

## By-Laws Brunch/Presentation Meeting

Saturday, October 15, 2011

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

Jennifer Lown, Kevin Hancock, Barbara and Bob Sherman, Ann and John Ballantine,

Jay Feenan, Bob Bowen, Dottie Semonian, Karen Scammell, Kent Springer

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 inform the Club membership of the modifications to the By Laws that we are proposing for voting and ratification at December's Annual Meeting, as well as to get input from the members on open issues on the direction they would like to see the Club go. Sincere thanks to all who attended and offered ideas!

1. We provided coffee, juices, quiches, hot and cold fruit, breads, bagels and muffins. We had copies of the PowerPoint presentation, copies of the By Law document, and copies of a ballot for members to record their opinions on the open issues.
2. The By Laws Committee presented open issues for Optioning to the Membership:
  - a. Name of the Club
  - b. Provisional Membership
  - c. Role of the Board
  - d. Quorums (specifically in the case of Special Meetings)
  - e. Committee seating process
3. Response by Members
  - a. The following tally records the feedback we received:

	Art. 1: Name of Club	Art. 3: Provisional Membership	Art.4: Role of the Board	Art. 5 + 7: Quorums	Art. 8: Committee Seating Process	Other: Term Limits
<b>Option A:</b>	Option D: 10 votes; 1 abstain	N/A	N/A	4 votes	0 votes	Majority show of hands
<b>Option B:</b>	0	10 votes	1 vote	2 votes	9 votes; 2 abstain	Add in final sentence w/ term limits
<b>Option C:</b>		1 vote	9 votes; 1 abstain	2 votes for 1/3 Amend, 1/2 Expel		

4. Other noted comments and discussions:
  - a. 1: Name: Members expressed an almost unanimous opinion that the name of the Club should reflect that we are not a private club but one open to the community. There was

- a suggestion to put “Community” into the name: Merrimack River Community Rowing.
- b. 4.2.a: Add: “or a Board-approved designee” in sentence: “The President shall represent the Club and its membership in all ....”
  - c. 4.2.c. Treasurer: “shall make disbursement authorized by the BoD” was a concern. What are procedures for disbursements and do all disbursements need to be “authorized” or have 2 signatures? We agreed to leave the wording as is. Many disbursements are already authorized if fall under programs or within budget.
  - d. 4.2.e: Boat Captain: Add “The Boat Captain is a member ex officio of both the Equipment and Safety Committees.”
    - i. Does the Boat Captain role need more listed? Sending out safety notices, condition of the river, etc.? Does that need to be listed under Safety Committee? Does it need to be specified at all?
  - e. 5.3: Voting by Proxy: It was noted that we have no wording on the process for proxy voting. Written? Accepted after the vote?
  - f. 7.1: Monthly Meetings: should there be a formal process enshrined for bringing motions to vote?
  - g. 7.3: Special Meetings:
    - i. Modify: the Board of Directors may call the meeting, not simply the President.
    - ii. Also, reword to “relating to matters of concern” so more than one matter may be discussed, as long as matters are limited.
    - iii. Add clause: ...by written request to the BoD, “who decide if a Special Meeting is warranted and if proxy voting is permitted.”
    - iv. Add: “There is no proxy voting in the case of Expulsion.”
  - h. 8: Committees: There is no information about ad hoc committees, how they are seated, how they make recommendations, etc.
    - i. Should a Nominating Committee be a standing committee, since it needs to operate every year?
  - i. 10.5: Expulsion:
    - i. Add “of those present” after “...shall require 67%.” The members present made clear their preference that only those who were present to hear both sides of any case should be permitted to vote and that there should be no proxy voting in the case of Expulsions.
    - ii. Consider adding language about owing money for fees?
    - iii. Delete: mention of a Code of Conduct, since we have no record of it, and even without it the wording covers conduct.
5. Again, thanks to all eyes and ears and hearts who offered constructive comments and criticism!

**Proposed next meeting: TBA**