

Bylaw Committee Meeting

4-6pm

7/23/19

Community room

Present: Carl Etnier, Jed Davis, Steven Farnham, Stephanie Kaplan, Sue Zekas, Cheryl Conner via internet, Rob Barossi (note taker)

Meeting began at 4:05pm

Lisa Rochelle, staff member in wellness department, stopped by the meeting for comment. She expressed her support of the proposed addition to the bylaws that would provide for the disclosure of management salaries.

Article 3 review:

Kari had commented, section describes a lot of rules, not just what council is. Cheryl noted it's a lot of council governance, doesn't find it problematic to title it "what the council is". Carl noted there is no alternate language to consider and no strong objections to it.

Steven raised question, does it need to elaborate on "represents the interests of the members"? It was agreed to leave that language as it is.

Committee agreed to remove instances where written out numbers have numeral in parentheses and just have number written out without the extra numeral in parentheses.

Committee agreed to change language to "upon conclusion of the annual election" for when council terms will end.

Steven raised question about staff rep facilitating communication between the staff and the council, asked if there should be some type of standard or requirement for what the staff rep provides. Committee did not add any additional language regarding staff rep.

Kari had raised question about elections happening at other meetings, not just at Annual Meeting, committee will change language and take out "Annual" from 3.3a so it's any meeting, not just Annual Meeting. Remove "or members" from 3.3b. Adjusted other language in that section for clarity.

Steven noted it does not say council will or shall appoint. It says they “may” appoint. Council member appointed serves only until the next council election, no further elaboration on that may be necessary. Jed asked if someone resigns, council can appoint someone to finish that year, then there’s an election and at that election, does person finish out the term of the person who resigned? Jed proposed: First sentence, says council may appoint, that appointed person only serves until the next election. Next sentence can say if any of the term is left, members could elect someone to finish the remainder of the term.

3.3b(1) Language was further edited for clarity.

3.3b(2) Kari had raised some questions, such as what happens if there is a crisis? Jed raised question, there is no number mentioned, what is “extraordinary number” of resignations? Carl noted five had been mentioned before as the number. Jed asked, can it say “five or more”? Carl noted that this process allows members to have their say about council members filling seats rather than council just appointing who they want to fill the seats. Carl noted this is not an automatic process either, needs to have a petition from the members to trigger this.

Steven raised question, should it refer to number remaining on the board, rather than number of those who resign? Carl proposed changing to “if there are four or more vacancies.” Jed noted this is the method by which the members can hold a special election. Asked, should they be able to do that if just a few council members resign? What should be threshold? Sue noted that if it’s three or more, there’s an issue and members should probably be involved. Jed advocated for two, small threshold. Carl and Sue agreed with Jed’s argument for that. Changed language to “more than one council vacancy.” Also added that the newly elected council members will serve the remainder of the vacated terms.

Steven raised question, should there be notice to the membership that they can petition to have an election or council will appoint? Jed noted that the council can also decide to have an election rather than appoint. Can call a special meeting to do so or make the appointment. Sue asked, should there be a sentence saying it is the duty of the council to inform members about the vacancies?

Steven asked about if there is only one vacancy. Carl clarified that they may appoint or may leave that vacancy and not appoint. Jed added that if there are two vacancies, then it’s incumbent on the council to let people know. At that point, council can have special meeting to have election, and members can petition to have special meeting for an election, if they want to.

Seven raised point, have to inform membership about vacancies, inform about option to have elections if they want to, and then need to give them certain amount of time to fill that petition. Carl noted the need to take some time to wordsmith this section, asked for a volunteer to do. Jed offered to work on it and email to committee.

Next section, 3.3c, Kari raised concern, may not be clear what “common pool” is. First sentence, which included that wording, was deleted. Stephanie raised question about confusing language regarding term lengths and variety of lengths. Wording was edited for clarity and to reduce confusion. Stephanie noted use of word “assign” and asked about changing that wording. Changed to “Shall serve”

Jed took over as Chair of committee temporarily in Carl’s absence.

Next section. Kari had raised concern about voting of staff rep happening in conjunction with the annual meeting, election happening before or at the Annual Meeting. Cheryl and Stephanie suggested deleting part about Annual Meeting, not specifying anything about timing. Steven noted staff rep may have a representative present at a council meeting, may only need to state just that with no further elaboration about election of staff rep. Suggested leaving it to the staff how they want to choose a person, for how long, etc. Jed and Sue noted this 3.3d may not be necessary, should be moved up into staff representative section

Stephanie suggested talking to staff about it, to see what their process and timing is. Jed noted need to talk more with Kari about this. Asked if 3.3d could be moved to staff rep section 3.2c.

Carl noted, only change thus far is notice to council before or after Annual Meeting, taken out, so election is not tied into Annual Meeting.

Section 3.4, it’s noted that it does not say anything about voting. Jed suggested “may participate as a nonvoting member.” Steven noted that typically, person with conflict of interest has to recuse themselves. Sue noted “discussion of the matter” could change to “discussion or vote” on the matter. Stephanie noted it needs to be clarified about participation of members and what it means to participate as a member. She noted that person with conflict of interest should not be able to vote or participate. Sue noted that if they can state their position, it may provide council with some information they can use. Stephanie noted that they should not be given the opportunity to state their position and persuade council members in a way that is to their advantage. Added that they may not vote, Steven agreed that it should be stated that they can’t vote. Jed noted that there isn’t a lot of information about what “rules for

members” means. Stephani suggested adding “as established by the council” after “rules for members.”

Committee approved the minutes from the last meeting.

Carl noted level of discussion that has been had on each article and that it has been worth it to have the current level of discussion. Asked about continuing meetings every two weeks, possibly take August off, Stephanie and Cheryl not available in August.

Carl proposed two meetings in September at a minimum. Added they could keep going two Tuesdays per month until it’s done. Proposal to rescind 30th of September meeting date with council. Instead, meet with council when they are sure it’s done and ready. Will have more forums before that. Plan to meet two times per month in September and October, then have more public forums. Work on draft after that to present to council.