

TO THE MEMBERS OF THE CRYSTAL CLEAR VIRTUAL HEISEY STUDY CLUB: The Board of Directors and the Bylaws Committee very much appreciate your taking the time and effort to review the revised constitution and bylaws and submit your thoughtful questions. Thank you!

Preliminary comments from the board and committee: This revision of the constitution and bylaws was envisioned as a “fix the bylaws” project, not a “fix HCA” project. The objectives are to reorganize the documents, rewrite some provisions for clarity and to remove legalese, to update them to provide for things like online meetings, and to cover situations that have arisen in real life, for example, during the Covid pandemic. They are intended to retain the basic structure of the organization and how HCA has operated under the existing constitution and bylaws.

The revised constitution and bylaws are forward-looking documents. They are intended to provide flexibility to cover circumstances that may occur in the future, both anticipated and unanticipated.

We feel it is important for the future of HCA to adopt these updates. We suggest that proposals for major structural changes (for example, the Executive Committee and the voting membership category) be considered separately on their own merits at a future date.

The Crystal Clear Virtual Heisey Study Club met on March 12th and discussed the proposed Constitution and Bylaws. Here are our thoughts / concerns / questions:

Constitution, Article IV

Article IV, Section 2 of the current Constitution allows members to appeal the decisions of the board. The new version has taken that out, so the membership has no authority to appeal board decisions. **We would like to understand the reasoning behind removing the appeal rights of the membership.**

Answer: This provision was removed for several reasons. As far as the board and the Bylaws Committee are aware, it has not been used in the 50-plus-year history of HCA. If anyone has information to the contrary, please advise us. It also appears to be inconsistent with section 1702.30 of the Ohio Nonprofit Corporation Law, which provides in relevant part: “Except where the law, the articles, or the regulations require that action be otherwise authorized or taken, all of the authority of a corporation shall be exercised by or under the direction of its directors.” The members are not without recourse. The voting members can vote out members of the board and run for the board themselves.

Constitution, Article IX, Section 4 (Also Bylaws, Article XI, Section 4)

The language regarding “competing amendments” is not in the current version. Study club members have never heard of this in a constitution. **We would like more information about these sections and an explanation as to why it was added to the constitution and bylaws.**

Answer: This provision was added because two competing and inconsistent amendments were proposed several years ago. The question, “What happens if both proposals secure enough votes to win?” was raised at that time. There is nothing in the current bylaws to answer that question. We did not find anything in the law or Robert’s Rules answering this question. This provision was added to answer it.

Bylaws, Article II, Section 2

The proposed Bylaws reduces the number of consecutive years a director may be elected to the office of president from three to two. Having a president able to serve a longer term provides a level of stability for the organization. **We would like to understand the reason for this change.**

Answer: After further discussion and consideration, the board agrees the three-year term limit should be retained.

Bylaws, Article IV, Section 7 (Current Version: Constitution, Article III, Section 2)

The current Bylaws (Article VII, Section 1) set the voting fee at \$25. The proposed Bylaws indicate the voting fee “shall be determined by the board of directors.” This means that without any membership vote the board could change the fee to zero. **Could this section be updated to include language setting a minimum amount?** Possibly add the statement, “The voting fee shall not be less than \$25.”

Answer: Under Article IV, Section 2 of the revised bylaws, payment of the voting fee is required to become a voting member. Reducing the voting fee to zero would violate this provision of the bylaws, because there would be no payment and no fee.

The board already sets members’ dues. It would make sense to have the board set the voting fee, too, as part of the overall dues structure, in connection with the board’s budgetary responsibilities. This provision gives the board flexibility to adapt to changing circumstances in the future.

We’ll discuss setting the minimum fee at \$25 at the forthcoming Q&A sessions.

There was concern expressed by club members that the membership section, which includes the voting fee, is being moved from the Constitution to the Bylaws in the proposed rewrite. This lowers the voting threshold from 2/3 to a simple majority should the Constitution & Bylaws Committee propose eliminating the voting fee in the future. **We would like to understand the reasoning behind moving this section.**

Answer: The provisions about dues and the voting fee are in the revised bylaws instead of the constitution because the constitution should be a general statement of principles (“there shall be members”). More detailed provisions like the specific categories of membership, dues, and fees are more appropriately included in the bylaws. Please note there are references to voting members in the revised constitution, specifically in Article IX. A $\frac{2}{3}$ vote would be required to remove or change this language.

Bylaws, Article V, Section 1 (Current Version: Bylaws, Article I, Sections 1 & 2)

Currently there are three membership meetings: two regular meetings, one in April and one in October and the Annual meeting in June. The proposed rewrite reduces the number of membership meetings to two by designating all the meetings as “regular” meetings. **Why was the Annual Meeting section removed? Is the Board eliminating the meeting in April or October?** We believe this section needs to be rewritten to reflect the Annual meeting and Regular meetings.

Answer: Article V, Sections 1 and 2 continue our current practice. Section 1 sets the minimum number of regular meetings at two. It does not reduce the number of meetings we currently hold or prohibit holding more than two meetings. Section 2 allows the designation of any regular meeting as the annual meeting. This will cover us if in the future we are not able to hold the annual meeting at the convention or in the month of June.

Bylaws, Article V, Section 6

Club members question whether this section adequately defines what constitutes a quorum at the membership meetings. Does the section comport with Robert's Rules of Order?

Answer: This section is based section 1702.22 of the Ohio Nonprofit Corporation Law, except that it does not count members voting by mail or by proxy toward a quorum. The law allows this. This provision is also consistent with Robert's Rules, 12th edition, section 40:2.

Bylaws, Article VI, Section 1 Executive Committee

A couple of years ago there was a proposal made by a large number of voting members to eliminate the executive committee. Current technology allows board members to attend without the need for travel and we understand the full board has been meeting monthly recently. **Is it time to revisit the elimination of the executive committee?**

Answer: This important issue should not be an impediment to approving these needed revisions to the constitution and bylaws. It deserves full consideration as a separate issue on its own merits.

The bylaws no longer state that the EC shall present all recommendations to the full board for action. See Article VI, Section 3 of the current bylaws. The rewritten section indicates the EC is “subject to the direction and control of the board of directors.” **How will the board direct and control a body that isn’t required to present recommendations for full board action? Are we allowing a quorum of three to make decisions?**

Answer: The language of Article IV, Section 1, regarding the EC taking action is based on Section 1702.33 of the Ohio Nonprofit Corporation Law. The intent was to limit the EC’s authority. Language can be added for clarification. Perhaps something along the following lines:

“The Executive Committee shall be informed of matters affecting the management of the organization that arise between meetings of the Board of Directors and shall make recommendations regarding such matters to the Board of Directors. The Executive Committee may refer such matters to a standing or special committee for further study and their recommendations to the entire Board. The Executive Committee shall promptly inform the Board of any matters that require action by the Board before the next regular meeting of the Board and the Executive Committee’s recommendations, if any, regarding such matters.”

At the present time, the board and the Executive Committee are holding joint special board and Executive Committee meetings monthly. This is to facilitate taking action between regular board meetings.

Bylaws, Article VI, Section 2 Standing Committees

Copied from the side-by-side comparison: “[Note: Article VI of the current bylaws specifies the duties of the standing committees; the Bylaws Committee decided it is unnecessary to include the committees’ duties in the bylaws.]” **Please explain why the committee made the decision to eliminate the specific duties of the standing committees.**

Answer: Specific and detailed descriptions of committees’ duties do not belong in the bylaws. Because the bylaws are difficult to amend (as they should be), detailed descriptions run the risk of being too restrictive and impeding the committees’ ability to do necessary work.

This is based on recent experience. When the re-branding was proposed, the project did not clearly fall within the purview of any existing committee. The Website Committee volunteered, because the re-branding needed to be done before we could work on the new website. We need to retain this kind of flexibility. If a detailed and restrictive “job description” for the Website Committee had been included in the bylaws, this could not have been done without amending the bylaws, which would have significantly delayed the project.

If the members believe more specific descriptions of committees’ duties are desirable, they could be included in procedures or mission statements for the committees.

As part of the rewrite, was there any discussion about updating/adding other committees to the list of Standing Committees?

Answer: No. However, we now recommend adding the Fundraising Committee to the list of standing committees. Our other standing committees are consistent with recommendations for best practices for nonprofits.

We need to make our committees more robust to boost our organization. We should have duties and responsibilities. When will the committees be appointed? How often should they meet? This is a missed opportunity for our organization.

Answer: Making committees more robust may not be something that can be addressed effectively in the bylaws. Our current practice is for the president to appoint or re-appoint committee chairs and members as soon as possible after taking office.

How often committees meet is determined by the work they are doing. By their nature, some committees are more active than others and need to meet more frequently (for example, the Auction Committee meets weekly.) These days, a lot of committee work is carried out through email discussions with full meetings only as needed. Some committees' work is carried out "in the field," for example, the Properties and Grounds Maintenance and Landscaping Committees. For these reasons, requiring committees to meet at specified intervals doesn't seem workable. If a committee member thinks the committee is not doing its job, they can take it up with the committee chair, and if the chair's response is not satisfactory, with the president.

Bylaws, Article VII Election of Officers

The current bylaws provide that "if the number of nominees equals the number of Director vacancies, the ballot voting shall be deemed unnecessary if approved by the majority of the voting members present. **Please explain why this option was not included in the rewritten bylaws.**

Answer: The board discussed this at length. The consensus was that members who had made the effort to vote, including those voting absentee, should have their votes counted and the results announced and recorded for the organization's records.

Bylaws, Section VIII, Section 3

The rewritten bylaws indicate that the Executive Director(s) can hire and fire employees without the prior approval of the board. **Is this prudent? Do our management personnel have the required training and skills to allow no oversight in this area?**

Answer: Article VIII of the revised bylaws is essentially identical to Article IV of the existing bylaws. (Section 2 was reworded with no change in its substance, and a minor edit was made for clarity in Section 3.) Article IV of the existing bylaws was approved by a large majority (77.3%) of the voting members in June 2024.

Under both the existing Article IV and the proposed Article VIII, the Co-Executive Directors serve at the pleasure of the board, and their performance is reviewed at least annually by the board. They also report regularly to the board and work closely with the officers and committee chairs.

Bylaws, Article XI

The current bylaws state: "The Bylaws may be amended by a majority vote of the voting

members present and voting at any regular meeting of the organization.....". **The rewritten document does not contain any language indicating the bylaws may be amended by majority vote.**

Answer: You're correct. The omission will be corrected. Thanks for catching it.

Also, Section 3 of this article does not seem to serve any purpose. It is a slightly modified rewrite of the first paragraph of section 2. **Please review.**

Answer: Correct again. Section 3 is a duplicate. It will be deleted, and Section 4 will be renumbered Section 3. Thanks for catching this one, too.

This is a good first draft. And, we commend the Committee members for their work but there's more work to be done. We need to slow down the process. More membership input is required before bringing this document to a vote.

We look forward to your response.