

Presentation to Red River Valley Amateur Radio Club Membership

May 26, 2018

**A Review: RRVARC Governing
Documents and Practices**

A Review: RRVARC Governing Documents and Practices

What and Why?

An effort has been undertaken to review, contrast and compare to other similar organizations, and update, all of the current Red River Valley Amateur Radio Club governing documents. Some of the reasons this process was undertaken were:

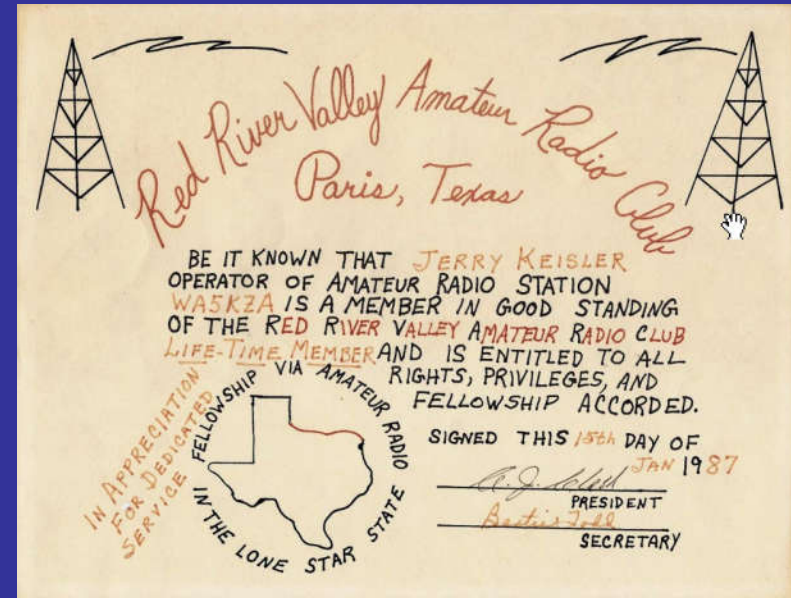
- The club is experiencing a period of welcome growth.
- Many members and even officers are not aware of/familiar with the past practices of the organization.
- The current officers and their successors need a cogent set of rules so that member business is properly conducted and officers and members know what expectations are.
- The current governance documents have conflicting, nonsensical or entirely missing language.
- This is not meant to disparage anyone. It is a recognition that our documents are an amalgamation of documents from other clubs and there have been errors introduced into them in the fifty years the club has existed.

- Current RRVARC language in paragraph titled “Constitution”: “Upon dissolution of the RRVARC, one year must pass before the Red River Valley Amateur Radio Club name may be used without said club abiding by this constitution.”

How do you compel a successor organization to submit to this language?

- Current Article I – Membership:
“There are two types of membership available.” That would be “Full” and “Associate”.

Jerry Keisler and his wife Pat deservedly have “Lifetime” membership, so clearly there are more than “two types of membership”. I am delighted to benefit from Jerry’s experience and wisdom. To validate the honor to Jerry and his wife I submit we should formally recognize their member status.



- Current Article II – Officers:
 - “Offices: The officers of this club shall be: President, Vice-President, Secretary, Treasurer, Activities Manager, and Club Station Trustee.”
 - Article III – Duties of Officers: Vice- President: The Vice-President shall assume all of the duties of the President in the absence of the President. He/she shall present the Treasurer’s report in the absence of the Secretary/Treasurer’s absence.

Secretary and Treasurer is combined into Secretary/Treasurer.

“...shall present the...report in the absence of the Secretary/Treasurer’s absence.” – This makes no sense whatsoever.

These are points from the three paragraphs immediately following the preamble. These are just a few examples. There are many, many, more.

- The function and requirements of the Constitution & Bylaws (C&B), Policy Manual (PM) (sometimes called Policies and Procedures Manual (PPM)) and Meeting Minutes are completely different. Yet in some cases in our documents there is overlap or misapplication of the type of thing the document should detail.
- In the case of RRVARC, past minutes have sometimes been used as a substitute for what would ordinarily be a C&B or PM process.
- To maintain legal standards and to help protect the organization, officers and even members in the event of litigation, challenge to IRS status, etc.
- The manner in which these governing documents play a role in an organization are themselves governed by “Robert’s Rules of Order”. This document is dry and a hard read, but I encourage anyone that is interested to check my work and that document.

The Documents

There are three governing documents that RRVARC must legally maintain and their description are:

1. Constitution & Bylaws (C&B): Intended to be "the law" of an organization. It shall not be in conflict with federal, state or local law, but its provisions "shall be" complied with and can only be changed with substantial effort. A C&B's provisions cannot be waived under any circumstance.

The Documents

2. Policy Manual (PM): Intended to be a playbook for how things "should be done".
 - It establishes the rules for how to formally meet the needs and C&B requirements of the club.
 - These polices may be waived by:
 - A majority vote of the officers at a board of directors meeting (providing there is a board), or;
 - A majority vote of a quorum of the members at a meeting.

The Documents

3. Minutes are a historical record of what has happened. They may serve as a guide to how to do things in the future, but they impute zero requirement to do so.

Member Guidance Needed

The review has identified a number of items that the reviewers believe constitute “substantial decisions.” These decisions require guidance from the membership as they will substantially affect the documents flowing from the review. These decisions will:

- Codify some past practices and put them into their proper place in our governing documents.
- Codify some practices not currently addressed by our past practices or governing documents.
- Update and clarify some processes.

Membership Guidance

In no particular order we need membership guidance regarding the following “substantial decisions”. We are not looking for anything formal, just a “sense of the membership” here today:

Dues/Dues Prorating – The current dues is set at \$25 per year for an individual and \$37 for a family. There is provision made for prorating for new members, both are odd numbers and past practice is to collect \$2 per month for remaining months in the year. While minor, the numbers do not add up. For clarity we would like guidance for the Policy Manual. Options are to raise or lower dues by \$1 per year, provide for rounding up to the nearest dollar when prorating for new members. Are there other options?

Is the sense of the membership that we clarify the prorating of dues? If yes, we will come back with some options later. We just want to make sure there is a sense of the membership that we formalize this?

Membership Guidance

Lifetime Member Status – As previously pointed out, the Constitution says there are two categories of member, full and associate. We would propose the addition of lifetime status and a process for nomination and approval of a person to receive that status. We believe it is important to formalize it.

Are there any objections to formally establishing a lifetime member status, along with a process to honor someone with it?

Membership Guidance

Requirements for membership ratification of changes:

- The current process is cumbersome, has some language problems and makes no provision for officers to propose changes. We would like to streamline and clarify the process and make provision for officers to make proposals for change.
- The current “officers” as defined by our constitution needs additional clarification.

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Membership Guidance

- There has also been some discussion of collectively putting the officers onto a board of directors structure, whereby more business could be conducted outside of regular meetings. This would serve at least two points:
 - It would allow regular meetings to be less for administrative items, more for briefing and voting on important stuff and education, field activities, etc.
 - It would allow for officers elected to do the bidding of the membership to propose timely changes to our processes, all the while also providing for full membership participation and officer accountability.

Does formalizing a board of directors style of organizational structure, one including the current elected officers and perhaps others, make sense?

Membership Guidance

Elections:

- Current language specifies the election of officers for a one year term. There has been discussion of making the terms longer (e.g. eighteen months, two years, etc.).
- There is need for clarity regarding the filling of unexpired terms.

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Membership Guidance

Christmas & New Years:

- Officer elections are currently required to be conducted at the next regular meeting following the November meeting.
- The year end drawing, Christmas party and officer election are essentially required to be conducted at the same time.
- Recognizing similar facts other entities have their officer elections away from the holidays. Many at the end of the first quarter or even later.

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Membership Guidance

We believe the December timeframe is too packed for officer elections. Is it the sense of the membership that officer elections being moved to late in the first quarter, maybe even sometime in the second quarter, would be an acceptable remedy to this problem?

We believe consideration should be given to changing the terms from one year. Is it the sense of the membership that we should consider changing the length of the term of office for officers?

Membership Guidance

Membership application:

The current language of our constitution is: “Secretary: The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, process applications for membership...” It is not otherwise addressed.

Some clubs just require an application while others require approval by the governing board or a vote of the members.

We do not have a recommendation on this subject. Is it the sense of the membership that club membership only require an application and meeting defined criteria (e.g. licensed ham (full) or not (associate)), or shall a vote on new member applications be required?

Membership Guidance

Mail:

The reference is used once in the bylaws and in a handful of places in the constitution.

Mail formerly meant United States Postal Service delivery.

There is even a typo in the constitution - “Deadline for receipt (no postmark) of the ballots...” We believe “Deadline for receipt (not postmark)...” was likely intended, but that entire section needs overhaul.

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Membership Guidance

We ask the membership to support language inclusion that allows for persons to opt in or out of email or USPS mail. The language would use current day standards and allow for reasonable flexibility for all involved.

Is it the sense of the membership to modernize the mail language to include options for email and other means of delivery?

Membership Guidance

Meeting minutes:

There is zero guidance on meeting minutes in our constitution or bylaws. The only guidance provided is by Robert's Rules of Order.

I have taken it upon myself to send draft meeting minutes out for membership review and input for correction. My intention was to create an opportunity to ensure accuracy and to speed review and approval at the subsequent meeting.

It is my goal to formalize that process in the updated Policy Manual.

Is the sense of the membership that draft meeting minutes should be distributed for review and input for correction as has been utilized for the last few months?

Next Phase

- The guidance provided at this meeting will be incorporated into the current draft documents.
- Those documents will then be reviewed by the officers and any member interested in reviewing them. More on that process in a moment.
- After that review I anticipate the officers retaining a ham radio operator practicing attorney in Texas to have the draft documents reviewed.
 - It is important to have an attorney review the draft before we start working to finish the language (IRS, club liability, etc.).

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Next Phase

- It is important that the attorney be a licensed amateur radio operator in order to ensure he understands the language fully. There are ARRL resources to help us in this regard.
- After I have addressed the points above and have the documents into a product I am confident in distributing:
 - I will notify the membership by email.
 - If any full member is interested I will get you a copy via email, download or simply print it out and mail it to you.
 - I will continue to take input as to additional suggestions for us all to consider, so if you have anything please get in touch with me.

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Next Phase

- At the conclusion of that drafting and legal review process it is my intention to distribute the draft product to all full members for their consideration well in advance of any meeting where we start voting on changes.
- At *all times the membership will be fully involved and the final voice on changes that we make.* Much of the rewrite is filling in blanks, clarifying current processes and establishing a means to affect actions we wish to accomplish, but clearly some things will be foundational. An example of that is the duration of officer terms.

My plan is to present a draft document with those things present but not defined. An example might be “We set the term of office at (_____) months/years in office.” After discussion as a group we can determine what we want in the blank and scratch month or year so the final product makes sense to any reader.

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Next Phase

- Our current constitution has a process for approving changes. I will work to develop a plan for how we can move forward with action on adopting the new documents once the group has decided it is fit for a vote.
- Fit for a vote may entail multiple meetings so we can break this up in bite sized pieces and then we vote on the final package. It took a lot of years to get to where the club is now, it is more important to do it right than to do it fast.

Document Request

If you would like a copy of this PowerPoint presentation:

- I have handed out a sign up sheet. Please just make sure and legibly write your name and email address and I will send it you in the next few days.
- You may contact me after the meeting:

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