

Bay Area Orienteering Club

Proposed Bylaws Amendments 2019

These bylaws amendments are intended to accomplish three goals:

1. *Establish the officer position of Vice President*
2. *Formalize the current committee structure of the "Regional Event Coordinators" group*
3. *Conform to current best practices for volunteer-based non-profit organizations*

Formatting used in printing the proposed bylaws amendments below:

Bold print = insert or add ~~Line through words~~ = strike out

"..." = text preceding or following the text to be amended which will not be changed

Amendment 1. Adding the Vice President as an elected officer.

In Article 4.1 Officers, subsections 4.1 and 4.1.2, Article 7 Elections, subsection 7.7, Article 8 Contracts (etc), subsection 8.3

Amend by inserting new subsection 4.1.2, and renumbering subsequent subsections

Amend 4.1.2 (renumbered to 4.1.3) by striking out "and shall assume the duties of the President in the President's absence"

Amend 7.7 by deleting "Event Coordinator will assume the duties of the President until a replacement is approved by a simple majority of the Board" and adding "Vice President will serve as President for the remainder of the term."

Amend 8.3 by deleting "Event Coordinator" and inserting "Vice President"

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|---|
| Article 4 Officers 4.1 - The President, the Event Coordinator, the Secretary, and the Treasurer shall be the officers of the Club. 4.1.2 - The Event Coordinator shall be | Article 4 Officers 4.1 - The President, Vice President , the Event Coordinator, the Secretary, and the Treasurer shall be the officers of the Club. 4.1.2 - The Vice President shall assume the | Article 4 Officers 4.1 - The President, the Vice President, the Event Coordinator, the Secretary, and the Treasurer shall be the officers of the Club 4.1.2 - The Vice President shall assume the |

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|--|
| <p>responsible for the scheduling and coordination of Club events and shall assume the duties of the President in the President's absence.</p> <p>Article 7 Elections 7.7 - If the Presidency becomes vacant, the Event Coordinator will assume the duties of the President until a replacement is approved by a simple majority of the Board.</p> <p>Article 8 Contracts, Loans, Checks And Deposits 8.3 - All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be prepared by the Treasurer and signed by either the President or the Secretary. The Treasurer may delegate this function to the Event Coordinator if necessary.</p> | <p>duties of the President in the President's absence and perform other duties normally associated with the office of vice president or as may be assigned by the President or the Board.</p> <p>.</p> <p>4.1.2 3 3- The Event Coordinator shall be responsible for the scheduling and coordination of Club events and shall assume the duties of the President in the President's absence.</p> <p>4.1.3 4 4 The Secretary shall...</p> <p>4.1.4 5 5 The Treasurer shall</p> <p>Article 7 Elections 7.7 - If the Presidency becomes vacant, the Event Coordinator Vice President will assume the duties of the President until a replacement is approved by a simple majority of the Board serve as President for the remainder of the term.</p> <p>Article 8 Contracts, Loans, Checks And Deposits 8.3 - All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be prepared by the Treasurer and signed by either the President or the Secretary. The Treasurer may delegate this function to the Event Coordinator Vice President if necessary.</p> | <p>duties of the President in the President's absence and perform other duties normally associated with the office of vice president or as may be assigned by the president or the Board.</p> <p>4.1.3- The Event Coordinator shall be responsible for the scheduling and coordination of Club events.</p> <p>4.1.4 The Secretary shall ...</p> <p>4.1.5 The Treasurer shall</p> <p>Article 7 Elections 7.7 If the Presidency becomes vacant, the Vice President will serve as President for the remainder of the term.</p> <p>Article 8 Contracts, Loans, Checks And Deposits 8.3 - All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be prepared by the Treasurer and signed by either the President or the Secretary. The Treasurer may delegate this function to the Vice President if necessary.</p> |

Proposed by: Bylaws Committee

Rationale: BAOC is a membership based organization. As such, it is more in line with democratic principles for the President to be an elected officer, even in the rare case when a vacancy occurs. In ideal circumstances, the VP would be somebody being groomed to become President, but otherwise, the nominee for VP would most likely be a current board member who would be willing to step up if necessary, but until then, would continue to carry out his or her current board duties. The VP can also be a useful resource for the President to handle some of the odd tasks that appear from time to time and would otherwise distract from more important business.

BAOC Board of Directors Recommendation: Yes

Amendment 2. Adding Committees including defining two standing committees

Between Articles 7 and 8.

Amend by inserting new Article 8 Committees as shown below and renumbering current Articles 8 - 14 as 9 - 15. Also, in Article 10 Annual Budget, 10.1, strike out “Treasurer” and insert “Finance Committee”.

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|------------------------|---|--|
| (None) | Article 8 (new) 8.1 There shall be two Standing Committees, the Event Coordinating Committee and the Finance Committee, and any other special committees as the Board may establish. 8.2 Unless otherwise specified in these bylaws, chairs of the Standing Committees shall be appointed by the President with the approval of the Board, at the first meeting of the Board after the Annual Meeting. The chairs shall be members in good standing of | Article 8 (new) 8.1 There shall be two Standing Committees, the Event Coordinating Committee and the Finance Committee, and any other special committees as the Board may establish. 8.2 Unless otherwise specified in these bylaws, chairs of the Standing Committees shall be appointed by the President with the approval of the Board, at the first meeting of the Board after the Annual Meeting. The chairs shall be members in good standing of |

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|-----------------|---|--|
| | <p>the Club. They shall be ex officio members of the Board with full rights and responsibilities, and shall serve until their successors are appointed. Other members of the standing committees will be appointed by the President, after consultation with current members of such committees, at the same meeting or as soon as possible thereafter. Terms of such members will begin upon their appointment and end when their successors are appointed. Vacancies in any Standing Committee shall be filled by the President.</p> <p>8.3 The Event Coordinating Committee shall be responsible for the scheduling and coordination of Club events. The Event Coordinator shall serve as its chair.</p> <p>8.4 The Finance Committee shall be responsible for preparing the Club's Annual Budget and monitoring the fiscal health of the Club. The Treasurer shall be a member of the committee and may serve as its chair.</p> <p>8.5 In establishing a special committee, the Board shall specify its purpose and scope. The President shall appoint the chair of the committee, and may either appoint its members or delegate that power to the chair of the committee.</p> <p>8.6 The President shall serve as an ex officio member of every committee other than the</p> | <p>the Club. They shall be ex officio members of the Board with full rights and responsibilities, and shall serve until their successors are appointed. Other members of the standing committees will be appointed by the President, after consultation with current members of such committees, at the same meeting or as soon as possible thereafter. Terms of such members will begin upon their appointment and end when their successors are appointed. Vacancies in any Standing Committee shall be filled by the President.</p> <p>8.3 The Event Coordinating Committee shall be responsible for the scheduling and coordination of Club events. The Event Coordinator shall serve as its chair.</p> <p>8.4 The Finance Committee shall be responsible for preparing the Club's Annual Budget and monitoring the fiscal health of the Club. The Treasurer shall be a member of the committee and may serve as its chair.</p> <p>8.5 In establishing a special committee, the Board shall specify its purpose and scope. The President shall appoint the chair of the committee, and may either appoint its members or delegate that power to the chair of the committee.</p> <p>8.6 The President shall serve as an ex officio member of every committee other than the</p> |

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|--|
| Article 10 - Annual Budget 10.1 - The Treasurer shall annually prepare a budget of expected receipts and expenditures for the following fiscal year. ... | Nominating Committee. Article 10 - Annual Budget 10.1 - The Treasurer Finance Committee shall annually prepare a budget of expected receipts and expenditures for the following fiscal year. ... | Nominating Committee. Article 10 - Annual Budget 10.1 - The Finance Committee shall annually prepare a budget of expected receipts and expenditures for the following fiscal year. ... |

Proposed by: Bylaws Committee

Rationale: The current bylaws make no mention of committees other than the Nominating Committee. It is best practice to have the method of appointing committees specified in the bylaws. This proposal locks in the committee structure for event coordination, which is currently working very well. It also introduces a Finance Committee, which should take some of the load off the Treasurer while also providing an additional safeguard to the club by giving other people explicit responsibility to monitor club finances. Giving the President and board authority over the appointment of chairs and members of committees insures a level of accountability.

BAOC Board of Directors Recommendation: Yes

Amendment 3. Add language to Article 4 officer roles regarding duties.

Amend by adding language to 4.1.1, 4.1.3, 4.1.4 for each officer “and perform other duties normally associated with the office of ___”
 In 4.1.2, 4.1.3, 4.1.4, add “as may be assigned by the President or the Board.” Minor punctuation and grammatical changes as needed.

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|---|
| Article 4 Officers 4.1.1 - The President shall coordinate the affairs of the Club and preside at meetings. 4.1.2 - The Event Coordinator shall be | Article 4 Officers 4.1.1 - The President shall coordinate the affairs of the Club, preside at meetings and perform other duties normally associated | Article 4 Officers 4.1.1 - The President shall coordinate the affairs of the Club, preside at meetings and perform other duties normally associated with |

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|--|---|
| <p>responsible for the scheduling and coordination of Club events and shall assume the duties of the President in the President's absence.</p> <p>4.1.3 - The Secretary shall maintain up to date records of the general affairs of the Club, including meeting minutes and correspondence.</p> <p>4.1.4 - The Treasurer shall maintain accurate and up to date records of the financial affairs of the Club.</p> | <p>with the office of president.</p> <p>4.1.2 - The Event Coordinator shall be responsible for the scheduling and coordination of Club events, assume the duties of the President in the President's absence, and perform such other duties as may be assigned by the President or the Board.</p> <p>4.1.3 - The Secretary shall maintain up to date records of the general affairs of the Club, including meeting minutes and correspondence, and perform other duties normally associated with the office of secretary or as may be assigned by the president or the Board.</p> <p>4.1.4 - The Treasurer shall maintain accurate and up to date records of the financial affairs of the Club, and perform other duties normally associated with the office of treasurer or as may be assigned by the president or the Board.</p> | <p>the office of president.</p> <p>4.1.2 - The Event Coordinator shall be responsible for the scheduling and coordination of Club events, assume the duties of the President in the President's absence, and perform such other duties as may be assigned by the president or the Board.</p> <p>4.1.3 - The Secretary shall maintain up to date records of the general affairs of the Club, including meeting minutes and correspondence, and perform other duties normally associated with the office of secretary or as may be assigned by the president or the Board.</p> <p>4.1.4 - The Treasurer shall maintain accurate and up to date records of the financial affairs of the Club, and perform other duties normally associated with the office of treasurer or as may be assigned by the president or the Board.</p> |

Note if Proposed Amendment 1 passes, there will be a new section 4.1.2 and existing sections 4.1.2, 4.1.3 and 4.1.4 will be renumbered to 4.1.3, 4.1.4 and 4.1.5 respectively.

Proposed by: Bylaws Committee

Rationale: If any article of bylaws list specific items, in this case duties of officers, according to our parliamentary authority *Robert's Rules of Order*, any specifics not included are thus excluded. Adding this language to each of the officers duties, allows flexibility as needed.

BAOC Board of Directors Recommendation: Yes

Amendment 4. Change the language used in required votes to reflect current precise usage.

In Article 4 Officers, 4.3; Article 6, Board of Directors, 6.1.1, 6.6; Article 7 Elections, 7.1, 7.3, 7.6, 7.7

Amend by striking out “simple” wherever it appears immediately before “majority” and striking out “majority” wherever it appears immediately after “two-thirds” and (as needed) inserting “vote”.

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|---|
| <p>Article 4 Officers 4.3 ... Removal of an officer requires a two-thirds majority vote of the Board.</p> | <p>Article 4 Officers 4.3 ... Removal of an officer requires a two-thirds majority vote of the Board.</p> | <p>Article 4 Officers 4.3 ... Removal of an officer requires a two-thirds vote of the Board.</p> |
| <p>Article 5 Meetings of Membership 5.5 ... All actions taken at a meeting of the general membership must be approved by a simple majority vote, except as otherwise noted herein.</p> | <p>Article 5 Meetings of Membership 5.5 ... All actions taken at a meeting of the general membership must be approved by a simple majority vote, except as otherwise noted herein.</p> | <p>Article 5 Meetings of Membership 5.5 ... All actions taken at a meeting of the general membership must be approved by a majority vote, except as otherwise noted herein.</p> |
| <p>Article 6 Board of Directors 6.1.1 - All members of the Board of Directors other than the officers shall be appointed, and may be dismissed, by the President, in consultation with and subject to simple majority approval by the current Board. 6.6 – ... All actions taken by the Board must be approved by a simple majority vote, except as otherwise noted herein.</p> | <p>Article 6 Board of Directors 6.1.1 - All members of the Board of Directors other than the officers shall be appointed, and may be dismissed, by the President, in consultation with and subject to simple majority approval by the current Board. 6.6 – ... All actions taken by the Board must be approved by a simple majority vote, except as otherwise noted herein.</p> | <p>Article 6 Board of Directors 6.1.1 - All members of the Board of Directors other than the officers shall be appointed, and may be dismissed, by the President, in consultation with and subject to majority approval by the current Board. 6.6 – ... All actions taken by the Board must be approved by a majority vote, except as otherwise noted herein.</p> |
| <p>Article 7 Elections 7.1 ... A simple majority vote of those present and eligible to vote at the annual meeting is required for election to each position. 7.3 The Chair of the Nominating Committee shall be appointed by the President subject to</p> | <p>Article 7 Elections 7.1 ... A simple majority vote of those present and eligible to vote at the annual meeting is required for election to each position. 7.3 The Chair of the Nominating Committee shall be appointed by the President subject to</p> | <p>Article 7 Elections 7.1 ... A majority vote of those present and eligible to vote at the annual meeting is required for election to each position. 7.3 The Chair of the Nominating Committee shall be appointed by the President subject to</p> |

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|---|--|--|
| <p>simple majority approval of the Board. 7.6 - If an elected office becomes vacant, the President shall recommend a replacement, subject to simple majority approval by the current Board. 7.7 - If the Presidency becomes vacant, the Event Coordinator will assume the duties of the President until a replacement is approved by a simple majority of the Board.</p> <p>Article 14 Amendment of Bylaws 14.2 - These Bylaws may be amended by a two-thirds majority of those present and voting at a meeting of the general membership. The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds majority of those present and voting.</p> | <p>simple majority approval of the Board. 7.6 - If an elected office becomes vacant, the President shall recommend a replacement, subject to simple majority approval by the current Board. 7.7 - If the Presidency becomes vacant, the Event Coordinator will assume the duties of the President until a replacement is approved by a simple majority of the Board.</p> <p>Article 14 Amendment of Bylaws 14.2 - These Bylaws may be amended by a two-thirds majority vote of those present and voting at a meeting of the general membership. The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds majority vote of those present and voting.</p> | <p>majority approval of the Board. 7.6 - If an elected office becomes vacant, the President shall recommend a replacement, subject to majority approval by the current Board. 7.7 - If the Presidency becomes vacant, the Event Coordinator will assume the duties of the President until a replacement is approved by a majority of the Board.</p> <p>Article 14 Amendment of Bylaws 14.2 - These Bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the general membership. The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds vote of those present and voting.</p> |

Proposed by: Bylaws Committee

Rationale: The definition of majority in the Parliamentary authority is “more than half.” Two-thirds is more than a majority.

Note: If Amendment 1 passes, the change to 7.7 is no longer applicable.

BAOC Board of Directors Recommendation: Yes

Amendment 5. Delete obsolete amendment section

Amend by striking out all of Article 14 section 14.1 and the designation for subsection 14.2

| Current Wording | Proposed Amendment | If Adopted, Will Read |
|---|---|--|
| Article 14 Amendment Of Bylaws 14.1 - These Bylaws shall become effective upon a two-thirds vote of the Board and a two-thirds vote at a meeting of the general membership. 14.2 - These Bylaws may be amended by ... | Article 14 Amendment Of Bylaws 14.1 - These Bylaws shall become effective upon a two-thirds vote of the Board and a two-thirds vote at a meeting of the general membership. 14.2 - These Bylaws may be amended by ... | Article 14 Amendment Of Bylaws These Bylaws may be amended by ... |

Proposed by: Bylaws Committee

Rationale: The phrase “shall become effective” indicates that Section 14.1 was used for the approval of the initial BAOC bylaws only. Section 14.2 is what applies to amendments after the initial adoption. Leaving 14.1 in confuses members as to the requirements for amending the bylaws.

BAOC Board of Directors Recommendation: Yes