

The Dayton Club met last night and we had an extensive discussion about the proposed changes to the Constitution and the Bylaws.

**TO THE MEMBERS OF THE DAYTON AREA HEISEY COLLECTORS 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 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.

## **QUESTIONS**

**Question 1.** We feel the Executive Directors should not be members of the Executive Committee. They are paid employees. Also are they even members of HCA?

**Answer:** Having the Executive Director(s) serve as non-voting members of the Executive Committee is recommended as a best practice for nonprofits like HCA. They regularly attend these meetings to provide reports and answer questions about things that are actually happening “on the ground.” This simply memorializes that role in the bylaws.

Yes, both Jennifer and Cheryl are members of HCA.

**Question 2.** The committees need roles and responsibilities. They should involve members and be more robust. How about considering that we need additional committees such as Technology? After all HCA is trying "to meet the needs of operating in the 21st century".

**Answer:** Making committees more robust may not be something that can be addressed effectively in the bylaws.

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.

We have a technology committee. It is called the Digital Media Committee (formerly the Website Committee).

**Question 3.** Our club also discussed if there was a need for an Executive Committee. With the technology and it no club longer the requirement for board members to attend meetings in Newark. We think this should be revisited.

**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.

**Question 4.** Please check the membership meeting section. The annual meeting should not be included as a regular membership meeting.

**Answer:** Article V, Sections 1 and 2 of the revised bylaws 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.

**Question 5.** The club felt that the board should meet more often than "at least four times a year." This might do away with the lengthy meetings that have been known to happen. I think I heard of a 6 hour meeting at one point.

**Answer:** Our current president has taken measures to reduce the length of board meetings. These include utilizing a consent agenda and requiring all reports to be

circulated and discussed by email in advance of the meetings. These measures have significantly reduced the length of board meetings.

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.

The number of regular board meetings, which board members are required to attend, is another important issue that needs to be considered carefully, and separately from this proposed revision of the bylaws.

**Question 6.** Why did you move the voting membership information from the Constitution to the Bylaws?

**Answer:** 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.

**Question 7.** Our club feels it is too soon to vote on this version. The Bylaws Committee has done a great job on this first draft, but there are still some areas that need more work and thought.

**Answer:** From the outset, the board agreed that members would need significant time to study the proposals before voting. Anticipating that need, we have put the proposals out for a comment period, offered Q&A sessions, and are now responding to questions and suggestions including incorporating some of those suggestions. The comments mail box remains open.

What areas have club members identified as needing more work?