

Prepared Remarks – Phillip Beall
RRVARC
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1. Governance Project – I think the first draft of the Constitution & Bylaws is suitable for distribution to the whole group is teed up and ready to discuss. Before I start I want to talk a bit about process. I believe the C&B is pretty well developed. The Policy Manual companion is not. Also, please excuse me as I will use C&B and Constitution & Bylaws interchangeably and PM and Policy Manual interchangeably. Anyway, the reason why I am only going to talk with you about the C&B today is because I have put many dozens of hours, probably hundreds, into the C&B and I wanted to make sure the group agreed with the general course I am laying out. If you do, then I will dive into the PM and start fleshing it out. I have it outlined, but it needs a bunch of work.
2. Feelings – I want to be emphatically clear on one point – I have really grown to love the Club and its members. I have made some terrific friends here. So it is really important that all of you know, there is not one word in the proposed language that is pointed at anyone. Period. Some titles and authority are being proposed for modification. Processes are proposed for recalling officers and kicking people out of the Club. Not a word is directed at anyone. When I read over our documents for the first time several years ago many, many questions came up. Then I was asked to be the Club Secretary. I did not seek it, but once asked and agreeing to do it I did get curious – If I did a bad job how do I get fired? LOL I always take the long-view and so when I was looking at our governance documents it occurred to me that while they maybe once sufficed, today we need much more firm language. I am not a “process guy”, not at all. But I could also see that we were so lacking in process that it could even endanger the Club’s survival.
3. Mistakes – Did I make any? When you write a thirty-four page document with references to other sections you are going to make mistakes. I had about half a dozen members look this thing over at various times. The reason I am not going to tell everyone who they were is because if there are mistakes, I will take the heat. So when you go through the draft if you find something, small – or big and stupid – please let me know. We will figure out how to address it.
4. With all of that covered I want to encourage this plan of attack. How do you eat an elephant? One bite at a time. My suggestion for the “one bite at a time” plan is that we do these things in this order:

- a. Today we start the process. I will do a PowerPoint presentation that highlights the substantive changes. I am proposing that we go from a single document that is three pages long to two documents, a Constitution & Bylaws that in draft form is presently thirty-four pages long and then if this is approved a subsequent Policy Manual.
 - b. My reasons for breaking them apart are numerous. I wrote bits and pieces of the C&B over the last two years. Two years ago I hit it pretty hard with Jim Clark and a couple of other people. Then I got the sense that maybe the Club membership was not all that ready for this kind of undertaking so I put it on the back burner. Then earlier this year as the pandemic kicked in and everyone saw just how lacking our governing documents were, I dove back into it. While my flights were being cancelled for weeks on end I spent a lot of time researching other amateur radio club governing documents, ARRL's generic documents, etc., and then set about writing what I am presenting today. It was quite an undertaking. I have the PM probably 20% complete, but before really putting a lot of further effort into that I first wanted to confirm the group saw value in what I am proposing. The validation of the draft C&B is my goalpost for determining my continued future effort on the PM.
 - c. What is the difference between the Constitution & Bylaws and a Policy Manual? Think of the C&B as set in stone. It is intentionally made very hard to change. It requires membership notification and briefing, a couple of votes and lots of thought prior to changing it. Most importantly, it cannot be waived under any circumstance. The Policy Manual (PM) is more flexible. Think of it as the playbook to ensure compliance with the C&B. And it can be waived by a simple vote of the membership at a meeting. Examples of each might be the C&B says we will collect dues but not how much the dues will be. That is delegated to the PM. In the PM we dictate that the dues will be a fixed amount and any other details we wish to attach to it.
5. So, to continue with the plan for how to get all of this done:
- a. Today I will do the PowerPoint presentation.
 - b. I will next introduce a Resolution to amend the Red River Valley Amateur Radio Club governing documents with the proposed "Red River Valley Amateur Radio Club Constitution & Bylaws (v1 2020)". Copies are printed and will be distributed at the conclusion of my presentation.

- c. In order to conform with Robert's Rules of Order I suggest that as the maker of the Resolution I have questions asked of me and to the best of my ability I will answer them. The ones I cannot answer I will research and follow up at the next meeting. Once the questions have abated;
- d. Next I have a motion prepared for someone to make and that motion will table the Resolution for further consideration at the next meeting, hopefully in November. I want the group to know that due to Kathy and my construction project I am bidding to fly Saturday – Monday each week so I can be at the house during our build. I am using a day of vacation today in order to be here to make this presentation. I am scheduled to fly on the Saturday of our next meeting (November) and so I am in a bit of a bind there. I am tentatively planning to be here next month, but if I am not then I will ask that someone make a motion to postpone further consideration at subsequent meetings until we can have the second meeting to discuss it where I am present. Do you have to? No, I am just asking for the consideration.

My intention is that as we break today each of you please take a printed copy that will be made available at the end of the meeting, we will email the draft minutes in the next week or so and link to a PDF copy of all of these documents on the Club website. Then when we pick it back up again at a subsequent meeting we can make some decisions. Some options are:

- i. Entertain a motion to amend by substitute Resolution. If someone is ambitious and wants to write their own draft C&B and submit it, that would be the correct way to do it. They would then bring us their entire proposed C&B and we would discuss and debate whether we wanted to substitute one for the other. Or;
- ii. Entertain a motion to vote on the draft C&B as a whole. This gives the group the chance to get it done and then if there are minor changes that the group wants to make they can be discussed at a subsequent meeting. To me this is the cleanest way to do it because there is a lot of good here and I don't want perfect to be the enemy of good enough. Additionally, rewriting things like this on the fly at a meeting can have disastrous ramifications. Or;
- iii. Entertain a Resolution to change specific language. I really think that if we are going to entertain making changes to the draft, because of the interaction of the various pieces, we

would be well served to require the person who wishes to make a change then at least do it in writing as a Resolution. Bring it to the meeting next month, introduce the Resolution and if they get a second, then after discussion and debate the group gets to vote on whether to adopt the suggested change(s).

- e. Then I suggest this process of postponement and further discussion continue until we are sure we have been thorough in our member discussion and then we vote on the final language. All that would take at any point would be to make a motion to adopt the Resolution #1 – 10-24-2020 “Red River Valley Amateur Radio Club Constitution & Bylaws” as presented.
6. One final piece. I have discussed the document and process with the other officers and we have struggled with how to get this process moving forward. We have a pandemic that kept us from meeting for months on end. We had the Treasurer need to leave before completion of her term in office while we were not having meetings. We have no process for dealing with such a scenario. Few organizations do, but we are blessed in a way because I used the current scenario to give us options for how to proceed. It is included in the draft C&B I am presenting today. But at the minimum in order to fully conform with our current governance we need to introduce this change at a meeting, communicate it to the membership and then discuss and debate it at – at the minimum – a second meeting. In the unlikely event someone made a motion to adopt it today we could not do that. But next month we could. So that is the base timeline.

Next month is November and the meeting is on Saturday following Thanksgiving. Then we have the Christmas meeting. Pandemic, Thanksgiving, Christmas and New Years. And we are supposed to elect our officers in December. I can easily see two scenarios, one where we vote and approve it next month and another where it drags out for several meetings as language is proposed to modify the draft. I have proposed to the other officers that we stand for reelection in December. If the membership votes for us then we keep moving forward to get final language adopted for the C&B. One change there is that we are proposing to change the officers term to two years and to hold the election in March. I would make it my personal ambition to get a draft PM in front of the group and see if we could get it in some form adopted at the March meeting. I have suggested that the current officers all agree to resign at the March meeting and then let the group nominate and elect new officers under the new C&B. I think it is a super clean way to get new language for the Club and then if one of the current officers wants to run for election under the new rules fine. If not, then you will have one or more new officers. I am proposing that we run again as a group in December as

caretakers to the goal of getting the C&B done soon and the PM at or before the March meeting. I have not asked my fellow officers to swear a blood oath, but I have made it my suggestion and I have not had anyone say they would not.

That alone is a lot of material, so here we go with the PowerPoint presentation.