

By-Laws Committee Meeting (Brief)

Saturday, August 22, 2011

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

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. Mass General Laws for reference
 - a. For motorboats, age 16. Nothing specified for hand propelled boats. (In section w/ ski mobiles, etc.)
 - b. 501c "exempt purposes" refer to no earning going to shareholders and no political action. A 501c is commonly referred to as a "charitable organization."
2. Article 4: Officers
 - a. Conflict of interest clause: our primary concerns are space in the boathouse, equipment, and altering the vision of the Club
 - b. Can we re-word this clause to be positive, rather than negative?
 - c. Try: "To eliminate conflict of interest, all members of the BoD shall be committed to maintaining the Club's assets, equipment, boathouse space and in compliance with the purposes of the Club."
3. Article 8: Committees
 - a. Seating process for committees: any specifics here should go in Addendum. 1986 original states appointed by BoD. We struck that.
 - b. Strike: "appointed by the BoD as liaison...." This means a BoD member volunteers to also serve on a committee, has full voting rights on that committee.
 - c. Modify: "The Board Members is" not expected to Chair the committee.
 - d. Re order: Membership/Program, Equipment, then Safety
 - e. Under Equipment Committee: eliminate a-b-c separation. Write as one paragraph. Second paragraph hold sentences about Boat Captain role.
 - f. Add sentence to Safety Committee about Boat Captain serving Ex Officio on this committee.
4. Article 10: Disciplinary
 - a. John Ballantine noted that this should be a two-step process. The first step is a complaint which may be kept confidential. The second step is where the proceedings become formal, written complaints, which then become a matter of public record.
 - b. Take out 2 sentences about "Board shall attempt to base decisions....." This is a comment about intention, not process, and does not belong here. However, the point taken is valid; we want the Board to act with open-mindedness and fairness.
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 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: Friday, September 16, 2011 9a-12noon with Jay Feenan.
Review with Board of Directors October 3, 2011
Please bring a copy of Robert’s Rules to meeting?**