

Bylaws Committee Report – June 2, 2018
by Janis Robinson

The Bylaws Committee consisted of the following Board Members: Janis Robinson, Suzy Schemel and Tami Waltemath.

Before we highlight the proposed changes and proceed with the vote, we would like to acknowledge that we were 1 day late in sending the notice and a copy to the members. Article VIII states this should be done at least 15 days prior to the meeting, and we sent it 14 days prior. Unless there is an objection from the membership, we would like to proceed.

In addition, the Board received input from a CCCIA member, Jeff Calebaugh, on May 20, 2018. We appreciate his input, but based on the late notice and requirement in Article VIII, we aren't adding his suggestions to the proposed changes.

The Committee reviewed the By-Laws, which were last amended on June 30, 2007, with the intent of determining if any Articles should be updated. Here's a brief explanation of the proposed changes:

- Add a reference to the Certificate of Incorporation to Article 1, Section 1, because this is what established the CCCIA.
- Article I Section 2. Kinds of Membership and Voting Rights. The first changes clean up some of the verbiage only.
- Article 1 Section 3 changes are to make it easier for our membership committee to handle renewals.
- Article III Section 4. Removal of Officers and Directors. Added section on removing for cause, and how that may be done – (majority vote of the Board). We discussed whether to add a definition of what “for cause” means. After researching this topic of “for cause”, we found many references that it is best to not include a list of behaviors in case an egregious behavior occurs that does not fall in that list. We also decided to extend the period of non-attendance from 2 to 3 months.
- Article V. Duties of Officers. We propose some changes to reflect what is actually being done:
 - President – added a sentence about signing checks.
 - Secretary – the Secretary does not actually have custody.
 - Treasurer – checks are not signed with the President. Dropped last sentence, because email makes it much easier to approve spending funds if needed before a regular Board meeting.
- Article VI Section 5 – add emailing
- Article VI Section 7 Action Without Meeting. Changes reflect use of email and changed unanimous vote to majority, because all other decisions may be made by a majority of the Board.
- Article VIII Section 2. Makes the Bylaws more accessible to members.