

SUMMARY OF SIGNIFICANT CHANGES PROPOSED 2016 RSC BYLAW AMENDMENTS

The RSC Board has been reviewing and discussing Bylaw amendments off and on for the last 2 years. The current Board has endorsed a series of amendments to recommend to the membership for adoption which are so comprehensive that it is difficult to address all the amendments on a piece-meal basis. Consequently, the Board is recommending the revised Bylaws as a full replacement of the existing Bylaws. Some of these changes are merely grammatical and informational, while others are more substantive. The following is a summary and explanation of the changes the Board considers most significant.

A. Revising the Process to Amend Bylaws

Discussion: The current Bylaws require under Article 9 that any proposed amendments be mailed out to the membership 15 days prior to any votes on the proposed amendments and are passed by a two-thirds majority vote of the members present.

Revisions: The proposed amendments to Article 9 establish a two-step process to amend the Bylaws. Under the proposed changes, in step 1, a membership meeting is advertised and held to introduce a first reading of proposed amendments, providing members an opportunity provide feedback to the Board on the draft proposal. The amendment further provides the Board an opportunity to review and react to the member comments after the meeting, possibly resulting in further amendments to address member concerns or respond to member suggestions regarding the original amendment proposal(s). The final Bylaws Amendment(s) recommended by the Board are published then with a second 15-day notice period prior to a membership meeting at which a two-thirds vote can approve the passage of the final Board-endorsed amendments. The amendment also re-affirms the opportunity for a member unable to attend the meeting at which Bylaws amendments are being voted upon, to use the proxy (or absentee) voting process allowed for under the Bylaws to express their agreement with or opposition to the proposed amendment(s).

B. Revising the Board Election Process

Discussion: The current Bylaws provide (under Article 4, Section 7) a committee process to develop a slate of candidates for the 4 officers and 5 at-large directors that serve on the Board.

Revisions: The proposed amendments to Article 4, Section 9 re-affirm the committee process to recruit and propose names of candidates running for a seat on the Board, with the change that the names of **all** candidates that are seeking to serve on the Board shall be listed in the committee's report and the committee's role is not to express a preference for any candidate for any contested position on the Board.

Further proposed amendments in this section provide that, for the election of **uncontested** seats, a vote by acclamation to accept the Nomination Committee report for those positions is valid; however, for positions with more than one candidate, an election by the membership must be held.

The amended Board election process requires electronic (voice and e-mail) notification of the membership and a physical public (website and at the Club desk) posting of all candidates' names to hold a Club election for those contested seats on the Board. However, similar to the amendment to the Bylaws amendment process, the proposed amendment allows a majority vote by the members attending (or voting by proxy/absentee vote) an advertised meeting where said election will be held to decide the election, avoiding the cost and delay of a mailed out ballot to decide the election.

C. Revising the Process for Taking Disciplinary Action on a Member

Discussion: The current Bylaws provide (under Article 2, Section 6) a process to discipline or remove a member for cause.

Revisions: Under the proposed amendments to Article 2 in Sections 6, 7 and 8, the amendments stipulate that an affirmative two-thirds vote of the Board shall be required to censure, suspend or remove a member for cause, as well as having a two-thirds affirmative vote requirement to reinstate a previously-expelled member to active member status.

D. Revising the Description of Officer Roles and Committee Responsibilities

Discussion: The current Bylaws describe the roles and duties of officers and committees under Articles 4, 5 and 6. The existing Bylaws present internal inconsistencies by allowing the Board to name additional assistant officers (Art. 5, Sec. 1) while being limited to 9 directors (Art. 4, Sec. 2). The descriptions of officer and committees roles are quite prescriptive, limiting the Board in how it responds to circumstances that impact Club operations.

Revisions: Under the proposed amendments to various sections of Articles 4, 5 and 6, the Officers of the Board are named the “Executive Committee”, and the duties of the Officers and Committees have been updated and streamlined. With the simplified description of Officer and Committee roles and responsibilities, the amendments charge the Board (Article 5, Section 1) with developing and maintaining an Operating Policies and Procedures Manual which documents how Club functions operate and provides the Board the freedom to change policies and procedures (consistent with the general mission statement of the Bylaws) without invoking the Bylaws amendment process. The creation of the Manual will facilitate the training of volunteers and oriented newly-elected Board members to Committee operations.

E. Revising Special Committees

Discussion: The current Bylaws describe (under Article 6, Section 2) 3 special committees, namely: the Annual Party, Annual Golf Tournament and Annual Audit Committees.

Revisions: Under the proposed amendments to Article 6, Section 2, the revisions enhance the description of each committee’s mission and purpose, removes the connotation that the Audit Committee is limited to only an annual review function, and recognizes the Silent Auction Committee as a special committee of equal standing with the other three named committees.

F. Expanding Availability of Proxy (or Absentee) Voting

Discussion: The current Bylaws describe (under Article 3, Section 6) a proxy (or absentee) voting process available to members for purposes of casting a vote on a matter to come before the membership at a meeting which the member knows in advance they will be unable to attend. There is no parallel proxy voting process (under Article 4, Section 6) available to Board members for voting on an issue in absentia when the Board member is unable to attend a Board meeting.

Revisions: Under the proposed amendments (see Article 4, Section 8), an absentee voting process is established to allow Board members to cast absentee votes in advance of a meeting at which they know they will be absent.