

By-Laws Committee Meeting (Brief)

Saturday, August 8, 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: Cf meeting minutes of May 2010. The membership may not have voted to approve Doing Business As Lowell Community Rowing. **Members will need to discuss and vote on which spelling of name.** (Option A/Option B this?)
2. Article 4: Officers
 - a. Treasurer: 2.c. Add "internal" to modify audit.
 - b. Secretary: We propose breaking this into 2 jobs (Recording Sec and Membership Sec).
 - c. Boat Captain position: See Article 8, section 3 wording for powers of Boat Captain.
 - d. 4.3 Terms of Office:
 - i. No decisions made about term limits, but we did decide that there should be one single term limit clause, so Treasurer and Directors have 3 year terms rather than 2 year ones.
 - ii. Option A / Option B here for membership vote?
 - e. 4.4 Removal from Office
 - i. No decisions made. We should again check this against Robert's Rules of Order.
3. Article 5: Process of Voting
 - a. Add "of those present" after "A majority..." Add also "(See Article 7)" to end of 5.1
4. Article 6: Nominations and Elections
 - a. Option A: fixed ballot
 - b. Option B: nominations from the floor (w/ specified number of supporting votes to allow)
5. Article 7: Meetings
 - a. Quorum numbers!!! Huge discussion about this. If we take an example membership of 72, 1/3 quorum would require 24 people present at a meeting. 2/3 quorum would require 48 members present to conduct business.
 - b. We may choose to dump Robert's Rules and use 1/3 as quorum.
 - c. If quorum is met, then all votes pass with 51% of those present voting in favor. Exceptions are for budgets, capital items, programs, and fees, which would require a 2/3 votes of those present.
 - i. If quorum is 1/3, number required to conduct business is 24. A vote of 13 members (51%) would allow most issues to pass. 16 votes (2/3 of those present) would be required to pass capital expenditures, etc.
6. 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).
7. Still to be discussed
 - a. W/ Jay: rest of changes to articles 8-12
 - a. **Revised statement of conflict of interest**

- b. Quorum numbers: Monthly: 1/3; Annual Mtg/ Election / Special: 1/3 ?**
- c. Seating process for committees: volunteer basis?**
- d. Process for vacancies on BoD: 1986 document states: “Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.”**
- e. List of actionable items by BoD alone, and items that require vote by membership, and process for this (item → through committee → to Board → to entire Club 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 22, 2011 10a-12noon with Jay Feenan.
Please bring a copy of Robert’s Rules to meeting?**