

Preparatory Report on
De Anza District Bylaws

Submitted for Consideration
to the
De Anza District By Laws Committee

Committee Members

Alison Eccleston, *President*
Mickie Reed, *First Vice-President*
Gail Fitzpatrick, *Past President*
Lynda Krisko, *General Member*
Marlon Carrier, *General Member*

by

Jennifer Nickel
De Anza District Parliamentarian

January 21, 2023

Preliminary Rules on Bylaw Changes under Roberts Rules of Order

RONR (12th ed.) 56:68:

“Each society decides for itself the meaning of its bylaws. When the meaning is clear, however, the society, even by unanimous vote, cannot change that meaning except by amending its bylaws.”

RORNR, (12th ed.) 57:5 states:

“Changes to the bylaws that are so extensive and general that they are scattered throughout the bylaws should be effected through the substitution of an entirely new set of bylaws called a *revision*.”

RORNR, (12th ed.) 57:3 states:

“If only an isolated change is to be made in the bylaws, it can be treated as any *Motion to Amend Something Previously Adopted*”

RORNR, (12th ed.) 57:4 states:

“Sometimes a more extensive change is proposed involving the substitution on an entire section, group of sections, or article.”

PROPOSAL FOR ADDRESSING

1. Pass Concern #1 ASAP authorizing Electronic Meetings at Convention 2023
2. Look towards remainder for the 2024 Convention

We are under a time crunch. We are not authorized to meet via Zoom. My proposal is that we work this out electronically meeting over Zoom then gather before the March Conference to ratify the recommendations we decide so that they may be presented. We need to do this FAST to go out with the Convention Call.

Please let me know when you are available to meet.

My mornings M-F until 1 pm will be in classes starting on Feb 13 – June.

I have tried to color code the content to make it easier to follow.

CONCERNS are RED

CALIFORNIA LAWS are ORANGE

CURRENT DISTRICT BYLAWS are PURPLE

CFWC BYLAWS are BLUE

POTENTIAL CHANGES are FUSCHIA

My comments are black.

COMMITTEE DECISIONS – **NOT MINE** – ARE WHAT MATTER.

I am simply pointing out ideas for consideration.

Table of Content

CONCERN 1: MEETINGS - CRITICAL FOR 2023 CONVENTION	8
Authority.....	8
Reason this is a Concern	9
Question for Consideration.....	9
Sample Language Solution	10
Alteration/Placement Suggestion	10
Current State of Bylaws	10
Possible New State	11
CONCERN 2: BYLAWS DO NOT REQUIRE ERRORS AND OMISSIONS INSURANCE COVERAGE BE MAINTAINED AT ALL TIMES.	12
Authority.....	12
Reason this is a Concern	14
Question for Consideration.....	14
Sample Language Solution	15
Alteration/Placement Suggestion	15
Current State of Bylaws	15
Possible New State	16
CONCERN 3: OFFICERS PRIVILEGES AND DUTIES	17
A. Replacing Key Officers	17
Authority.....	18
Reason this is a Concern	18
Question for Consideration.....	18
Sample Language Solution	18
Alteration/Placement Suggestion	19
Current State of Bylaws	19
Possible New State	20

B. Duties of Officers	22
1. FIRST VICE-PRESIDENT	22
Authority.....	23
Reason this is a Concern	23
Question for Consideration.....	23
Sample Language Solution	23
Alteration/Placement Suggestion	23
Current State of Bylaws	24
Possible New State	24
2. SECOND VICE-PRESIDENT	25
Authority.....	25
Reason this is a Concern	25
Question for Consideration.....	25
Sample Language Solution	25
Alteration/Placement Suggestion	25
Current State of Bylaws	26
Possible New State	26
3. THIRD VICE-PRESIDENT	27
Authority.....	27
Reason this is a Concern ⁴⁸⁸	27
Question for Consideration.....	27
Sample Language Solution	27
Alteration/Placement Suggestion	27
Current State of Bylaws	27
Possible New State	27
4. RECORDING SECRETARY	28
Authority.....	28
Reason this is a Concern ⁰	28
Question for Consideration.....	28

Sample Language Solution	29
Alteration/Placement Suggestion	29
Current State of Bylaws	29
Possible New State	29
5. COMMUNICATIONS AND PUBLIC RELATIONS.....	31
Authority.....	31
Reason this is a Concern	31
Question for Consideration.....	31
Sample Language Solution	31
Alteration/Placement Suggestion	31
Current State of Bylaws	31
Possible New State	42
C. TERM LIMITS	32
Authority.....	32
Reason this is a Concern	32
Question for Consideration.....	32
Sample Language Solution	32
Alteration/Placement Suggestion	32
Current State of Bylaws	32
Possible New State	33
D. CONFLICTING LANGUAGE	34
Authority.....	34
Reason this is a Concern	35
Question for Consideration.....	35
Sample Language Solution	35
Alteration/Placement Suggestion	35

CONCERN 4: COMMITTEES	36
A. Standing Committees.....	36
Authority.....	38
Reason this is a Concern	38
Question for Consideration.....	39
Sample Language Solution	39
Alteration/Placement Suggestion	40
B. Special Committees	41
Authority.....	41
Reason this is a Concern	41
Question for Consideration.....	41
Sample Language Solution	41
Alteration/Placement Suggestion	42
C. Committee Quorums	43
Authority.....	43
Reason this is a Concern	43
Question for Consideration.....	43
Sample Language Solution	43
Alteration/Placement Suggestion	43
Current State of Bylaws	44
Possible New State	44
CONCERN 5: PROGRAMS	46
Authority.....	46
Reason this is a Concern	46
Question for Consideration.....	46
Sample Language Solution	46
Alteration/Placement Suggestion	46
Current State of Bylaws	47
Possible New State	47

CONCERN 6: CONFLICTING LANGUAGE IN STANDING RULES	48
Authority.....	48
Reason this is a Concern	48
Question for Consideration.....	48
Sample Language Solution	49
Alteration/Placement Suggestion	49
Current State of Bylaws	49
Possible New State	49
 CONCERN 7: UNDER-REPRESENTATION OF CLUBS: DELEGATES	 50
Authority.....	50
Reason this is a Concern	51
Question for Consideration.....	51
Sample Language Solution	51
Alteration/Placement Suggestion	52
Current State of Bylaws	52
Possible New State	52

CONCERN 1: MEETINGS - CRITICAL FOR 2023 CONVENTION

- **Current District Bylaws contain no provisions that would permit online/electronic meetings such as Zoom.**

California Law

Corporations Code Section 7140, f, states

“... A corporation shall not conduct a meeting of members solely by electronic transmission by and to the corporation unless one or more of the following conditions apply: (A) All of the members consent; or (B) the Board determines it is necessary because of an emergency as defined by paragraph (5) of subdivision (m) of Section 12320; or (C) the meeting is conducted on or before June 30, 2022.”

Corporations Code Section 12320, (m), (5), states:

“For purposes of this subdivision, “emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the corporation’s board of directors cannot be readily convened for action:

- A. A natural catastrophe, including but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or regardless of cause, any fire, flood, or explosion.
- B. An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that such an enemy attack is probable or imminent.
- C. An act of terrorism or other manmade disaster that resorts in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.
- D. A state of emergency declared by the Governor of this state, including any person serving as Governor in accordance with Section 10 of Article V of the California Constitution and Section 12058 of the Government Code by the President of the United States of America”

De Anza District Bylaws

Article VIII states:

Section 1. The District shall hold four conferences, and an annual meeting held at convention, during the fiscal year, June 1 to May 31. Special meetings may be called by the President, or upon written request of five (5) members of the Executive Board. The CALL for the special meeting shall state the business to be conducted and no other business shall be conducted at this meeting.

Section 2. A summer Conference may be held in June or July of the second year of the administration. The voting body shall be members of clubs in good standing in the District.

Section 3. The Executive Board shall hold a meeting preceding each District Conference, at least four times during the fiscal year. The President may call other meetings, if necessary.

Section 4. The voting body at all regular District Conferences shall be members of clubs in good standing in the District. There shall be no proxy or absentee voting, as per

instructions in the CALL.

Section 5. A quorum at District Conferences is when one third of all the clubs in the District are represented.

Section 6. There shall be an annual Convention in April. The time and place shall be determined by the Executive Board.

Section 7. It shall be the privilege of the President-elect to call a meeting of the Officers-Elect of the Executive Board at a reasonable time following the election and prior to assuming office.

CFWC State Bylaws

Article VII, Section 7.4, C, states

“Special Meetings.

1. May be held at the call of the President, or
2. At the written request of three members of the Executive Committee, or
3. The Executive Committee may transact business by teleconference or video conference when necessary to include voting on matters presented.”

RONR (12th Ed.) 9:35 **Electronic Meetings in Committees** As in the case of a board or any assembly, committees that are expressly established by the bylaws can hold a valid electronic meeting only if authorized by the bylaws to do so.

REASON THIS IS A CONCERN:

State law prohibits corporations from conducting meetings after last June that are held online only unless “all of the members consent” or it meets the extreme disaster scenarios specified in Section 12320 (note that “pandemics”, “epidemics”, etc., exist only if so declared by the government).

The term “all the members consent” is vague. Per Roberts Rules of Order, “all the members” is interpreted to be qualified by “of the relevant body”. Thus only “all the (Board) members” need to consent for Board meetings, etc. Note too that it would be up for a court to decide (if it ever went that far) if this could be interpreted as simply a majority or literally required every single member.

Under any way you want to interpret the provision, it is easier every way around to make provision in the District Bylaws to allow for meetings to be conducted electronically so should a condition arise that makes in person meetings a hardship, at the discretion of the Board, meetings can be held online.

QUESTION FOR CONSIDERATION

Would the District like to create a provision in the bylaws that would enable the possibility for District meetings to occur electronically without the current precursor of a governmentally declared state of emergency? (Yes or No)

No → No change in current language is necessary. The District must obtain the consent of “all members” before it may legally conduct a meeting in an online-only format.

Yes → The District must create a provision in our bylaws that would permit online-only meetings. See suggested language as a starting point for consideration.

SAMPLE LANGUAGE SOLUTION

“If authorized by the board of directors in its sole discretion, District meetings, including but not limited to business meetings, board meetings, committee meetings, etc., may be conducted in an electronic-only format such as electronic video screen communication, conference telephone, or other remote means of communication if reasonable (1) measures are taken to ensure members are given the opportunity to participate in the meeting and vote on matters submitted, including the opportunity to read or hear the proceedings as they occur; and (2) records are kept of all votes and actions taken; and (3) it is verified that all individuals participating are members entitled so to do. Any District Committee may, upon notice and agreement of a majority of its members, conduct its meeting electronically so long as the 3 aforementioned criteria are met.”

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language in Article VIII, INSERTING as a NEW Section 4, and renumbering subsequent sections in the Article.

Thus, Article VIII will be changed from its CURRENT state:

ARTICLE VIII Meetings and Quorum

Section 1. The District shall hold four conferences, and an annual meeting held at convention, during the fiscal year, June 1 to May 31. Special meetings may be called by the President, or upon written request of five (5) members of the Executive Board. The CALL for the special meeting shall state the business to be conducted and no other business shall be conducted at this meeting.

Section 2. A summer Conference may be held in June or July of the second year of the administration. The voting body shall be members of clubs in good standing in the District.

Section 3. The Executive Board shall hold a meeting preceding each District Conference, at least four times during the fiscal year. The President may call other meetings, if necessary.

Section 4. The voting body at all regular District Conferences shall be members of clubs in good standing in the District. There shall be no proxy or absentee voting, as per instructions in the CALL.

Section 5. A quorum at District Conferences is when one third of all the clubs in the District are represented.

Section 6. There shall be an annual Convention in April. The time and place shall be determined by the Executive Board.

Section 7. It shall be the privilege of the President-elect to call a meeting of the Officers-Elect of the Executive Board at a reasonable time following the election and prior to assuming office.

Under a possible NEW STATE, Article VIII might read:

ARTICLE VIII Meetings and Quorum

Section 1. The District shall hold four conferences, and an annual meeting held at convention, during the fiscal year, June 1 to May 31. Special meetings may be called by the President, or upon written request of five (5) members of the Executive Board. The CALL for the special meeting shall state the business to be conducted and no other business shall be conducted at this meeting.

Section 2. A summer Conference may be held in June or July of the second year of the administration. The voting body shall be members of clubs in good standing in the District.

Section 3. The Executive Board shall hold a meeting preceding each District Conference, at least four times during the fiscal year. The President may call other meetings, if necessary.

Section 4. ***"If authorized by the board of directors in its sole discretion, District meetings may be conducted in an electronic-only format such as electronic video screen communication, conference telephone, or other remote means of communication if reasonable (1) measures are taken to ensure members are given the opportunity to participate in the meeting and vote on matters submitted, including the opportunity to read or hear the proceedings as they occur; and (2) records are kept of all votes and actions taken; and (3) it is verified that all individuals participating are members entitled so to do. Any District Committee may, upon notice and agreement of a majority of its members, conduct its meeting electronically so long as the 3 aforementioned criteria are met.***

Section 5. The voting body at all regular District Conferences shall be members of clubs in good standing in the District. There shall be no proxy or absentee voting, as per instructions in the CALL.

Section 6. A quorum at District Conferences is when one third of all the clubs in the District are represented.

Section 7. There shall be an annual Convention in April. The time and place shall be determined by the Executive Board.\

Section 8. It shall be the privilege of the President-elect to call a meeting of the Officers-Elect of the Executive Board at a reasonable time following the election and prior to assuming office.

CONCERN 2: BYLAWS DO NOT REQUIRE ERRORS AND OMISSIONS INSURANCE COVERAGE BE MAINTAINED AT ALL TIMES.

→ Current Bylaws fail to require the District to carry the type of insurance policy necessary to ensure all those serving on the Board are protected from any lawsuits that might arise as a result of District activity.

California Law

Corporations Code Section 9247 states

(a) There shall be no personal liability for monetary damages to a third party on the part of a volunteer director or volunteer executive officer of a nonprofit corporation subject to this part, caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

(1) The act or omission was within the scope of the director's or executive officer's duties.

(2) The act or omission was performed in good faith.

(3) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(4) Damages caused by the act or omission are covered pursuant to a *liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's or officer's liability policy*, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors of the corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance

The California Department of Insurance defines "a liability insurance policy" as follows:

"Coverage for all sums that the insured becomes legally obligated to pay because of bodily injury or property damage, and sometimes other wrongs, to which an insurance policy applies."

The California Department of Insurance defines a (fidelity) "bond" as follows:

"An obligation of the insurance company against financial loss caused by the dishonest acts of employees."

De Anza District Bylaws

Article VII, Section 1, states:

(The President)

- e) She shall be bonded by a reliable surety company, said bond to be paid by the District.

Article VII, Section 7, states:

(The Financial Secretary shall:)

- 6) She shall be bonded by a reliable surety company, said bond to be paid by the District.

Article VII, Section 8, states:

(The Treasurer) She shall:

- a) Pay all bills, budgeted and approved, when due, and present the budget for approval at the September Conference.
- b) Forward CFWC and GFWC Funds by the 15th of each month, May through December. Copies of the CFWC Club Information Forms (*Data Blanks*) and dues remittance forms shall be sent to the Second Vice President/Membership.
- c) Forward to CFWC the annual dues accompanied by the Club Information Forms (*Data Blanks*), by May 15th.
- d) Present a financial report at regular meetings of the Executive Board, District Conferences, and an annual report at the Convention, and at such other times as deemed necessary
- e) She shall file all appropriate forms required by the IRS, California State Attorney General, Franchise Tax Board, and Secretary of State.
- f) Deliver to her successor within two weeks after expiration of her term of office, or upon her resignation, all monies, books, and records in her custody.
- g) She shall prepare her books for audit at the end of the fiscal year and at other times when deemed necessary.
- h) Be bonded by a reliable surety company in such amount determined by De Anza District, said bond to be paid by the District.
- i) Call a budget meeting in June.

CFWC State Bylaws

Article VI, Section 6.4, E, 5, states:

(The Director of Finance shall serve as chairman of the Finance Committee. These duties shall include:)

- 5. Responsibility for group liability insurance and a blanket bond for officers as required

REASON THIS IS A CONCERN:

Bonds are designed to protect the DISTRICT from the mistakes of officers. In the event of an error (either honest or dishonest), the insurance company pays money to the District in order to make the District whole from the damage that it received because of the bonded officer's mistake. Money goes from the insurance company to the District.

Liability insurance as required by the Volunteer Director Statute goes to protect the PERSONAL ASSETS OF THE BOARD MEMBERS as well as the District from damage that is claimed by third parties. Money goes from the District to outsiders to make the outsiders whole because of damage they claim they incurred because of the District.

Absent Corporations Code 9247, the personal assets (house, savings account, car, etc.) of EVERYONE on the board can be sought by someone suing the District for damages. Absent Corporations Code 9247, joint and several liability applies when suing for most claims meaning someone suing the District can pick and choose whose assets they want to take; anyone and everyone would be liable. For this reason, anyone NOT under the protection of Corporations Code 9247 generally carries their own malpractice policy when serving on a board. Because California recognizes it has an interest in promoting volunteers, Corporations Code Section 9247 grants immunity from lawsuits to those serving on boards as volunteers if they meet its conditions. One of these conditions is that either a GENERAL LIABILITY POLICY **OR** a DIRECTORS **OR** OFFICERS LIABILITY POLICY is held by the corporation.

Current bylaws make no requirement that the District purchase a GENERAL LIABILITY POLICY, OR a DIRECTORS OR OFFICERS LIABILITY POLICY.

The bonding the bylaws does require is NOT THE SAME and would not necessarily meet the requirements of Corporations Code 9247.

Due to the absolutely critical nature of this type of insurance policy, its importance should warrant naming it specifically as a policy that must be maintained at all times to prevent discontinuance that might result from future accidental cost saving measures.

NOTE: I am informed and believe the District currently purchases insurance meeting the criteria through coverage it gets from GFWC BUT the District is not required by GFWC or CFWC to purchase this and at some point, someone might think it is an expense the District can free itself from.

QUESTION FOR CONSIDERATION

Would it be prudent to add language to the bylaws that make clear the District must keep in place a a GENERAL LIABILITY POLICY **OR** a DIRECTORS **OR** OFFICERS LIABILITY POLICY? (Yes or No)

No→ Leave language as is. No harm at present (to the best of my knowledge) but if in future the District chooses to save money by buying less expensive coverage that has no such provision, the personal assets of those serving on the Board (should they not have personal malpractice insurance) would be potentially open to claim if someone sues (in which case their homeowners or renters insurance is likely to offer some protection.)

Yes→ Add language requiring the necessary policy be maintained by the District.

SAMPLE LANGUAGE SOLUTION

(The Treasurer shall):

Ensure that an Errors and Omissions Policy and General Liability Policy are in place at all times covering all members of the De Anza Board of Directors and the District.

ALTERATION/PLACEMENT SUGGESTION

AMEND ARTICLE VII, Section 8, to INSERT between (d) and (e) NEW PARAGRAPH (e) to read (e) *Ensure that an Errors and Omissions Policy and General Liability Policy are in place at all times covering all members of the De Anza Board of Directors and the District.*

Thus, Article VII, Section 8, will be changed from its CURRENT state:

Section 8. Treasurer: She shall:

- a. Pay all bills, budgeted and approved, when due, and present the budget for approval at the September Conference.
- b. Forward CFWC and GFWC Funds by the 15th of each month, May through December. Copies of the CFWC Club Information Forms (*Data Blanks*) and dues remittance forms shall be sent to the Second Vice President/Membership.
- c. Forward to CFWC the annual dues accompanied by the Club Information Forms (*Data Blanks*), by May 15th.
- d. Present a financial report at regular meetings of the Executive Board, District Conferences, and an annual report at the Convention, and at such other times as deemed necessary.
- e. She shall file all appropriate forms required by the IRS, California State Attorney General, Franchise Tax Board, and Secretary of State.
- f. Deliver to her successor within two weeks after expiration of her term of office, or upon her resignation, all monies, books, and records in her custody.
- g. She shall prepare her books for audit at the end of the fiscal year and at other times when deemed necessary.
- h. Be bonded by a reliable surety company in such amount determined by De Anza District, said bond to be paid by the District.
- i. Call a budget meeting in June

Under a possible NEW STATE, Article VIII might read:

Article VII, Section 8, states:

(The Treasurer) She shall:

- a. Pay all bills, budgeted and approved, when due, and present the budget for approval at the September Conference.
- b. Forward CFWC and GFWC Funds by the 15th of each month, May through December. Copies of the CFWC Club Information Forms (*Data Blanks*) and dues remittance forms shall be sent to the Second Vice President/Membership.
- c. Forward to CFWC the annual dues accompanied by the Club Information Forms (*Data Blanks*), by May 15th.
- d. Present a financial report at regular meetings of the Executive Board, District Conferences, and an annual report at the Convention, and at such other times as deemed necessary.
- e. *Ensure that an Errors and Omissions Policy and General Liability Policy are in place at all times covering all members of the De Anza Board of Directors and the District.*
- f. She shall file all appropriate forms required by the IRS, California State Attorney General, Franchise Tax Board, and Secretary of State.
- g. Deliver to her successor within two weeks after expiration of her term of office, or upon her resignation, all monies, books, and records in her custody.
- j) She shall prepare her books for audit at the end of the fiscal year and at other times when deemed necessary.
- k) Be bonded by a reliable surety company in such amount determined by De Anza District, said bond to be paid by the District.
- l) Call a budget meeting in June.

CONCERN 3: OFFICERS PRIVILEGES AND DUTIES

A. Replacing Key Officers

- **Current Bylaws fail to address the common problem of abdication/inability to serve of key officers.**

De Anza District Bylaws

Article VII, Section 2, states

(The First Vice President)

“She shall be Dean of Chairmen and in the absence of the President shall assume her duties”.

Article V, Section 2, states

- d. “When an officer fails to attend three (3) consecutive Board meetings , the Board may request that officer's resignation.
- e. The Board shall be empowered to fill all vacancies inelective office?

CFWC State Bylaws

Article VI, Section 6.2, states

A. Officers, with the exception of the President, shall be elected by ballot at the election year Convention. The term of office shall be for two years or until their successors are elected or appointed. No officer, except the Parliamentarian and Corresponding Secretary (appointed officers) shall be eligible to serve in the same office for more than two consecutive years, except when an officer is filling a vacancy of less than one year an additional full two-year term may also be served.

B. Vacancies. Vacancies in CFWC elective offices, except that of President and First Vice President, shall be filled by ballot by the Executive Board for the unexpired term. In emergencies, the Executive Committee shall have the power to fill such vacancies.

Article VII, Section 7.2, states:

“I. Vacancies. In case of emergency, to fill vacancies in all CFWC elective offices except that of President and First Vice-President for the unexpired term.

K. In the event of vacancies in a Finance Office, it is suggested that the CFWC Executive Committee, with the approval of the CFWC Executive Board:

1. Appoint a past Director of Finance or advance the current Treasurer to fill the vacancy in the office of Director of Finance.
2. Appoint a past Financial Officer or advance the current Financial Secretary to fill a vacancy in the office of Treasurer.
3. Appoint a member qualified by financial education and/or experience to fill a vacancy in the office of Financial Secretary.”

Roberts Rules of Order Newly Revised (12th ed.) 47:3 states:

“An office carries with it only the rights necessary for executing the duties of the office, and it does not deprive a member of the society his rights as a member.

Roberts Rules of Order Newly Revised (12th ed.) 47:4 states

“In filling vacancies for unexpired terms, an officer who has served more than half his term in office is considered to have served a full term.”

REASON THIS IS A CONCERN:

Death, incapacity, and/or resignation of key officers is a reality of life given no one can guarantee the future. In the past, District leaders have sometimes been uncertain of the manner in which key vacancies can be filled and have sometimes unwittingly exceeded the boundaries of authority granted to them by the membership, denying members their most. While the Board may properly use the existing provisions in the bylaws to fill necessary vacancies until the end of its term, it does not have the right to usurp member rights by denying members the ability to choose their own leaders in any successive administration/term. Thus, the Board does not have the right to fill the office of President or First Vice President should they become vacant.

Existing Bylaws Provide that the First Vice President “absence of the President shall assume her duties”. Thus, in the event of the President’s permanent departure, the First Vice President is left doing double duty carrying the full weight of the 2 biggest offices in the District; thereby creating greater likelihood she may feel inclined towards burning out from such a heavy workload. It should be noted too that she is not even granted the courtesy/privilege of the title “President” despite doing all the additional work.

By creating provisions in the bylaws similar to those of CFWC to address vacancies that may occur in key offices, the District can better ensure skilled leadership will be maintained and protect members’ core rights from unwittingly being usurped by denying members the right to choose leaders they support for themselves.

QUESTION FOR CONSIDERATION

1. Does the District want to provide guidance in regard to vacancies that may occur in the office of President or First Vice President? (Yes or No)

No→ Language will remain unchanged and should disaster occur as it has repeatedly in the past, the Board will need to reinvent the same wheel, hopefully getting guidance from Roberts Rules of Order which addresses this issue.

Yes→ Language should be added to the bylaws which will allow qualified District leadership to continue until the end of the term when members can choose leaders they want to fill vacancies as necessary.

SAMPLE LANGUAGE SOLUTION

“In the event of vacancies in the office of President or First Vice President, it is suggested that the District Board, with the approval of the membership:

1. If the vacancy occurs before or on June 1 in the non-election year,
 - A. The First Vice President shall remain in that office retaining the title and duties for the remainder of the term. In accordance with the duties of the First Vice President, she shall preside at District meetings in the absence of the President.
 - B. The District Board may at its discretion and approval of the First Vice President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the First Vice President in leading the District until the regularly scheduled

District elections. Primary leadership decisions will be made by the First Vice President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.

2. If the vacancy occurs after June 1 in the non-election year,
 - a. The President-elect shall ascend to the office of President and be granted the title and rights of that office.
 - C. The District Board may at its discretion and approval of the new President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the new President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the new President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.”

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article V to INSERT ADDITIONAL language to EXISTING Section 2 (e.) to state” except for the office of President or First Vice President” at the end of the sentence; ADD NEW LANGUAGE (such as the Sample Language Solution, above), and RENUMBER existing provision (f) to become the new provision (g).

Thus, Article V would be changed from its CURRENT state:

ARTICLE V Board of Directors

Section 1. All elective and appointed officers of the District shall constitute the Board of Directors.

Section 2. The Board of Directors shall be the Executive Board of De Anza District and shall have power to execute the orders of the District and such other powers and duties as are set forth in these bylaws

- a) The Board of Directors shall form the plans for the good of the District, determine dates and locations for District Conferences and handle emergency business between Conferences. A full report of the emergency action shall be reported at the next De Anza Conference and shall be recorded in the minutes of the Executive Board.
- b) No sum in excess of \$300.00 shall be disbursed for emergency matters without approval from the Executive Board.
- c) The Executive Board shall elect one member to serve on the nominating committee in the election year.
- d) When an officer fails to attend three (3) consecutive Board meetings , the Board may request that officer's resignation.
- e) The Board shall be empowered to fill all vacancies in elective office.
- f) A quorum shall be five members.

Section 3. By January 15 of election year, the Executive Board may elect by ballot women of the District who are qualified for CFWC appointments. The names of those receiving a majority vote and their qualifications shall be sent to the CFWC First Vice President.

Under a possible NEW STATE, Article XI might read:

ARTICLE V
Board of Directors

5.1. All elective and appointed officers of the District shall constitute the Board of Directors.

5.2. The Board of Directors shall be the Executive Board of De Anza District and shall have power to execute the orders of the District and such other powers and duties as are set forth in these bylaws

- a. The Board of Directors shall form the plans for the good of the District, determine dates and locations for District Conferences and handle emergency business between Conferences. A full report of the emergency action shall be reported at the next De Anza Conference and shall be recorded in the minutes of the Executive Board.
- b. No sum in excess of \$300.00 shall be disbursed for emergency matters without approval from the Executive Board.
- c. The Executive Board shall elect one member to serve on the nominating committee in the election year.
- d. When an officer fails to attend three (3) consecutive Board meetings , the Board may request that officer's resignation.
- e. *The Board shall be empowered to fill all vacancies in elective office except for the office of President or First Vice President.*
- f. *In the event of vacancies in the office of President or First Vice President, it is suggested that the District Board, with the approval of the membership:*
 1. *If the vacancy occurs before or on June 1 in the non-election year,*
 - i. *The First Vice President shall remain in that office retaining the title and duties for the remainder of the term. In accordance with the duties of the First Vice President, she shall preside at District meetings in the absence of the President.*
 - ii. *The District Board may at its discretion and approval of the First Vice President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the First Vice President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the First Vice President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.*
 2. *If the vacancy occurs after June 1 in the non-election year,*
 - i. *The President-elect shall ascend to the office of President and be granted the title and rights of that office.*
 - ii. *The District Board may at its discretion and approval of the new President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the new President in leading the District until the regularly*

scheduled District elections. Primary leadership decisions will be made by the new President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.”

g. A quorum shall be five members.

5.3. By January 15 of election year, the Executive Board may elect by ballot women of the District who are qualified for CFWC appointments. The names of those receiving a majority vote and their qualifications shall be sent to the CFWC First Vice President.

B. Duties of Officers

→Current Bylaws distribute responsibilities of officers that may carry unnecessary burden of day to day oversight that may be distributed in a more efficient in keeping with the delegation of duties used by CFWC. By altering language, we can avoid unduly burdening officers who might otherwise feel overwhelmed and thus better retain elected officers.

1. FIRST VICE-PRESIDENT

De Anza District Bylaws

Article VI , Section 2 states:

“The First Vice President shall assist the President at her request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer.”

CFWC State Bylaws

Article VI, Section 6.4, B, states:

(The) First Vice President

1. ...b. Appointments may be made after June 1 of the non-election year.

...

3. Responsibility, with the President, for the content and editing of the Procedure/Yearbook

...

6. Responsibility for planning and conducting the awards ceremony held at each CFWC convention. Program and Administrative chairmen will be included in the ceremonies.

Article VII, Section 7.4, B, states:

“Post-Convention Meeting. The newly elected and appointed Executive Committee shall meet immediately following the election convention and is authorized to ratify all appointments in accordance with the provision of these bylaws, and to transact all other business attendant upon the close of the election convention and the beginning of a new administration, irrespective of the provisions of Article XIII, Section 13.1, E, setting June 1 as the official date for entering into its duties. In the non-election year, the President may call a post-convention meeting to handle necessary business and to approve the use of a tentative budget for the period en Convention and the next CFWC Executive Board meeting

REASON THIS IS A CONCERN

Current District Bylaws give broad sweeping categories of concerns to the First Vice President. They contain few daily nitty gritty tasks. Following submission of the club information sheets to the District Treasurer, the District Corresponding Secretary (who is appointed and serves at the pleasure of the President) begins the large task of creating a District Yearbook. This is generally done working closely with the President who is charged with simultaneously handling a myriad of other tasks necessary to the operation of the District. By shifting the burden of overseeing the creation of the Yearbook to the First Vice President at a time after she has completed all her duties pertaining to reporting and awards, we can remove some of the weight from the President to the First Vice President (thus lessening the chance of exhaustion) while simultaneously better familiarizing the First Vice President with information about the clubs and leaders she will be expected to guide. There is a LOT of proofreading involved, questions regarding names, etc. that is required in the creation of the Yearbook.

QUESTION FOR CONSIDERATION

Does the District want to add assisting in the routine oversight of the Corresponding Secretary's preparation of the Yearbook?

SAMPLE LANGUAGE SOLUTION

*“The First Vice President shall assist the President at her request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. **She shall assist in the routine oversight of the Corresponding Secretary's preparation of the District Yearbook.** She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer. *Beginning June 1 of the nonelection year, she may begin preparation for her assumption of the office of President by making such preliminary appointments for her upcoming term as President as she chooses, subject to the approval of the newly elected District Board for her term as President.*”*

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article VI, Section 2, to INSERT ADDITIONAL language to EXISTING provisions.

1. INSERT ADDITIONAL LANGUAGE *“She shall assist in the routine oversight of the Corresponding Secretary's preparation of the District Yearbook”* between *“She shall assist Club Chairmen to follow report form properly.”* and *“She shall attend CFWC Executive Board meetings and the CFWC Convention”*
2. ADD ADDITIONAL LANGUAGE stating *“Beginning June 1 of the nonelection year, she may begin preparation for her assumption of the office of President by making such preliminary appointments for her upcoming term as President as she chooses, subject to the approval of the newly elected District Board for her term as President.”* at the end of Section 2.

Thus, Article VI, Section 2, would be changed from its CURRENT state:

“Section 2. First Vice President: The First Vice President shall assist the President at her request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer.

Under a possible NEW STATE, Article VI, Section 2, might read:

“6.2 The First Vice President shall assist the President at her request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. *She shall assist in the routine oversight of the Corresponding Secretary’s preparation of the District Yearbook.* She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer. *Beginning June 1 of the nonelection year, she may begin preparation for her assumption of the office of President by making such preliminary appointments for her upcoming term as President as she chooses, subject to the approval of the newly elected District Board for her term as President.*

2. SECOND VICE PRESIDENT

De Anza District Bylaws

Article VI , Section 3 states:

“Second Vice President: She shall perform such duties as may be requested by the President. She shall be Membership Chairman for the District. She shall develop a comprehensive membership program with the assistance of the Area D Vice President as needed. When requested to attend the CFWC Executive Board meeting she shall be reimbursed, not to exceed budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board.

REASON THIS IS A CONCERN

Providing the Second Vice President an opportunity to serve in Committee roles will benefit the District as well as help further foster and develop additional refinement of the Second Vice President’s leadership skills.

QUESTION FOR CONSIDERATION

1. Would the District like to create Committee roles for the Second Vice President?
2. If so, in what capacity shall the Second Vice President participation be comprised?

SAMPLE LANGUAGE SOLUTION

“Second Vice President: She shall perform such duties as may be requested by the President. She shall be Membership Chairman for the **District and Chair the District Membership Committee. She shall also serve on the Communications Committee coordinating positive communications educating members and the public on the activities of the District.** She shall develop a comprehensive membership program with the assistance of the Area D Vice President as needed. When requested to attend the CFWC Executive Board meeting she shall be reimbursed, not to exceed budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board.

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article VI, Section 3, to INSERT ADDITIONAL language to EXISTING provisions by INSERTING ADDITIONAL WORDING such as the sample language “*and Chair the District Membership Committee. She shall also serve on the Communications Committee coordinating positive communications educating members and the public on the activities of the District*” between EXISTING PROVISIONS “She shall perform such duties as may be requested by the President. She shall be Membership Chairman for the District ” AND “She shall develop a comprehensive membership program with the assistance of the Area D Vice President as needed.”

Thus, Article VI, Section 3, would be changed from its CURRENT state:

“Section 3. Second Vice President: She shall perform such duties as may be requested by the President. She shall be Membership Chairman for the District. She shall develop a comprehensive membership program with the assistance of the Area D Vice President as needed. When requested to attend the CFWC Executive Board meeting she shall be

reimbursed, not to exceed budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board.

Under a possible NEW STATE, Article VI, Section 3, might read:

“6.3 Second Vice President: She shall perform such duties as may be requested by the President. She shall be Membership Chairman for the District *and Chair the District Membership Committee. She shall also serve on the Communications Committee coordinating positive communications educating members and the public on the activities of the District.* She shall develop a comprehensive membership program with the assistance of the Area D Vice President as needed. When requested to attend the CFWC Executive Board meeting she shall be reimbursed, not to exceed budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board.

3. THIRD VICE PRESIDENT

De Anza District Bylaws

Article VI , Section 4 states:

“Third Vice President: She shall promote Federation policies and ideas, and shall serve as a liaison between GFWC, CFWC, and clubs in the District.”

REASON THIS IS A CONCERN

The Third Vice President has few duties on a Board where many Board members have mountains of work. By shifting some of the work load and utilizing this officer in increasing her duties, we can reduce some of the wear and tear on other officers that may lead to exhaustion.

QUESTION FOR CONSIDERATION

Does the District have specific tasks it wants to assign to the Third Vice President?

SAMPLE LANGUAGE SOLUTION

“Third Vice President: She shall promote Federation policies and ideas, and shall serve as a liaison between GFWC, CFWC, and clubs in the District. *She shall assist with oversight of the preparation of the District Yearbook upon the request of the Corresponding Secretary. Upon request of the Credentials Committee, she shall assist in confirming and/or clarifying credentials counts. She shall serve as Chairman of the Communications Committee which shall meet upon her call to coordinate positive communications educating members and the public on the activities of the District*”.

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article VI, Section 4, to INSERT ADDITIONAL language at the end of the current provision.

Thus, Article VI, Section 4, would be changed from its CURRENT state:

Section 4. Third Vice President: She shall promote Federation policies and ideas, and shall serve as a liaison between GFWC, CFWC, and clubs in the District.

Under a possible NEW STATE, Article VI, Section 2, might read:

“6.4 Third Vice President: She shall promote Federation policies and ideas, and shall serve as a liaison between GFWC, CFWC, and clubs in the District. *She shall assist with oversight of the preparation of the District Yearbook upon the request of the Corresponding Secretary. Upon request of the Credentials Committee, she shall assist in confirming and/or clarifying credentials counts. She shall serve as Chairman of the Communications Committee which shall meet upon her call to coordinate positive communications educating members and the public on the activities of the District*”.

4. RECORDING SECRETARY

De Anza District Bylaws

Article VI, Section 5 states

“She shall keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. A copy of the minutes shall be sent to the Executive Board within fourteen days. She shall prepare a List of clubs in the District and shall take the Roll Call at District Conferences to ascertain the presence of a quorum , so the business may be conducted.

CFWC State Bylaws

Article VI, Section 6.4, D, states:

D. The Recording Secretary shall keep the minutes of all meetings of the CFWC, including the Convention, the Executive Board, and the Executive Committee.

1. Minutes of the Executive Committee and the Executive Board meetings shall be sent within thirty days after the meetings and the Convention minutes shall be sent within sixty days following the close of the Convention.

2. Distribution of minutes

A. Minutes shall be distributed electronically whenever possible.

B. Executive Committee minutes shall be sent to all members of the Executive Committee.

C. Executive Board meeting minutes shall be sent to all members of the Executive Board

...

4. A correct and official list of all Clubs belonging to Federation, of the Chairmen of Community Service Programs, and of the Standing and Special Committees will be kept.

REASON THIS IS A CONCERN:

Minutes kept by the Recording Secretary are the primary legal document used track the business of the District. As a legal document, the contents of the minutes are important. While they are required to include information such as all main motions. it is uncommon for most members to be able to distinguish between the different types of motions much less all the required elements of these motions that would establish correct procedures were followed in their adoption. By submitting proposed drafts of all minutes to both the President and Parliamentarian to confirm required elements establishing the District met its obligation following correct procedures, the minutes are more likely to offer protection to the District should issues ever arise. Further, by adding due dates for distribution, member rights are better protected by ensuring the recorded events are likely within their ability to recall in order to allow for meaningful approval/

QUESTION FOR CONSIDERATION

1. Should the Recording Secretary send the proposed draft minutes to the Parliamentarian and/or President to better assure required procedural elements are reflected prior to sending minutes for approval to Committee?
2. Should langua

3. ge establishing due dates/time frames be added to the distribution requirement to protect member rights by ensuring members receive proposed minutes while events are fresh within their ability to recall to assure meaningful approval of the minutes?
4. Should recipients of the minutes be designated in the bylaws?

SAMPLE LANGUAGE SOLUTION

“The Recording Secretary shall:

(1) keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. **Within 5 days of each meeting, the Recording Secretary shall forward a proposed draft of the minutes to the President and Parliamentarian to ensure the minutes accurately document the District met its obligations in regard to the actions taken, ensuring proper required notices, vote counts, points or order, etc. are reflected. The Recording Secretary must receive any changes recommended by the President and Parliamentarian within 5 days.**

The Recording Secretary shall then distribute her proposed draft of the minutes reflecting the word DRAFT on its face or in its watermark to the members selected at the meeting to serve in the Committee to Approve the Meeting Minutes within 3 days of receipt of proposed changes from the President or Parliamentarian, or lack thereof. Committee members shall notify the Recording Secretary of any changes they deem relevant no later than 10 days following being sent by the Recording Secretary. After minutes have been approved, the Recording Secretary shall remove the word DRAFT from the face or watermark, sign and date them, and distribute the minutes of District Conferences and Conventions to the Executive Board, Past District Presidents, members serving on the State Board, District Chairmen, Club Presidents, Club First Vice Presidents, Club Treasurers, Club Second Vice Presidents, and such other District members who indicate they are interested. Minutes of District Board meetings shall similarly be distributed but to District Board members only, or with the permission of the District President.

(2) shall prepare a List of clubs in the District; and

(3) shall take the Roll Call at District Conferences to ascertain the presence of a quorum , so the business may be conducted.

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article VI, Section 5, to STRIKE SECTION 5 and SUBSTITUTE NEW LANGUAGE.

Thus, Article VI, Section 5, would be changed from its CURRENT state:

Section 5. Recording Secretary: She shall keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. A copy of the minutes shall be sent to the Executive Board within fourteen days. She shall prepare a List of clubs in the District and shall take the Roll Call at District Conferences to ascertain the presence of a quorum , so the business may be conducted.

Under a possible NEW STATE, Article VI, Section 5, might read:

6.5 The Recording Secretary shall:

(1) keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. **Within 5 days of each meeting, the Recording Secretary shall forward a proposed draft of the minutes to the President and Parliamentarian to ensure the minutes accurately document the District met its**

obligations in regard to the actions taken, ensuring proper required notices, vote counts, points or order, etc. are reflected. The Recording Secretary must receive any changes recommended by the President and Parliamentarian within 5 days. The Recording Secretary shall then distribute her proposed draft of the minutes reflecting the word DRAFT on its face or in its watermark to the members selected at the meeting to serve in the Committee to Approve the Meeting Minutes within 3 days of receipt of proposed changes from the President or Parliamentarian, or lack thereof. Committee members shall notify the Recording Secretary of any changes they deem relevant no later than 10 days following being sent by the Recording Secretary. After minutes have been approved, the Recording Secretary shall remove the word DRAFT from the face or watermark, sign and date them, and distribute the minutes of District Conferences and Conventions to the Executive Board, Past District Presidents, members serving on the State Board, District Chairmen, Club Presidents, Club First Vice Presidents, Club Treasurers, Club Second Vice Presidents, and such other District members who indicate they are interested. Minutes of District Board meetings shall similarly be distributed but to District Board members only, or with the permission of the District President.

(2) shall prepare a List of clubs in the District, members cannot get and

(3) shall take the Roll Call at District Conferences to ascertain the presence of a quorum , so the business may be conducted.

5. COMMUNICATIONS AND PUBLIC RELATIONS

De Anza District Bylaws

Article VI, Section 10 states

Communications and Public Relations: Management of communications via the website. Board liaison for GFWC, CFWC and District information including social media postings. Responsible for District calendar and requested forms.

CFWC State Bylaws

Article VII, Section 7.2, states

(The duties of the Executive Committee shall be:)

“L. Website. To oversee, maintain, and update the CFWC website.

M. Electronic messaging. To oversee, maintain and update the CFWC Quick Bytes and other current CFWC media.”

REASON THIS IS A CONCERN

This an unfilled position handled at CFWC by “oversight” of the Board and the Communications Committee. By following CFWC’s example of using a Committee, it creates greater flexibility since it is generally easier to find members willing to accept responsibility for one aspect. Further, using a Committee allows affords greater opportunities for District involvement inn that the District is not limited to a single set of skills.

QUESTION FOR CONSIDERATION

1. Does the District wish to continue to place management of communications in a single (vacant) position or would it like to opt for a Committee approach allowing more skill sets to be put to use?

SAMPLE LANGUAGE SOLUTION

Communications Committee There shall be a Communications Team consisting of the District Third Vice President as Chairman, the President, First Vice President, Corresponding Secretary, Webmaster, Social Media Chairman (if different), and Editor of the Newsletter. The duties of the Communications Committee are to meet at the call of the Third Vice President to coordinate positive communications educating members and the public on the activities of the District.

ALTERATION/PLACEMENT SUGGESTON

See CONCERN 4, Article XI, 11.1, Section 7.

Thus, Article VI, Section 10, would be changed from its CURRENT state:

Communications and Public Relations: Management of communications via the website. Board liaison for GFWC, CFWC and District information including social media postings. Responsible for District calendar and requested forms.

Under a possible NEW STATE, Article VI, Section 3, might read:

See CONCERN 4, Article XI, 11.1, Section 7.

C. Term Limits

De Anza District Bylaws

Article X, Section 1, b, states:

“No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. They may serve more than two consecutive terms in the same office but may serve again after an absence of one term.”

REASON THIS IS A CONCERN

While undeniably it is harder to fill finance offices than other offices, this provision may be subject to abuse. Once in office, members have an undeniable advantage in being elected. The Treasurer and Financial Secretary could potentially coordinate in order to shut any interested new members from leadership opportunities in perpetuity thus blocking the fresh ideas that come with new blood. New blood enables the District to remain fresh and adapt to what will always inevitably be the necessity for younger members. If new members are prevented from obtaining the satisfaction of enjoying opportunities for growth, the organization stagnates in the past and inevitably crumbles from within.

QUESTION FOR CONSIDERATION

Can we create term limits or use language that balances the need for turnover in the District Board while ensuring the District is able to perform its essential tasks?

SAMPLE LANGUAGE SOLUTION

“No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. The Treasurer and/or Financial Secretary may serve two consecutive terms in the same office but may serve again after one term sabbatical from the Board.”

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by AMENDING Article X, Section 1, to STRIKE the second sentence and SUBSTITUTE *“The Treasurer and/or Financial Secretary may serve two consecutive terms in the same office but may serve again after a one term sabbatical from the Board”*

Thus, Article would be changed from its CURRENT state:

Section 1. Officers shall be elected at the March Conference, in the even numbered years, for a term of two years.

- a) The Nominating Committee shall consider a balanced representation from all clubs if possible. The First Vice President should not belong to the same club as the President. The Second Vice President should not belong to the same club as the First Vice President.
- b) No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. They may serve more than two consecutive terms in the same office but may serve again after an absence of one term.
- c) Appointed offices shall serve one term of two (2) years or until their successor is appointed.
- d) A member can be an officer on only one District Board.
- e) Officers shall be installed at the annual meeting and assume office on June 1.

Under a possible NEW STATE, Article X, Section 1, might read:

10.1. Officers shall be elected at the March Conference, in the even numbered years, for a term of two years.

- a) The Nominating Committee shall consider a balanced representation from all clubs if possible. The First Vice President should not belong to the same club as the President. The Second Vice President should not belong to the same club as the First Vice President.
- b) No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. *The Treasurer and/or Financial Secretary may serve two consecutive terms in the same office but may serve again after a one term sabbatical from the Board.*
- c) Appointed offices shall serve one term of two (2) years or until their successor is appointed.
- d) A member can be an officer on only one District Board.
- e) Officers shall be installed at the annual meeting and assume office on June 1.

D. Conflicting Language

- Current Bylaws use imprecise language caused by individual amendments made without regard to the document and the plain meaning language creates what may be an unintended result not understood or intended by those adopting it.

De Anza District Bylaws

Article VII, Section 1, states:

“The President... shall appoint such committees and chairmen as the business of the District requires.”

Article XI, Section 1, states:

“Chairmen for the various committees shall be appointed by the President-Elect.”

CFWC State Bylaws

Article VI, Section 6.4, B, 1, (b) states:

(The) First Vice President (may start making)..(a)ppointments ... after June 1 of the non-election year.

Article VII, Section 7.4, B, states:

“Post-Convention Meeting. The newly Is p elected and appointed Executive Committee shall meet immediately following the election convention and is authorized to ratify all appointments in accordance with the provision of these bylaws, and to transact all other business attendant upon the close of the election convention and the beginning of a new administration, irrespective of the provisions of Article XIII, Section 13.1, E, setting June 1 as the official date for entering into its duties. In the non-election year, the President may call a post-convention meeting to handle necessary business and to approve the use of a tentative budget for the period between Convention and the next CFWC Executive Board meeting.”

Roberts Rules of Order Newly Revised (12th ed.) 56:68 (2) states:

“When a provision of the bylaws is susceptible to two meanings, one of which conflicts with or renders absurd another bylaw provision, and the other des not, the latter must be taken as the true meaning.

REASON THIS IS A CONCERN:

Although Roberts Rules of Order 56:68(2) indicates the plain meaning conflicting language in current bylaws creates which appears to imbue the President-elect to start making appointments impacting the current administration on June 1 while this power is simultaneously imbued in the President does not in fact create conflict, the language is imprecise and still leaves ambiguity such that it is a Parliamentarian's interpretation of the passage more than a clear statement of the Assembly governing the extent of these powers. As long as changes are being made, it seems prudent to tighten this language in order to give precision and shift De Anza language into greater conformity with CFWC language to clarify that as of June 1 in the non-election year the First Vice President may begin (pending approval of the board that is yet to be elected) appointing those she would like to serve in her administration.

SAMPLE LANGUAGE SOLUTION

SEE PROPOSED LANGUAGE PROPOSALS UNDER CONCERN 3A, First Vice President.

QUESTION FOR CONSIDERATION

Would the Committee like to tighten the precision of the language in regard to the First Vice President's power to make appointments? (Yes or No)

For either response, skip to CONCERN 6

SAMPLE LANGUAGE SOLUTION

See Concern 3

ALTERATION/PLACEMENT SUGGESTION

AMEND to STRIKE ARTICLE VI, Section 6.4, B, 1, (b). This provision would be resolved by the language contained in Concern 3, B, 1 First Vice President, p. 24.

CONCERN 4: COMMITTEES

A. Standing Committees

→ Current Bylaws are in conflict due to internal inconsistencies caused by individual amendments made without regard to the document as a whole in regard to reference to Standing Committees. The sole Standing Committee essential to the operation of our organization provided for in the District Bylaws is the Nominating Committee.

De Anza District Bylaws

Article XI states:

“The District Programs and Committees shall conform to those of CFWC and GFWC.
Section 1. Chairmen for the various committees shall be appointed by the President-Elect.
Section 2. Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure.
Section 3. A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.”

Article XIII, Section 1, states:

“Any club in good standing in the District may present a resolution to the District Resolutions Committee, provided it has been adopted by the membership of the club. Such resolutions shall be set up in the name of the District, typed and mailed to the District President and each member of the Resolutions Committee at least ten days prior to a District Conference.”

Article XIII, Section 4, states:

“Convention Resolutions, except emergency resolutions, must be channeled through the Resolutions Committee prior to the presentation at the Convention. Any resolution may be presented as a motion to the convention under new business.”

CFWC State Bylaws

Article XV, Section 15.2, states:

“A. All Resolutions, accompanied by documentary data, presented for consideration of the Annual Convention shall have received previously the endorsement of the Executive Board, or a District Convention, or a District Executive Board, or five Federated Clubs, or the Resolutions Committee. Such endorsements shall be signed by the President and Recording Secretary of the respective organizations. Addresses of the persons to whom copies are to be sent must be included.

1. A resolution adopted at a District Convention may be sent to the Resolutions Committee for consideration and approval of the Annual Convention in addition to emergency resolutions.
2. All Resolutions shall be typewritten and sent to each member of the Resolutions Committee and the CFWC President, by January 30. Copies of the Proposed Resolutions shall be appended to the Call to Convention.
3. Emergency Resolutions shall pertain to subject matter which has arisen since the preparation of the Call and shall receive the same consideration as other Resolutions, to be presented to the convention. Emergency Resolutions, not to

exceed three in number, may be presented to the Resolutions Committee by 4:00 p.m. the day prior to consideration by the Convention.

B. A proposal to rescind a resolution shall come with the endorsement of the Executive Board, or a District Convention, or a District Executive Board, or five Federated Clubs, or the Resolutions Committee, by January 30. Intention to rescind shall be incorporated in the Call to the Convention at which action is to be taken.

C. Any resolution presented to the Resolutions Committee, which is not approved by that committee, may be presented as a motion to the Convention under new business.

D. Inactive resolutions (historic, rescinded, and accomplished) shall be retained for historical purposes only and available on the website. A permanent copy shall be kept at Headquarters and a copy shall be provided to the current chairman. It will be updated when active resolutions are moved to inactive status.”

Article IX, Section 9.4, states:

“A. There shall be a Finance Committee of five members: The President, First Vice President, Treasurer, Financial Secretary, and Director of Finance who shall serve as chairman of the Finance Committee.

B. Duties of the Finance Committee shall be:

1. To submit the proposed annual budget to the Executive Committee for recommendation to the Executive Board for final action. There shall be a budget report at the February Executive Board meeting. Each year the budget shall allot a sum of money to the CFWC Art and Music Funds.

2. To provide blanket position bonds as deemed necessary for Executive Officers and Convention Chairmen and committees. The amount of bonding shall be determined by the Finance Committee.”

Article XII, Section 12.1, states:

“There shall be the following Standing Committees:

A. Bylaws. The Parliamentarian shall serve as chairman. One member and two alternates are elected from each Area at the Area convention meetings. The committee shall meet annually at the site and time of the Executive Board meeting at the call of the president. This committee may use an electronic platform to do its work.

B. Communications Team There shall be a Communications Team consisting of the Editor of the California Clubwoman, the President, First Vice President, Director of Finance, Public Relations Chairman, Webmaster, Quick Bytes Editor, Facebook Chair, Twitter Chair and other CFWC social media.

C. California Clubwoman. There shall be a California Clubwoman Editor appointed by the President and ratified by the Executive Committee to serve until a successor is appointed. The Editor shall be a member of the Communications Team.

D. Finance. The Director of Finance shall serve as chairman.

E. Membership. The Area Vice Presidents shall serve on the Membership Committee under the direction of the Second Vice President and shall carry out such other responsibilities as are assigned by the President, such as liaison between CFWC and their respective areas.

F. Resolutions. The Chairman shall be appointed by the President. One member and two alternates from each Area are to be elected at Area Meetings. This committee may use an electronic platform to do its work.

G. Quick Bytes There shall be an Editor appointed by the President to serve until a successor is appointed. The Editor shall be a member of the Communications Team.

H. Website. www.CFWC.org There shall be a CFWC Webmaster appointed by the President to serve until a successor is appointed. The Webmaster shall be a member of the Communication Team.

I. Other Standing Committees may be established for each administration as are deemed necessary to carry on the work of CFWC and upon recommendation of the President and ratification by the Executive Committee.

Roberts Rules of Order Newly Revised (12th ed.) 50:8 states:

“A standing committee must be constituted by name (a) by a specific provision of the bylaws or (b) by a resolution which is in effect a special rule of order and therefore requires for its adoption either previous notice and a two-thirds vote or a vote of a majority of the entire membership, if any of the following conditions apply:

- if a committee is to have standing authority to act for the society on matters of a certain class without specific instructions from the assembly;
- if all business of a certain class is to be automatically referred to the committee; or
- if some other rule of parliamentary procedure is affected by the committee’s assigned function.”

REASON THIS IS A CONCERN:

District bylaws refer to but fail to establish any of the Standing Committees essential for the District to operate efficiently. They simply do not exist. While the Treasurer is directed to call a meeting in order to prepare the District budget in June, no Committee exists that she may call. A Standing Committee can only exist by provision of the bylaws. Language needs to be added/restored to the bylaws such that Standing Committees essential to the functioning of the organization may exist. While an argument could be made that language in District Bylaw Article XI stating: “The District Programs and Committees shall conform to those of CFWC and GFWC” meets this burden, such an argument would only be viable if District practices were in keeping with the establishment and functioning of the Programs and Committees of CFWC and GFWC. We have yet to do this ever, in large part because the needs of the District are distinct from those of CFWC and GFWC. The District does not have the same officers, nor do we have the same Committees, in large part because we are an infinitely smaller body. Because the District fails to comply with the requirement of this bylaw it is preferable to change the bylaw than continue in our violation of it.

QUESTIONS FOR CONSIDERATION

1. Does the District want additional Standing Committees (beyond the existing Bylaws and Nominations and undefined Resolutions Committees) to exist in order to assist with its functions? (Yes or No)

No→ No changes will be made. No Finance Committee exists. Therefore, when the Treasurer is directed to call a meeting in June to prepare the budget, she can call anyone she wants and is not required to call District officers members might want her to consult. This is throughout in regard to standard Standing Committees. Skip to CONCERN 4.

Yes→ Go to Question 2,

2. A. What Standing Committees does the District need to assist in its operation?
(EX: Finance, Resolutions, Membership, Communications, etc.)
- B. Who should be the members of each Committee?
(Specific offices or any volunteer appointed by the President or chosen in another method such as election? Should there be criteria to seek a balance in geographic representation? Experienced vs new members? etc.)
- C. What instructions should be given to the Committee in order to perform its task

SAMPLE LANGUAGE SOLUTION

“There shall be the following Standing Committees:

A. Bylaws Committee composed of the Parliamentarian as Chairman, the President, First Vice President, a Past President, and two general members from other clubs appointed by the President. Their terms shall be two (2) years. Two alternatives shall be appointed to serve in absence of a committee member.”

B. Finance Committee of five members: the President, First Vice President, Auditor, Financial Secretary, and Treasurer, who shall serve as chairman of the Finance Committee. The duties of the Finance Committee shall be:

1. To submit the proposed annual budget to the Executive Committee for recommendation to the Membership for final action at the September Conference.
2. To provide blanket position bonds as deemed necessary for Executive Officers and Convention Chairmen and committees. The amount of bonding shall be determined by the Finance Committee.
3. To ensure a GENERAL LIABILITY POLICY **OR** a DIRECTORS **OR** OFFICERS LIABILITY POLICY is always maintained by the District.

C. Resolutions Committee composed of the Resolutions Chairman and 4 general members appointed by the President with consideration to diversity in club representation. The duties of the Resolutions Committee are to meet at least once per year to review Resolutions adopted by the District to determine whether they are active or should be rescinded, modified, or deemed accomplished. The Resolutions Committee shall also vet any Proposed Resolutions submitted by Clubs for factual accuracy in supporting research and make recommendations regarding adoption by the District to the Assembly at Convention.

D. Communications Committee There shall be a Communications Team consisting of the District Third Vice President as Chairman, the President, First Vice President, Corresponding Secretary, Webmaster, Social Media Chairman (if different), and Editor of the Newsletter. The duties of the Communications Committee are to meet at the call of the Third Vice President to coordinate positive communications educating members and the public on the activities of the District.

E. Membership Committee shall be composed of the District Second Vice President as Chairman, the President, First Vice President, and each Membership Chairman serving District clubs, . The duties of the Membership Committee are to meet at the call of the Second Vice President to plan and consider ways of growing

F. Other Standing Committees may be established for each administration as are deemed necessary to carry on the work of the District and upon recommendation of the President

and ratification by the District Board.”

ALTERATION/PLACEMENT SUGGESTION

AMEND by STRIKING ARTICLE IX and SUBSTITUTING NEW ARTICLE IX set forth in Section 4C, below, and renumbering subsequent Articles thereafter.

B. Special Committees (Less Important)

→ Current Bylaws are in conflict due to internal inconsistencies caused by individual amendments made without regard to the document as a whole in regard to reference to Special Committees essential to the operation of our organization.

CFWC State Bylaws

Article XII, Section 12.2, states:

“There shall be the following Special Committees:

- A. Convention. The Chairman and/or Co Chairman shall be appointed by the President.
- B. Credentials. The President shall select the Credentials Chairman. The Credentials Chairman appoints additional members to the Committee as needed, none of whom may be a member of the Executive Board.
- C. Election. The Election Committee shall consist of seven members, four elected by the Areas, the Chairman appointed by the CFWC President and ratified by the Executive Committee, and two members elected by the Executive Board. There shall be eight alternates, two from each area.
- D. Nominating. The Chairman shall be appointed by the CFWC President and ratified by the Executive committee and may be a member of the Executive Board.
- E. Committees may be combined or permitted to remain vacant as the President deems the needs of the CFWC require, subject to the approval of the Executive Committee.”

REASON THIS IS A CONCERN

Stating Special Committees in the bylaws helps better educate members of the differences between committee types and informs them of possible opportunities that exist to get involved wetting their feet to familiarize themselves with different functions of the District and leadership opportunities.

NOTE that the President has the power to appoint special committees inherently in her office. The language is NOT required and serves only an educational purpose.

QUESTION FOR CONSIDERATION

Would the District like to include unrequired language regarding Special Committees in the Bylaws?

SAMPLE LANGUAGE SOLUTION

“There shall be the following Special Committees:

- A. The Chairman and/or Co Chairman shall be appointed by the President. The Convention Committee shall be comprised of the President, First Vice President, the District Board, and by agreement of the Convention Chairmen (if applicable), C may appoint such Committee members as they deem appropriate to carry out their duties
- B. Credentials. The President shall select the Credentials Chairman. The Credentials Chairman appoints additional members to the Committee as needed, none of whom may be a member of the District Board.
- C. Nominating. As set forth in Article X.

- D. Committees may be combined or permitted to remain vacant as the President deems the needs of the District require, and may be created at the discretion of the President subject to the approval of the District Board.”

ALTERATION/PLACEMENT SUGGESTION

AMEND by STRIKING ARTICLE IX and SUBSTITUTING NEW ARTICLE IX set forth in Section 4C, below, and renumbering subsequent Articles thereafter.

C. Committee Quorums

De Anza District Bylaws

Article V, Section 2, g, sets the quorum for a District Board meeting:

“A quorum shall be five members.”

Article VIII, Section 5, states:

“A quorum at District Conferences is when one third of all the clubs in the District are represented.”

Article IX, Section 4, states:

“A quorum shall be when one-third of the District clubs are represented, and the delegates are in attendance, to conduct Convention business.”

Roberts Rules of Order Newly Revised (12th ed.) 40:5 states:

“In a committee of the whole or its variations, the quorum is the same in the assembly unless the rules of the assembly or the organization (that is its bylaws or its rules of order) specify otherwise. In all other committees and in boards, the quorum is the majority of members of the board or committee unless a different quorum is provided for: (a) by the bylaws, in the case of a board or standing committee that the bylaws specifically establish; or (b) by a rule of the parent body or organization or by the motion establishing the particular.”

REASON THIS IS A CONCERN

In looking at the Bylaws provisions pertaining to the Bylaws Committee and its meeting requirements I ascertained that since a Past President and the 2 general members have yet to be appointed thus leaving their seats vacant (vacant seats are not included in the quorum count unless the quorum is fixed), the Bylaws Committee at present consists of 3 people: The Parliamentarian, the President and the First Vice President. Since the quorum is not fixed, it is established at a majority of its members (3 people), and thus had the right (theoretically) to do business with just 2 people.

QUESTION FOR CONSIDERATION

Do we want to set a minimum quorum for critical Committees by stating the quorum is fixed?

SAMPLE LANGUAGE SOLUTION

Bylaws Committee composed of the Parliamentarian as Chairman, the President, First Vice President, a Past President, and two general members from other clubs appointed by the President. Their terms shall be two (2) years. Two alternatives shall be appointed to serve in absence of a committee member. *A quorum of the Committee shall be 4 members?*

ALTERATION/PLACEMENT SUGGESTION

AMEND by STRIKING ARTICLE IX and SUBSTITUTING NEW ARTICLE IX set forth below, and renumbering subsequent Articles thereafter.

Thus, Article XI would be changed from its CURRENT state:

ARTICLE XI
Programs and Committees

The District Programs and Committees shall conform to those of CFWC and GFWC.

Section 1. Chairmen for the various committees shall be appointed by the President-Elect.

Section 2. Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure.

Section 3. A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.

Under a possible NEW STATE, Article XI might read:

ARTICLE XI
Committees

11.1 There shall be the following Standing Committees:

- A. Bylaws Committee composed of the Parliamentarian as Chairman, the President, First Vice President, a Past President, and two general members from other clubs appointed by the President. Their terms shall be two (2) years. Two alternatives shall be appointed to serve in absence of a committee member. *A quorum of the Committee shall be 4 members.*
- B. Finance Committee shall be composed of the Treasurer as Chairman, the President, First Vice President, Auditor, and Financial Secretary. The duties of the Finance Committee shall be:
 1. To submit the proposed annual budget to the Executive Committee for recommendation to the Membership for final action at the September Conference.
 2. To provide blanket position bonds as deemed necessary for Executive Officers and Convention Chairmen and committees. The amount of bonding shall be determined by the Finance Committee.
 3. To ensure a GENERAL LIABILITY POLICY OR a DIRECTORS OR OFFICERS LIABILITY POLICY is always maintained by the District
- C. Resolutions Committee composed of the Resolutions Chairman and 4 general members appointed by the President with consideration to diversity in club representation. The duties of the Resolutions Committee are to meet at least once per year to review Resolutions adopted by the District to determine whether they are active or should be rescinded, modified, or deemed accomplished. The Resolutions Committee shall also vet any Proposed Resolutions submitted by Clubs for factual accuracy in supporting research and make recommendations regarding adoption by the District to the Assembly at Convention.
- D. Communications Committee There shall be a Communications Team consisting of the District Third Vice President as Chairman, the President, First Vice President, Corresponding Secretary, Webmaster, Social Media Chairman (if different), and Editor of the Newsletter. The duties of the Communications Committee are to meet at the call of the Third Vice President to coordinate positive communications educating members and the public on the activities of the District.
- E. Membership Committee shall be composed of the District Second Vice President as Chairman, the President, First Vice President, and each Membership Chairman serving

District clubs, . The duties of the Membership Committee are to meet at the call of the Second Vice President to plan and consider ways of growing

- F. Other Standing Committees may be established for each administration as are deemed necessary to carry on the work of the District and upon recommendation of the President and ratification by the District Board.”

11.2 There shall be the following Special Committees:

- A. Chairman and/or Co Chairman shall be appointed by the President. The Convention Committee shall be comprised of the President, First Vice President, the District Board, and by agreement of the Convention Chairmen (if applicable), C may appoint such Committee members as they deem appropriate to carry out their duties
- B. Credentials. The President shall select the Credentials Chairman. The Credentials Chairman appoints additional members to the Committee as needed, none of whom may be a member of the District Board.
- C. Nominating. As set forth in Article X.
- D. Committees may be combined or permitted to remain vacant as the President deems the needs of the District require, and may be created at the discretion of the President subject to the approval of the District Board.”

11.3 Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure.

11.4 A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.”

CONCERN 5: PROGRAMS

De Anza District Bylaws

Article XI states:

“The District Programs and Committees shall conform to those of CFWC and GFWC.”

CFWC State Bylaws

Article XI states:

A. Programs shall be those established by the General Federation of Women's Clubs.
B. Programs. The Programs shall be those established upon recommendation of the President and ratified by the Executive Board.
C. Programs may be combined or permitted to remain vacant as the President deems the needs of CFWC require, subject to the approval of the Executive Board.

REASON THIS IS A CONCERN

Similar concerns exist regarding the use of parole references requiring members to search through additional, lengthier, more complex documents in order to discover which programs may be established at the District. The District has rarely if ever fully “conformed” to the Programs of GFWC or CFWC; these are larger bodies with greater membership. While we cover the major community service programs, the District lacks the manpower, need and interest to fully conform with each body. Rather than setting the District up to continue in its breach of this bylaw, it would be useful to adopt the language in the CFWC bylaws allowing flexibility.

QUESTION FOR CONSIDERATION

Would the District like to bring its bylaws into greater conformity with CFWC by adopting similar language regarding District Programs and thereby increase its flexibility?

SAMPLE LANGUAGE SOLUTION

“A. Programs shall be those established by the General Federation of Women's Clubs and/or the California Federation of Women’s Clubs.
B. Programs. The Programs shall be those established upon recommendation of the President and ratified by the Executive Board.
C. Programs may be combined or permitted to remain vacant as the President deems the needs of CFWC require, subject to the approval of the Executive Board.”

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language by INSERTING TO ADD NEW ARTICLE XII AFTER THE NEW ARTICLE XI ESTABLISHED IN CONCERN 8 (above) TO FURTHER ADD NEW ARTICLE XII and renumbering subsequent Articles thereafter.

Thus, Article would be changed from its CURRENT state:

**ARTICLE XI
Programs and Committees**

The District Programs and Committees shall conform to those of CFWC and GFWC.

Section 1. Chairmen for the various committees shall be appointed by the President-Elect.

Section 2. Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure.

Section 3. A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.

Under a possible NEW STATE, Article VI, Section 2, might read:

**ARTICLE XII
PROGRAMS**

“A. Programs shall be those established by the General Federation of Women's Clubs and/or the California Federation of Women’s Clubs.

B. Programs. The Programs shall be those established upon recommendation of the President and ratified by the Executive Board.

C. Programs may be combined or permitted to remain vacant as the President deems the needs of CFWC require, subject to the approval of the Executive Board.”

CONCERN 6: CONFLICTING LANGUAGE IN STANDING RULES

Current Standing Rules are in conflict due to internal inconsistencies caused by individual amendments made without regard to the document as a whole as set forth in then minutes of the January 17, 2022 District Conference.

Current De Anza District Standing Rules read:

6. Registration fee for the De Anza District Conferences shall be \$3.00.
7. Clubs hosting District Conferences shall receive \$12.00 per person for Luncheon expenses from the District Treasurer. The balance of the luncheon fees remains with the District.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon expenses. Clubs shall inform the District President of the cost per person for the luncheon prior to mailing the CALL for the conference

Prior to the changes made on January 17, 2022, these De Anza District Standing Rules stated as follows:

FORMER STANDING RULE #6

All meal reservations for District Conferences must be made by name and Club. Persons shall be held financially responsible for reservations unless cancelled four (4) days prior to the Conference.

FORMER STANDING RULE #7 (Unchanged)

Clubs hosting District Conferences shall receive \$12.00 per person for Luncheon expenses from the District Treasurer. The balance of the luncheon fees remains with the District.

FORMER STANDING RULE #8

The De Anza District Registration fee shall be \$3.00. Clubs hosting District Conferences shall notify the De Anza District President of cost per person for luncheon expenses prior to the mailing of the CALL for each conference. The total luncheon cost and the registration fee of \$3.00 shall be the amount each attendee pay.

Roberts Rules of Order, Newly Revised (12th ed.) 57:1 states:

“The rule that, when a main motion is adopted, no other conflicting main motion is thereafter in order is not applicable to the motion to amend the bylaws, since several notices of proposals representing different approaches to the same problem may have been given, and all such bylaw amendments are entitled to be considered.”

REASON THIS IS A CONCERN:

The January 17 change of the Standing Rules as reflected in the minutes appears it may have been hurried or inexact. The changes specified they pertained to Standing Rule 6 and 8 and neglected to make any change in Standing Rule 7 which is in conflict and further resulted in the deletion of language which is helpful to the District in regard to reservations.

QUESTION FOR CONSIDERATION

Would the District change the language of Standing Rules 6-8 to eliminate conflicting sums it charges for Conferences and return language pertaining to reservations? (Yes or No)

No → Language remains unchanged. Hosing clubs are told in Article 7 they will receive \$12 per lunch with the balance being kept by the District in Article 7, then told in Article 8 they can receive up to \$27 per lunch. No requirement for lunch reservations exists thus indicating reservations are unnecessary with no expectation of payment for lunches that may be ordered and unused potentially causing financial loss to the District and/or host club/.

Yes → Language is changed in Standing Rules 6-8.

SAMPLE LANGUAGE SOLUTION

- “6. All meal reservations for District Conferences must be made by name and Club. Persons shall be held financially responsible for reservations unless cancelled four (4) days prior to the Conference.
7. The De Anza District Registration fee shall be \$3.00. Clubs hosting District Conferences shall notify the De Anza District President of cost per person for luncheon expenses prior to the mailing of the CALL for each conference The total luncheon cost and the registration fee of \$3.00 shall be the amount each attendee pay.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon expenses. Clubs shall inform the District President of the cost per person for the luncheon prior to mailing the CALL for the conference”

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language in the Standing Rules to STRIKE the CURRENT Standing Rules 6-8 and SUBSTITUTE the NEW rules 6-8.

Thus, Standing Rules 6-8 will be changed from their CURRENT state:

6. Registration fee for the De Anza District Conferences shall be \$3.00.
7. Clubs hosting District Conferences shall receive \$12.00 per person for Luncheon expenses from the District Treasurer. The balance of the luncheon fees remains with the District.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon expenses. Clubs shall inform the District President of the cost per person for the luncheon prior to mailing the CALL for the conference

Under a possible NEW STATE, Standing Rules 6-8 might read:

6. All meal reservations for District Conferences must be made by name and Club. Persons shall be held financially responsible for reservations unless cancelled four (4) days prior to the Conference.
7. The De Anza District Registration fee shall be \$3.00. Clubs hosting District Conferences shall notify the De Anza District President of cost per person for luncheon expenses prior to the mailing of the CALL for each conference The total luncheon cost and the registration fee of \$3.00 shall be the amount each attendee pay.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon expenses. Clubs shall inform the District President of the cost per person for the luncheon prior to mailing the CALL for the conference”

CONCERN 7: UNDER-REPRESENTATION OF CLUBS: DELEGATES

De Anza District Bylaws

Article X, Section 5 states:

5. Each club shall be entitled to representation by the President or her alternate, the First Vice President, and one delegate for every twenty (20) members or major fraction thereof. No delegate shall represent more than one club or have more than one vote. There shall be no proxy voting.

CFWC State Bylaws

Article XIII, Section 13.2, states:

1. CFWC Officers, elected and appointed,
2. District Presidents or President's alternate,
3. District First Vice-Presidents/Presidents-elect or alternate,
4. Past State Presidents,
5. Chairmen of Community Service Programs, Special Appointments and Administration,
6. Chairmen and members of Standing and Special Committees, including Committee Members when they are officially engaged in fulfilling their duties,
7. Club Presidents or their alternates,
8. Each club having 20 members or fewer will have two (2) delegates or alternates. Each club shall have one (1) additional delegate or alternate for each additional ten (10) member or a major fraction thereof. Each Affiliate club shall have one (1) vote. This will allow our full dues paying Juniores to have all the benefits of belonging to GFWC/CFWC

a. Examples:

- 1-25 members 2 delegates
- 26-35 members 3 delegates
- 36-45 members 4 delegates
- 46-55 members 5 delegates
- 56-65 members 6 delegates
- 66-75 members 7 delegates
- 76-85 members 8 delegates
- 86-95 members 9 delegates
- 96-105 members 10 delegates
- 106-115 members 11 delegates
- 116 -125 members 12 delegates
- 126-135 members 13 delegates
- 136-145 members 14 delegates ...

B. Members of clubs admitted to membership after February 1 may be present at the following annual convention and take part in the discussion but shall not propose motions or vote. The Convention Call shall be issued to such clubs.

C. The delegates from clubs failing to pay their annual dues shall not be seated at the Convention.

D. No delegate shall be allowed to represent more than one club, nor have more than one vote. Voting by proxy, either verbal or written shall not be permitted. Voting delegate shall be seated in District voting sections at Convention.”

REASON THIS IS A CONCERN

The disparity in calculating delegates is such that clubs have greater representation at State meetings than they do at District meetings. The State offers members nearly double the participation opportunity than does the District. The District in essence is shutting out members participation as relevant by restricting numbers to more than half at the local level (where members are actually supposed to be even more important) than they are allowed at State (where the number would presumably be harder to count due to the volume.) What matters is the proportion of representation. By conforming District delegates conform to that of CFWC whose convention occurs a few weeks later it gives clubs one less number they have to keep track of as it pertains to their members.

Compare Delegate counts

Members	CFWC	District
UNDER 20	2	1
31	3	2
36	4	2
46	5	2
51	5	3
56	6	3
66	7	3
71	7	4
76	8	4
86	9	4
91	9	5
96	10	5
106	11	5
111	11	6
116	12	6

QUESTION FOR CONSIDERATION

Would the District like to allow greater opportunities for members to have a voice by increasing the number of delegates allowed to vote?

SAMPLE LANGUAGE SOLUTION

Each club shall be entitled to representation by the President or her alternate, the First Vice President, and one delegate for every _____ members or major fraction thereof. No delegate shall represent more than one club or have more than one vote. There shall be no proxy voting.

ALTERATION/PLACEMENT SUGGESTION

The Committee may wish to position this language in the Bylaws as a SUBSTITUTE PARAGRAPH for Article X, Section 5.

Thus, Article would be changed from its CURRENT state:

5. Each club shall be entitled to representation by the President or her alternate, the First Vice President, and one delegate for every twenty (20) members or major fraction thereof. No delegate shall represent more than one club or have more than one vote. There shall be no proxy voting.

Under a possible NEW STATE, Article VI, Section 2,

5. Each club shall be entitled to representation by the President or her alternate, the First Vice President, and one delegate for every _____ members or major fraction thereof. No delegate shall represent more than one club or have more than one vote. There shall be no proxy voting.