

Region Bylaws Template Comments  
From Region Governors Training Session -- July 17, 2004

The following comments and questions came up in our training session. Regions A and E were not at training, so I have not discussed the region bylaws template with Gloria or Andrea yet. Below the specific questions, I have included a list of more general questions we are hoping you can help answer for us.

Article I, Name and Objectives

Ln 30-32: Section 3. Powers: Is this section necessary?

What's the objection? The region only exists because the Society set it up. This is the type of section I leave it to the discretion of our parliamentarian, unless there is a real objection.

Article III, Officers

Ln 49-50: Section 1. Officers: What would be the implications of writing the Lt Gov into the region's bylaws as an "optional" position? Actually using that wording? This would avoid having to re-write the region bylaws in 2-3 years when a Lt. Gov position is developed.

I don't think it's a good idea, but I would like Colette to comment.

Ln 69-70: Section 3, Duties, Governor: "be an authorized signatory on the region checking account." Please provide interpretation; is this a signatory at the bank on the account paperwork, or two signatures on every check. Two signatures on every check is cumbersome. Dual signatories on the paperwork at the bank is good fiscal practice, but is made very difficult by Homeland Security issues—we have one region where the Governor would have to travel to the bank to sign with the Treasurer in person. Please ask Colette if other Societies have run into this; we are open to suggestions.

See change in the template—we'll see if Colette has a concern.

Ln 85-88: Section 4, Nomination & Election, Item A: Question 1) "committee of at least three members" Is this voting members? Members in good standing? Any kind of member? Society bylaws specify voting, should this say "voting members" also? Question 2) "Chair. [s] selected by the members of the region council." What is the definition of selected? Is this elected? Please clarify. Question 3) "nonvoting chair." please clarify what the chair can vote on is it correct that the chair can't vote to approve the slate but can vote in the election?

Made changes for questions 1 and 2. Q3—it says "nonvoting member of the committee". I don't see where there can be a question—why would the bylaws take away someone's voting rights for being chair of a committee.

Ln 90-92: Section 4, Nomination & Election, Item B: "Members of the nominating committee *should*..." Use of the word "should" suggests to us that this is not a requirement, but something desirable, and therefore it is really a policy statement that should go in procedures, not the region bylaws. (We can't absolutely control this, and while we admit it would be nice and good practice, we're don't think it's a bylaws level statement.)

I've raised it as a question in the template. The same phrasing is in the Society bylaw.

Ln 101: Section 4, Nomination & Election, Item D. "region council by February 1 of each year". This is a bit confusing, as each region elects a governor every other year. Should it be "of appropriate years"? "Of election years"? Or just delete "of each year"?

[See template.](#)

Ln 127-130: Section 5, Vacancies: If there is no Lt. Governor, and no other region officer, then who calls the election? Do Roberts Rules cover this, or do we need something here?

[Treasurer is a required position and I would think would be empowered to take care of this. I don't have Roberts Rules with me - Colette?](#)

#### Article IV, Region Council

Ln 172-174, Item E: "A majority of the number of representatives who have been duly elected." Is the phrase 'duly elected' in conflict with the COR procedure for selection of alternates? How does this relate to alternates? We need a lesson in interpreting quorum requirements; regions are doing it different ways, and we have differing numerical requirements (1/3, 2/3, majority). Help!

[See change in template. If the sections in the region are entitled to a total of 10 section reps, plus the MAL rep and Student rep, but only 8 of the sections have a section rep, then the quorum is based on 10 \(8+1+1\). A majority is one more than 50%. A quorum in the case above would be 6. A vote requiring a majority would require 4 affirmative votes. I don't think using a smaller number for a quorum is good practice. An alternate is someone sitting in for an elected representative, so it wouldn't effect the number needed for a quorum, but would certainly count in fulfilling a quorum.](#)

#### Article V, Standing Committees

Comments: Region E is the only region we are aware of with any committees. Also, do we want *standing* committees, or just a provision to have committees? Should we be like the Society bylaws with respect to committees? Do we really need an audit committee (our financials go to a higher level, HQ, already)?

[See change in template. \(FYI - the Region E committees are generally a committee of one, with many unfilled.\) The financials going to HQ don't qualify as an audit, as it doesn't check to see who approved / signed checks, did the treasurer write a lot of unsubstantiated checks to herself, etc. I added it to see what comments it raises.](#)

#### Article VI, Dissolution

Comments: If a region dissolves, could we have the money go to the sections that were in the region, and then, assuming they are reassigned to regions, the money goes with them to their new region? How much do we need to worry about this, considering our position (governors) is now focused on vitality of the regions?

[At this time, I'd like to leave it at going to HQ. There can be further discussion as to what we might want to do. I should certainly hope it's a provision that we won't be using any time soon.](#)

#### Article VII, Amendment

Ln 214, item C: "Written notice must be given." Does this include e-mail? Could this be stated "Written or electronic notice must be given."?

[Email is written. Email is a delivery method. Written is specified as opposed to verbal or telephone.](#)

#### General comments and questions:

- 1) There is no removal clause in the Society Bylaws for Region Governors--we would like one.

[I will add that to the list of things for the Society bylaws](#)

- 2) Where are the compliance requirements for sections? Society Bylaws? Section bylaws? Where are they, we've lost track of where they are.

Article VII, Section 1.C. states that the requirements are set by the board of directors. I'm not sure what or where they are. I believe there is some effort to clarify the board policies and procedures, and that should certainly be an issue to deal with.

- 3) Where do requirements for Lt. Gov go—Society Bylaws or Region Bylaws? Are they actually stated in the Society bylaws, or did they fall through a crack? Governor position and some duties are called out at Society level, why are Lt. Gov position and duties called out in Region-level bylaws? Comment: Qualifications for Gov and Lt. Gov must be the same, since Lt. Gov may take over responsibility for region.

Only the governor position is in the Society bylaws, as it should be. I've changed the section on eligibility to state that the gov. requirements are in the Society bylaws and the Lt. gov must meet the same requirements as the gov. The Society bylaws only deal with the bare minimum, which is the governor. It occurs to me that the Society bylaws should include something for filling a vacancy, so I'm going to suggest that it be in accordance with the region bylaws. Since the Society bylaws establish the position, it seems to me that the Society bylaws should also at least address the vacancy and removal issues, even if it refers to the region bylaws.

- 4) Can regions or sections assess fees—case in point is a contribution from each section in the region, based on size, for an RSR travel fund? No, per Susan Best, don't do this. Don't call it a voluntary contribution, either.

No response needed.

- 5) Reg Gov qualifications in Society Bylaws will need to be changed eventually. COR experience after FY04 does not qualify a person for running a region, since it becomes a strategic and externally focused job, there is no longer an operational basis to the COR position.

Except that, at least as it stands now, they are on the region council. But it can certainly be discussed and an amendment proposed if a change is desired.

- 6) Should the Society revisit the issue of the right to vote for Affiliate and Associate members? What level can and should they be voting at—section, region, national? Who addresses this issue—RGs? membership committee? COR? Comment or opinion from bylaws committee?

From a bylaws committee standpoint, it doesn't really matter. It's really a policy issue for the society to determine, and the bylaws committee's role is to make sure the Society bylaws reflects the policies. I'm not sure where I stand personally. I'd be interested to see if other societies make any distinction on voting members, other than students. The current standard bylaws include them as voting members for section matters. The current version of the proposed section bylaws template provides an option for associates and affiliates to be voting members for section matters.