

The Great Plains Club wants to thank the Constitution and Bylaws Committee for all the work they did in providing this updated version.

**TO THE MEMBERS OF THE GREAT PLAINS HEISEY 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:** Most members felt that we needed to slow down with approval and consider more items before voting. One member felt that six months to rewrite bylaws was just not long enough to think things through.

**Answer:** What additional matters do the club members think need to be considered?

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.

**Question:** This is a good first draft.

Why would we pass this version to only have to amend it right away to include parts that should certainly be included and reviewed?

**Answer:** What specific provisions do the club members think need to be added? The board and the Bylaws Committee will consider them.

**Question:** Specific concerns they had were with the Executive Committee (EC). Members felt an EC is no longer needed as many knew the board has been meeting monthly now. They were also curious about the language change from the old version to the new version about the EC taking votes to the whole board approval. Some did not see that language in the new version, so does that mean the EC can approve things? If so, what is a quorum for the EC? Would that mean that 2 or 3 people could make binding 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.

**Question:** There also still is some distrust about the voting membership category. Yes it appears in the revised bylaws, but now the board sets the fee not the constitution. There was a lot of discussion about this.

**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.

Some members have suggested setting the minimum fee at \$25 in the bylaws. What do you think?

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.

**Question:** The number of membership meetings is not clear. In the old version the annual meeting in June is not considered a membership meeting, it is an annual meeting. Also how many membership meetings are we having? Appears they are reducing the number of membership meetings. This section needs to be rewritten to reflect Annual meeting and membership 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.

**Question:** Again one third of the voting members brought up eliminating the executive committee. If we keep having to review voting membership, then why can't we revisit this? With technology and the board currently meeting monthly, let's take this out.

**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:** There was a lot of discussion about the committee section. Most members felt this should be strengthened to increase member involvement. Suggestions included a set date when committees will be appointed and how many times they meet. This was really discussed as many of our members were and are on committees that have never met. Robust committees would boost our organization. Leave the duties and responsibilities and maybe update them. This is a missed opportunity for our organization. Are there any committees to add to Standing Committees?

**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.

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 recommend adding the Fundraising Committee to the list of standing committees. Our other standing committees are consistent with recommendations for best practices for nonprofits.

There were other comments also. I just included the ones that generated the most discussion.

Mary Cameron