

# Rationale for the Changes to the Constitution and Bylaws

9/3/2001

Ed Michels & Michael Rees

There are several reasons for making some changes to the Constitution and major changes to the Bylaws.

1. Over at least the last 10 – 15 years the club has made fundamental changes in how it operates. Most of these changes and their rationale have not been documented in any permanent fashion.
2. Furthermore, in some cases these changes either deviate from what the Constitution and Bylaws describe, or they significantly go beyond what's described therein, rendering those documents somewhat obsolete and very incomplete.
3. The club is run by teams or committees; for the most part their responsibilities are not documented. The teams don't always accomplish what's desired because those tasks and objectives have not been spelled out.
4. Each year the Nominating Committee recruits new board members who are also the leaders of these teams and committees. The Nominating Committee does not have job descriptions (committee/team roles and responsibilities) to use; so they don't know exactly what job they are trying to fill, and the potential candidates do not have a clear description of the job that is being suggested for them.
5. Part of the current strategy is for each club member to participate on one of the committees. Documenting the objectives and responsibilities of the committees for the member-participants seems both reasonable and good way to increase the committees' effectiveness.
6. The current version of the Constitution has a very broadly stated Article on the purpose of the club (Article I Section 2). This scope is much broader than the club has operated, at least for the last 20 years. The rest of the Constitution and the Bylaws describe positions, committees and attendant responsibilities that fulfill a purpose and scope much narrower than that described in the "Purposes" section, and, in fact, much narrower than the club has been executing to for many years. The "Purposes" section is too broad, the rest is too narrow and neither line up with current operations.
7. The old Constitution/Bylaws had a "Purposes" statement, and officer and committee responsibilities and tasks. Even if they lined up, which they do not, there is no material connecting the former to the latter.
8. By documenting completely and in one logical string our objectives, strategy and organization for implementing the strategy, we reveal to all that which was unintentionally known in its entirety by very few. All members can see clearly what the club is trying to do, and, seeing it all, can point out the flaws and make good suggestions for improvement. There surely is room for improvement.

The proposed changes are as follows:

1. The constitution was changed as little as possible, with the bulk of the changes going into the Bylaws. Some of the topics in the Bylaws should change somewhat every year or

few years, and the Bylaws are sufficiently easy to change (by a 2/3 vote of the Board, or majority vote of members present at the annual meeting).

2. The Constitutional “Purposes” are left as is, but are effectively narrowed to our current real Objectives by a new Bylaws Article. The new Article (IX) sets Operational (and Financial) Objectives that are much narrower than the Purposes and line up with our intentions of the last 10 years and those for the foreseeable future. The objectives are given measurements, which help both to clarify the objectives and set yardsticks with which to measure progress.

3. The Purposes/Objectives are tied to the officer and committee responsibilities by new, Strategy material added between them, and by the committee responsibilities reflecting back to the Strategy implementation elements.

a) Another new Bylaws Article (X) outlines a Strategy, and a Strategy Implementation for achieving the objectives. Again, this reflects what we have evolved to as a strategy over the last 10-12 years, and looks to be our strategy and strategy implementation for the foreseeable future. It probably will evolve, but the section can easily and should be changed. Where it makes sense, the strategy or implementation elements have goals and intended effects, to clarify why the strategy or implementation element exists, and what is hoped it will accomplish.

b) The organizational structure that has been chosen to implement the strategy is then described. In Article XI the general organization and staffing approach is laid out, and in Article XII the jobs of the specific committees are detailed. These descriptions are tied to the strategy. Not only are the committees tasks given, but first the committees ownership of any club strategy elements, then the committees objectives, any measurements of accomplishment of the objectives, and then the tasks and responsibilities.

3. As introduced above, Article XII details the roles of all committees, and replaces the old Article II, which did the same thing but was very obsolete. Given that we now have Operational Objectives and a Strategy, the description of the committees formed to execute the strategy should follow the strategy, thus the committee descriptions move from Article II to Article XII. Job descriptions and committee assignments are provided to cover all the committees we have, (and in a few cases, new roles we intend to institute). What existed already in the old Article II is changed to reflect current operations

The outline of having specific officers and a set of directors remains in the constitution, but is changed to having most of the officers’ job descriptions moved to the Bylaws, and they are really described (in Article XII) in terms of the responsibilities of the committees they supervise.

4. In a change of location, not content, the description of a specific class of membership (FrostBite, or, now, Winter Series) is moved from the Constitution (Article II Section 1) to a new Bylaws Article XIII. The constitution allows for “other” membership types to be created and put in the Bylaws; when this membership type was created in the mid 90’s it should have been placed in the Bylaws, not the Constitution. It is a tactical membership type, and as such should be in the more easily modified document.