

# Lake Erie Amateur Radio Association

Bylaws Committee Report & Recommended Amended Bylaws  
Presented by Jeff Garvas, N8YNR

# Organizational Documents

- In the eyes of the State of Ohio LEARA is a corporation not for profit.
- In order to be incorporated we must have “Articles of Incorporation”
- Those articles are filed with the Secretary of State and are mostly boiler plate in nature to meet basic legal and IRS tax-exempt status requirements.

# Articles of Incorporation

- First: The name of our corporation.
- Second: The place within Ohio that we declare to be doing business.
- Third: The purpose of the organization.
- Fourth: Earnings distribution
- Fifth: Dissolution of the corporation
- Sixth: Amendment of the Articles
- Seventh: Amendment of the Articles

# Articles of Incorporation

- The Articles of Incorporation are required by law to form the corporation
- The Articles of Incorporation supersede the Bylaws of the corporation
- However, the Articles of Incorporation have very little to do with what we're talking about tonight and ***shouldn't be confused with the bylaws.***

# Bylaws Defined

1. A rule adopted by an organization chiefly for the government of its members and the regulation of its affairs.

# The Bylaws Committee

- For the past two years numerous teams of members of the organization have been tasked with reviewing the bylaws.
- Approximately one year ago Alex appointed the following 2011 committee:
  - Jeff Garvas, N8YNR
  - Mike Cegelski, K8EHP
  - Bryan Torok, N8OOF

# The Bylaws Committee

● At the last Trustee's meeting we decided to create a standing Bylaws Review committee that will continuously investigate the Bylaws. At the moment that committee consists of:

- Jeff Garvas, N8YNR
- Mike Cegelski, K8EHP
- Bryan Torok, N8OOF
- **Bill Schultz, AC8CO**

# What we found and did

- The bylaws before you are the result of numerous revisions, suggestions, considerations and discussion. They are practically a near complete re-write.
- Understanding the logic behind some of these changes requires an explanation of what was discussed or why it was addressed in the manner shown.

# What we found and did

- These bylaws were presented to the Board of Trustees at the September meeting in a similar presentation.
- The Board decided to present these substantial bylaws re-writes at this time for an up/down vote.
- The Board created the standing committee to continue to address the outstanding concerns that we'll explain.

# Timeline

- I will make a motion to amend the bylaws with the changes presented tonight.
- This presentation is the first reading of those proposed amendments.
- Discussion can occur tonight.
- At the February Meeting we will call the question and a yes/no vote will be held.

# Motion

- The motion is to amend the bylaws of the association to take place of and supersede the existing bylaws of the association as heretofore amended.

# The Challenge

- Goal: Run a “fine tooth comb” through the entire bylaws
  - Found duplication and resolved it
  - Found things we “do” that the bylaws don’t authorize
    - Resolved or expanded authority within the bylaws
  - Re-organized entire sections of the bylaws
  - Broke up huge area of bylaws into sectioned paragraphs
  - Addressed electronic voting, email, etc. where appropriate
  - General clean up as sentences were read with a fine tooth comb
  - Found glaring mistake with family memberships.
  - *Missed a few things too that we’ll fix next time.*

# An example: duplication

- ⦿ Article II – Board of Trustees: (Today)
  - Section 1. defines the authority of the trustees.
  - Section 3. repeats section 1 in “authority”
- ⦿ The organization’s structure puts all of the authority in the hands of the Board of Trustees. Something this definitive should be stated up front at the top of the bylaws, as such:
  - ⦿ *POWERS: Except as otherwise required by the law, as provided in the Articles of Incorporation or these Bylaws, the corporation shall be governed and all authority of the corporation shall be exercised by the Board of Trustees defined in Article II of these Bylaws.*

# New Article Organization

Today	New Bylaws
Article I – Membership	Article I – Membership & Dues
Article II – Board of Trustees	Article II – BOT & Trustee Meetings
Article III – Officers	Article III – Election of Trustees & Vacancies
Article IV – Meetings	Article IV – Officers
Article V – Administration of Funds and Property	Article V – Meetings
Article VI – Liability	Article VI – A of Funds & Prop.
Article VII – Amendment of Bylaws	Article VII – Liability
Article VIII – Quorum	Article VIII – Amendment of Bylaws
Article IX – SOPs	Article IX – Quorum
	Article X - SOPs

This new approach comes with significant re-alignment of “sections” that were cobbled together into the wrong Articles in the current Bylaws.

# Membership

- Today's version of Article I appears to be a combination of years of adding chunks of bylaw into the section sequentially. Section 6 has nothing to do with Membership and everything to do with powers of the membership at a meeting.
  - Section 7 then goes back to explaining when a membership can be revoked
  - Section 1 limits membership – everyone who has left town and remained a member is in violation of Section 1 and technically can't be a member.
  - Nothing in Article I – Membership or any other section of our bylaws authorizes the creation of a family member, nor does it bestow any voting rights upon them.
- ⦿ What was done to Article I to fix it....

# Membership

- ◉ What was done to Article I to fix it....
- Section 1 defines qualifications to be a member: FCC licensed. Period.
- Section 2 defines how you can apply on paper or electronically.
- Section 2a creates a “Family Member” with dependency on Sections 1 and 2
- Section 3 is untouched - this is our requirement to annually review membership dues.
- Section 4 is amended to allow the board to establish “Family Member” dues in the future.
- Section 5 is all encompassing and defines an “Active Member” based on the requirements set forth in the preceding sections of Article 1.
- Section 6 gave the membership authority, it now also recognizes electronic voting.
- Section 7 deals with termination. Sections 7a and 7b now define a requirement that if a member is going to be expelled, they are entitled to fair notification *(That’s it. Article I is about membership)*

# Trustee Emeritus

- Option A: Nothing was changed in the REQUIREMENTS to become an Emeritus.
- Option B: A secret ballot allowing a petitioner to gather signatures
- ◉ Whomever drafted the current version of the Trustee Emeritus made it very complicated to pull off in a time where 100% attendance was likely more frequent. The Board of Trustees as a whole (100%) must vote in favor, which requires a lot of convincing and some amount of attendance luck.
- Now a “petitioner” has anywhere between November and October to gather 15 signatures.
- A resolution is void if at any time the makeup of the Board of Trustees changes.
- The candidate for Trustee Emeritus can decline the honor or relinquish it if they wish to run for Trustee.\*
- ◉ *\* unlikely, but now nobody can claim someone made someone a TE to deter or prevent them from running.*

# Board of trustees

- The “powers” were moved to the top of the Bylaws.
  - The Trustees are defined as being elected by the “Active Members” (as defined in Art I) with 3 year terms staggered.
  - The License Trustee(s) are defined as chosen from among the 15 and by a vote.
  - A “three consecutive unexplained” absences rule is added. This is NEW.
  - Unsound mind, incompetence by court order, adjudicated as bankrupt – all removed.
- 
- ◉ The Election is moved to Article III – it belongs in its own area

# Election

- The bylaws now call for two committees: Nomination and Election
  - The bylaws define the Nomination committee as a team that simply *finds people to run*.
  - The election committee runs the actual election. People can be on either or both cmte.
  - The bylaws now formally close nominations at the August membership meeting, always.
  - Nominations can be written OR email.
  - A nominee need only state that they will serve – lengthy sentence about how their election would be in the best interests of the association removed. We nominate people who breath.
  - The election committee is required to publish the procedures for the election each year no later than the September meeting of the members.
  - The “Active Members” from Section 1 are those who can vote. (Including family)
  - If you don’t vote electronically, its YOUR responsibility to get a ballot (new)
  - Formal written deadline: 7:30pm is now in the bylaws.
- ◉ (continued)

# Election

- Electronic voting creates a scenario where 99% of the votes are cast in a system that nobody other than the election committee gets to see.
- In the last election, this created an implication that the numbers were “off”
- Historically our bylaws allow the tabulation to be monitored
- The new bylaws call for one of the two solutions to open elections:
  1. The BoT can arrange for the electronic voting vendor to provide us with a formal written certification of the election that includes the qty of votes cast, the callsigns of who voted, and the individual count that each candidate received.
  2. The BoT can alternatively meet with the candidates, their delegate, any trustee or trustee-elect, and literally login to the administrative interface of the voting website to review the actual results.
- ◉ In the event that these procedures reveal an irregularity the bylaws spell out a process for resolving the disputed results, including resolving everyone’s concerns amicably or holding the election again.

# Other changes...

- Newly elected trustees take their seat immediately upon the November meeting being called to order.
- In the old bylaws: If membership didn't act, the next meeting of the membership had to be where ever we met last.
  - Reality: We meet where ever the BoT decides. Be it Field Day, Picnic, etc.
  - New Bylaws: BoT chooses where meetings are, but the membership can always over ride that before the conclusion of a meeting.
- Members at Trustees meetings – now written into the bylaws that they can be limited in how often they can address the board.
- BoT may enter “executive session” and excuse members to discuss business, vote, etc.
- Repeaters: The bylaws now allow the BoT, Radio Officers, License Trutees to disable a repeater without a vote of the members based on eviction, or substantial hardware failure.
- Future Bylaws modifications must be completed within TWO meetings unless the sponsor of the motion is absent or convinced to table their motion. This does not prohibit amending the motion, or convincing a sponsor to delay the motion – but it does guarantee a “call the question” vote and prevents any future horror story drawn out bylaws debates.

# Reduction: Not Adopted

- Since the formation of LEARA by combining a west side and an east side group into a single association LEARA has had a board of fifteen trustees.
- The argument was made that communities are reducing size, condensing district representation, etc. – This notion was rejected because these are typically COST saving measures in the public sector. The LEARA BoD is served by volunteers at no cost.
- The committee rejected the suggestion that LEARA would be better served by *fewer trustees* and did not adopt this recommendation.
  - A quorum requires 8 people out of 15 to show up (Less than 2/3rds)
  - There is no evidence that we have been challenged in identifying fifteen candidates interested in being on the Board of Trustees since our inception.
  - In small organizations like LEARA a fraction of us are active contributors.
  - **There is no evidence that the organization needs term limits. Many people on the Board of Trustees have been here for decades and serve a valuable roll.**
  - Some believe that reduction is an effort to condense power to an inevitable small populist majority and that a large BoD offers a broader age, interest and skill set.
- ◉ For these reasons the committee did not adopt these suggestions in these bylaws

# Term Limits: Not Adopted

- A proposal was made that the committee should consider term limits.
  - This proposal included the idea that any Trustee who was an elected officer could be exempted from the term limit obligation.
- The committee rejected this recommendation based on the following:
  - Exempting officers sets up a scheme where anyone up for a term limit could arrange to become an officer for a year to skip term limits.
  - The reason we exempt officers is because we tend to like them in their roles. Example: Dave Foran has been treasurer since right after dirt was made.
  - If we exempt people because we like what they do why do we need term limits?
  - Term Limits make sense in a representative government where an elected official became a career politician. In LEARA all 15 of the BoD operate “at large” and can be voted out of their seat by the membership as a whole.
  - Within LEARA we have no problem with gridlock. Today the BoD is made up of many new faces – many who would likely disappear if we enacted board size reductions as the longer term Trustees would win the popularity contest.
- ◉ The committee will continue to investigate the term limit concept, and has already written an amendment to the bylaws that would introduce term limits without exempting anyone on the Board of Trustees from the requirement to sit out – however, we do not believe it is needed by the organization and might actually cause disruption.

# Roberts Rules: Not Adopted

- Since the inception of LEARA the parliamentary procedures known as “Roberts Rules of Order” have never been referred to in our bylaws.
- Despite claims to the contrary we have never been bound to obey Roberts Rules of order.
- In years past using Roberts Rules of order to control debate and win politically at LEARA meetings or Trustee’s meetings was successful until it was discovered we had no obligation to follow RRoO on a whim.
- The Trustees decided some time ago that we are not adopting RRoO and the committee had decided against it in this rewrite of the bylaws.
- RRoO adds way more complexity than LEARA needs or can afford.

# Ohio Revised Code: 1702.11

- At the January Trustees Meeting Tom Kimball, K8BZB, was concerned that the club should read ORC 1702.11.
- It was suggested that the Bylaws Committee needed a better understanding of Ohio Law and the requirements in 1702.11 with respect to our bylaws.
- It was suggested that in drafting changes to the Bylaws the committee erred in it's decision to put "POWERS" and other text outside of the paragraphs prefaced by the word "Articles" may not be consistent with Ohio Law requirements.

# Ohio Revised Code: 1702.11

- Bryan Torok and Jeff Garvas, while not attorneys, have been involved in drafting legislation and working with the Ohio Legislature for over a decade.
- ORC 1702.11(A) is a non-binding statement that uses words such as “may” and “or some other term” – It is a generalization of what may be done.

*“Without limiting the generality of such authority, the regulations, whether designated a constitution or rules, or by some other name, may include provisions with respect to the following:”*

- We find nothing in the ORC mandates what our Bylaws must say, do, or how they must be formatted. The ORC recognizes our bylaws as “Regulations”, a “Constitution”, “rules” – or if we wanted to call them Bread Pudding.
- What Ohio Law does in this arena is more of a “catch all” scenario that grants certain basic authority if nothing at all is adopted, but that our bylaws have the full authority to over ride in whatever manner that doesn’t break Ohio Laws or conflict with our Articles of Incorporation.

# What we missed

- ⦿ We found in review that the word telegraph is in our bylaws despite every effort to find language of that nature and remove it. It will be addressed later.
- ⦿ We found that in the re-write we created an area of circular logic. We will address this later.

# Questions & Discussion

- **Funny Story:**

During the September meeting of the Board of Trustee's this was jokingly the last sentence in the slide deck:

- **Set this aside and try to find a better place to meet / eat dinner instead? 😊**