

## **2009 356CAR Bylaws Review Results**

Here is a brief summary of suggested changes to the Bylaws received from various members of the club, as well as a recommendation/rationale for each such change.

### **Article IV – Memberships, Dues and Fees**

#### **Section 2 – Membership Application and Dues**

- Update this section to indicate that a single annual membership renewal date will be used, prorated on request.

***Adopted** since this renewal process has been utilized for quite some time.*

#### **Section 7 – Authority to Incur Obligations or Indebtedness**

- Update article (A) to indicate the limit to incur an obligation or indebtedness without prior approval of the board of directors has been raised to \$500.

*Recommendation/rationale: Adopt since this change was made officially some time ago.*

- Update article (A) so that only the President and Vice President can incur obligations or indebtedness up to \$500 in the name of the club without prior approval of the Board.

***Adopted** since this is the de facto way the club has operated for quite some time and to allow additional Board members to have this privilege is unnecessary and potentially confusing.*

### **Article V – Meetings of the Members**

#### **Section 1 – Meetings of the Members**

- An annual meeting of the club should be held as soon as practical at the beginning of each fiscal year.

***Adopted** to give the membership as a whole the required opportunity each year to interact directly with the entire Board of Directors.*

### **Article VI – Executive Committee and Board of Directors**

#### **Section 2 – Board of Directors**

- Update this section to indicate that members elected or selected for the Board must have been “members in good standing” for at least 2 consecutive years.

**Adopted** to help ensure that those elected or selected to the board are familiar with the club and its operations.

- Change all references to “elected Board members” to “newly elected board members”

**Adopted** for clarity since the first board meeting of the newly elected board traditionally includes members of the outgoing board.

- Add the following provision to this section:

It shall be the responsibility of the Board to determine all matters of 356CAR policy. The policies shall be maintained in a *Policy and Procedures Manual* and shall include any activities, policies and procedures that affect the day-to-day operations of the club that are not specifically addressed in and/or in conflict with these Bylaws.

All policies and procedures shall become effective immediately on approval by the Board. The *Policy and Procedures Manual* shall become a permanent record of the Club and will include the most recent revision date of each provision as it is added or amended.

**Adopted** to enable the development of a *Policy and Procedures Manual*. This will eliminate the need to update these Bylaws every time a relatively minor change is made to club policies and/or procedures. [Jim has developed a model for the basic contents of this manual.]

- Incorporate a provision to ensure that the obligation to announce board meetings in advance is met by posting “Next Board Meeting” information on the 356CAR.org website Member’s Page.

**Adopted** to ensure that the membership is informed well in advance of impending board meetings.

- Make the board a more workable size by reducing the number of board members to the 6 who are elected at large plus the past President (i.e. don’t appoint the 3 additional board members.)

**Rejected** because the current nine-member board seems to be working quite well. Why fix something that’s not broken?

- Make the newsletter editor a non-voting member of the board who is responsible for attending board meetings.

**Adopted** since experience has shown that the newsletter editor's presence at Board meetings is an essential element of good communications within the club as a whole.

## **Article VII – Election of Directors**

- Elect the members of the Board in overlapping intervals so that the entire board isn't replaced at one time (e.g. by electing a third of the board every year.)

**Rejected** as burdensome and unnecessary.

- Create a mechanism to make the board more geographically representative of the membership, perhaps by electing Board members regionally in proportion to the way the membership is distributed.

**Rejected** as unnecessarily complex.

## **Section 1 – Nomination Committee**

- Change “Nomination Committee” to “Nominating Committee”

**Adopted** as more consistent and grammatically correct.

- Change the minimum number of candidates from 10 to 9.

**Adopted** to remove the need to institutionally exclude from subsequent appointment to the Board one candidate who has agreed to run for office.

- Need to add a provision to address the possibility that we may not be able to get 10 candidates to run for the Board as the Bylaws currently require.

**Rejected** because this has not been a problem to date, not to mention the fact that since the previous recommendation was adopted the minimum number of candidates has been reduced to 9.

## **Section 3 – Ballots**

- Offer the option to vote via ballot boxes at the breakfasts to ensure more anonymity in the voting process.

**Rejected** as unnecessarily complex. Instead, establish a mail-in ballot configuration that will ensure voting anonymity. [Jim & Michael have already worked out a way to do this.]

- Add a provision that would allow electronic voting in the future.

**Adopted.** *This will make the balloting process much easier in the future.*

## **Article VIII – Officers and Directors**

### **Section 3 – Duties of the 1<sup>st</sup> Vice President**

- Update this section to more accurately reflect the current responsibilities of the job.

**Adopted** *by replacing all references to “1<sup>st</sup> Vice President” with simply “Vice President” and substituting the following job description:*

“The Vice President shall assist the President in conducting the administrative affairs of 356CAR, perform such other duties as may be assigned by the President, and in the President’s absence or inability to serve shall perform the duties of the President”

### **Section 4 – Duties of the 2<sup>nd</sup> Vice President**

- Eliminate the designated 2<sup>nd</sup> Vice President position.

**Adopted** *by deleting this section/job description as redundant and thus unnecessary. Per the previous recommendation we don’t really need a 2<sup>nd</sup> Vice President.*

## **Article IX – Committees**

### **Section 2 – Safety Committee**

- Change the name of this committee to “Insurance and Safety Committee” to broaden its scope.

**Adopted** *as a no-brainer! Change all references in Sections 1 and 2 from “Safety” to “Insurance and Safety” (9 references in all).*