD alone, and items that require vote by membership**

(Timeline: We assume that the By-Laws presentation and vote will take place at a Special Meeting, preferably a brunch / social gathering such as Karen Scammell 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: Monday, August 8, 2011 10a-12noon with Jay Feenan.
Please bring a copy of Robert's Rules to meeting?