



## Comments on proposed new Bylaws up to April 12, 2016

This document contains all the questions submitted between the release of the proposed new bylaws on March 5<sup>th</sup>, 2016 and April 12<sup>th</sup>, 2016. We will do another update of questions at the end of April prior to shutting down the open comment period. Please note:

- All questions are listed anonymously and are verbatim per the original question asked.
- All answers are provided verbatim as well. All answers were provided by Gary Bren as a member of the Bylaw Committee.
- In cases where the appropriate action was not fully outlined in the Answer, a Follow-up is listed with the appropriate change. This follow-up may represent the input of the more members of the Bylaws committee.

Additional comments and questions can be submitted to [bylaws@rotarydistrict5650.org](mailto:bylaws@rotarydistrict5650.org). Here are the comments to date, listed in date of submission sequence:

3/5/16 Question      *The Board of Directors is basically the officers. They are approving their own performance.*

Answer:              Most of the key items are voted on at the annual meeting...the main exception is the District Leadership Plan. That represents input from every committee chair and the officers. That's why the board includes three at large Directors from the clubs, as well as two PDGs who are not current officers. What we should probably consider is making it so the officers have to approve the Plan by more than a simple majority...that way in a worst case scenario the officers can't hijack the direction

Follow-up:          The suggested change to address this is as an additional clause to section 6.4.4

6.4.4.1      Approval of the District Leadership Plan requires a three quarters majority of the seated board members.

3/5/16 Question      *Under the annual meeting, ballots are suppose to be mailed. How about offering the option of electronic filing?*

Answer:              Nice catch! Actually, it doesn't define how the votes are submitted, so it would default to the RI MoP. What we probably should do is put a clause in for the format of the vote for both physical and electronic meetings. Something like

*Voting process. For face-to-face meetings, votes can be submitted either by paper ballot or a show of hands. All such physical votes must be audited against the Elector Roster to verify their validity. For on-line meetings, electronic polls will be used to gather the votes and validate the votes to the Electors.*

Follow-up:          The suggested change to address this is as an additional clause to section 4.0 *Annual Meeting of the Membership*



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4.6 Voting process. For face-to-face meetings, votes can be submitted either by paper ballot or a show of hands. All such physical votes must be audited against the Elector Roster to verify their validity. For on-line meetings, electronic polls will be used to gather the votes and validate the votes to the Elector Roster. All Electronic Poll results will be disclosed to the Attendees and District to validate the poll results.

3/6/16 Question *I was thinking it was the District officers/Board of Directors that look at the budget quarterly (which means they are reviewing their own expenditures) and discusses other issues in the District. Hmm... Maybe I'm thinking of the Budget Committee meetings which probably include all the officers. You are closer to what's going on now, so if you think there is enough representation, then I'm satisfied.*

Answer: The budget committee, which will be defined in the Leadership Plan after the bylaws are approved prepares the budget, but it is voted on at the annual meeting. The current budget committee is composed of all PDG's, but moving the definition of the committee to the Leadership Plan gives us more flexibility in choosing its membership.

3/6/16 Question *Wouldn't members be using computers/phones at meetings so they could vote electronically?*

Answer: As for the online meeting, GoToWebinar gives us electronic voting. Basically, the question/item to be voted on is released to the participants and they vote. We can track who has and hasn't voted and if the vote is complete. There is also a complete record of the vote for auditability purposes..

3/6/16 Question *Section 9: Officers: I looked - The Rotary Manual of Procedure does not state any rules or roles for District Officers other than the District Governor. My question: Does the District Secretary or Treasurer need to be a Past District Governor?*

Answer: That raises an interesting question to consider. Particularly for the Treasurer position we want someone with District experience, but the question we'll need to ask is if we want to define the minimum requirements in the Bylaws or in the Leadership Plan.

Follow-up: The new language allows the District to select the person with the best skills for the job. We are fortunate that our current Treasurer—Jim Mastera—is both very qualified and has done an excellent job as treasurer....when it comes time to replace him, we need a Rotarian with similar skills, knowledge of the District, but we should not limit ourselves to just PDG's. We need the best volunteer for the role.

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- 3/6/16 Question *A lot is now depending on the District Leadership Plan - will a draft of what the Plan will include be available before the Annual meeting?*
- Answer: I will have the 16-17 Plan ready prior to the Annual Meeting
- Follow-up: The plan that will be available prior to the Annual meeting will be draft version of the plan. We will not have a version ready to submit to the board until the new bylaws are passed and in effect.
- 3/6/16 Question *Why can't the Annual Meeting date be set more than 60 days in advance?*
- Answer: The meeting date can be set more than 60 days in advance. The notification needs to be within a window of time.
- 3/18/16 Question *PAGE 10 13.3...IF YOU HAVE TO BE A PDG WOULDN'T YOU BE ON THE COUNCIL OF GOVERNORS AS OPPOSED TO "ANY CLUB THAT HAS ELIGIBLE CANDIDATES"?*
- Answer: We would agree that is somewhat redundant. There were places that we carried over the existing language from the current bylaws and this is one of them. The one point to argue for keeping it in would be that nominations do not have to come from within the Council of Governors and leaving "any club that has eligible candidates" allows a club to nominate a good candidate that might not nominate themselves or be nominated from the Council
- 3/23/16 Question *With regard to Proposed Clause 9.0 Officers: It appears to me that one significant change from the former Article 5 is the removal of District Trainer from the slate of officers. I think you should delineate that in the "Purpose of Proposed Clause" as it is a substantive change, in my mind. It would be helpful to understand why that change is proposed, as well.*
- Answer: You've made a good point. We'll add the rationale for removing the trainer from the officers to the comparison document. Basically, the only place that the District Trainer is mentioned in the Rotary Manual of Procedure (MoP) is under the District Leadership Plan...that it would be one of the roles defined there. This matches our desire to leave as few roles in the Bylaws as possible
- Follow-up: We did not add the rationale to the comparison document to avoid the confusion of having two versions of the comparison document in circulation. The response to the question above provides the rationale.

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3/23/16 Question *With regard to Proposed Clause 15.0 Miscellaneous, it appears to me that we have removed the paragraph related to District Executive Administrator that is present in Article 11. Again, just a question as to why it was removed and to note that its removal is also a change not listed in the Purpose of Proposed Clause column.*

Answer: Again, we'll update the comparison with the change. Basically, District Administrators are not mentioned anywhere in the MoP. There is also no reason to have it in the bylaws. We're sure it was placed in the old Bylaws to define a provision to hire an admin, but that provision can just as easily be placed in the Leadership Plan without losing any controls over the position or its budget. So, again, we're moving it to the leadership plan so that the Bylaws are clean, simple, and our Leadership plan becomes a dynamic living document that defines the state of operation of the District in any given year

Follow-up: We did not add the rationale to the comparison document to avoid the confusion of having two versions of the comparison document in circulation. The response to the question above provides the rationale.

3/23/16 Question *\* 4.3 Quorum. I believe you need to add a period at the end of the sentence. \* 11.4 The semi-colon at the end of the line should be a period..*

Answer: Your punctuation notes are on the spot and we've changed those in the master.