

**PROPOSED CHANGES TO CHAPTER BY-LAWS**

**TO BE VOTED UPON AT THE CHAPTER GENERAL MEETING TO BE HELD  
ON AUGUST 12, 2014 AT THE THOUSAND OAKS LIBRARY AT 10:00 A.M.**

**IN ACCORDANCE WITH CHAPTER BY-LAWS, A QUORUM OF 35 PEOPLE MUST BE  
PRESENT IN ORDER TO PRESENT THESE CHANGES FOR A VOTE.**

**THESE CHANGES WILL BE EFFECTIVE RETROACTIVELY TO JULY 1, 2014.**

**ONLY THOSE ARTICLES/SECTION MENTIONED BELOW WILL BE CHANGED.  
ALL OTHERS WILL REMAIN AS PREVIOUSLY ADOPTED.**

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**ARTICLE III: DUES**

**Section 3. ALLOCATION OF DUES.**

*Current By-Laws:*

Of the Annual Dues collected from each Annual Member, the Chapter is entitled to a portion not to exceed forty percent (40%) of the Annual Dues for administrative expenses. If the Chapter finds it possible to operate on less than forty percent per capita, it shall return the surplus to the National Center of BNC at the end of the fiscal year.

*Proposed By-Laws:*

**This section is removed.**

*Comments:* Obsolete. The Chapter no longer is entitled to any portion of the Membership Dues.

**Section 4: NON-PAYMENT OF DUES**

*Current By-Laws:*

Any Annual Member whose dues remain in arrears **three (3) months after the close of the fiscal year shall no longer be considered a member but can be reinstated upon payment of those dues. If the dues are not current the member can no longer attend Study Group Meetings.**

*Proposed By-Laws:*

**Section 3: NON-PAYMENT OF DUES**

**(Note: Section 4 of this article now becomes Section 3)**

Any Annual Member whose dues remain in arrears **by the end of the calendar year (December 31)** shall no longer be considered a member but can be reinstated upon payment of those dues **and any study group fees will be forfeited.**

*Comments:* We should be in sync with the National policy which is the December 31 date. The sentence dealing with study group attendance is deleted as this will now be addressed in the chapter's policies and procedures. The reference to the forfeiture of dues, however, is deemed more appropriately dealt with here.

## **ARTICLE V: OFFICERS, DIRECTORS AND THEIR ELECTION**

### **Section 1: ELECTED OFFICERS**

#### *Current By-Laws:*

The elected Officers of the Chapter shall be a President or Co-Presidents or Presidium (hereinafter referred to as "the President"), not less than four (4) Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Parliamentarian, a Communications Officer, and a Treasurer, elected at the Annual Meeting of the Chapter in the spring. These Officers shall hold offices for a term of one year **or until their respective successors are elected and qualified.** The term shall commence on July 1 and continue until June 30 of the following year. They shall be eligible for election to the same office for not more than three consecutive terms.

#### *Proposed By-Laws:*

The elected Officers of the Chapter shall be a President, Co-President or Presidium (hereinafter referred to as "the President"), not less than four (4) Vice Presidents, **a Recording Secretary**, a Corresponding Secretary, a Financial Secretary, a Parliamentarian, a **Chapter Information Officer**, and a Treasurer, elected at the Annual Meeting of the Chapter in the spring. These Officers shall hold office for a term of one year. The term shall commence on July 1 and continue until June 30 of the following year. They shall be eligible for election to the same office for not more than three consecutive terms.

*Comments:* At the time the By-Laws were originally drafted, the Chapter did not have a Financial Secretary. It is an important position that should be listed.

Throughout the BNC, the title, "Communications Officer" has been changed to "Chapter Information Officer".

The words, " or until their respective successors are elected and qualified", has been removed as this is not, in fact, our current practice. Officers leave office at the end of the fiscal year and may choose to help out until a successor is appointed - if one has not been found prior to the election - but they are not required to do so.

## **SECTION 2: DIRECTORS**

### *Current By-Laws:*

There shall be not less than nine (9) Directors, elected for a term of three years, of whom one-third shall be elected at each Annual Meeting, except that at the outset, one-third shall be elected for one year, one-third for two years, and one-third for three years. A Director who has served a full term of three years or a major portion thereof shall not again be eligible for election as a Director until a year has elapsed. Directors are expected to accept a portfolio as a chair of a committee.

### *Proposed By-Laws:*

There shall be not less than nine (9) Directors elected for a term of two years and will be eligible for up to one additional two-year term in the same position. Following the completion of the second two-year term, a Director may be eligible to serve in a different Board position.

### *Comments:*

The term of office is changed to two years instead of three with eligibility for an additional term. A Director can now serve up to four years in one position and can then take on a different Director position without having to leave the Board for a year. The balance of the language has been deleted as follows:

The section beginning “of whom one-third shall be elected and ending in “and one third for three years” has been removed as that formula only worked when the chapter was first chartered. As new Directorships were formed or eliminated, different term limits were set and the one-third rule no longer applies.

The language pertaining to accepting a portfolio is now a part of our policies and procedures and so has been removed from the By-Laws.

## **SECTION 4: NOMINATING COMMITTEE/ANNUAL MEETING & ELECTION (Paragraph 4)**

### *Current By-Laws:*

Recommendations for nominations may be made to the Nominating Committee by members of the Boards and Chapter. The list of nominees prepared by the Nominating Committee shall be presented to the General Board for its information and shall be sent in writing to all members of the Chapter with notice of the Annual Meeting. It shall be presented at the Annual Meeting for vote of the Membership.

### *Proposed By-Laws:*

Recommendations for nominations may be made to the Nominating Committee by members of the Boards and Chapter. The list of nominees prepared by the Nominating Committee shall be presented to the General Board for its information and shall be sent in writing or electronically to all members of the Chapter with notice of the Annual Meeting. It shall be presented at the Annual Meeting for vote of the Membership.

*Comments:*

We do not currently send notifications by mail but rather by electronic means – either by an email blast or through our Newsletter, which is also sent electronically.

#### **SECTION 4: NOMINATING COMMITTEE/ANNUAL MEETING & ELECTION (Paragraph 5)**

*Current By-Laws:*

Recommendations for nominations, other than those presented by the Nominating Committee, may be made by any member of the Chapter in good standing. They must be filed with the Chairperson of the Nominating Committee, no later than 7 days before the election which will take place at the **Author's Brunch/** Annual Meeting. **The member who is nominated must submit a written consent along with this recommendation.**

*Proposed By-Laws:*

Recommendations for nominations, other than those presented by the Nominating Committee, may be made by any member of the Chapter in good standing. They must be filed with the Chairperson of the Nominating Committee, no later than 7 days before the election which will take place at the Annual Meeting. **The chairperson of the Nominating Committee must receive consent from such nominee before his/her name is presented for election.**

*Comments:* The Annual Meeting may or may not continue to be held at the Author's Brunch (which is now called "Books 'N Brunch"); therefore, that reference has been removed. (See Article V111, Section 1)

In addition, although consent is still required, it need not be in writing; (the Nominating Committee usually receives verbal consent by phone) therefore, the language has been changed accordingly.

#### **ARTICLE VI DUTIES OF OFFICERS**

##### **Section 2. VICE PRESIDENTS**

*Current By-Laws:*

The Vice Presidents, **as designated by the President, shall perform the duties of the President in the President's absence or inability to serve.** The Vice Presidents shall perform such **other** functions as may be assigned to them by the President or the Executive Board. **A designated Vice President shall serve as co-signer of checks in place of the President, should the need arise.**

*Proposed By-Laws:*

The Vice Presidents shall perform such functions as may be assigned to them by the President or the Executive Board.

*Comments:* Serving in the President's absence and signing checks will now be assigned to a member of the Executive Board as explained in the Comments section of Article V11, Section 1: Executive Board.

#### **Section 4: CORRESPONDING SECRETARY**

*Current By-Laws:*

The Corresponding Secretary shall **issue notices of meetings of the Chapter and of the Board as needed, and** carry on such correspondence of the Chapter and Board as does not properly belong to other Officers or Chairs.

*Proposed By-Laws:*

The Corresponding Secretary shall carry on such correspondence of the Chapter and Board as does not properly belong to other Officers or Chairs.

*Comments:*

Since the Corresponding Secretary does not, in fact issue notices of meetings, this language has been removed.

#### **Section 6: TREASURER**

*Current By-Laws:*

The Treasurer shall have the custody of the funds of the Chapter, and shall deposit same in the name of the Chapter in a bank determined by the University; shall keep an accurate record of all moneys collected and expended; and shall transmit all funds collected as directed by **National** along with the appropriate forms to the **National Center** on a monthly basis.

*Proposed By-Laws:*

The Treasurer shall have the custody of the funds of the Chapter, and shall deposit same in the name of the Chapter in a bank determined by the University; shall keep an accurate record of all monies collected and expended; and shall transmit all funds collected as directed by **the BNC**, along with the appropriate forms, to the **BNC national office** on a monthly basis.

*Comments:*

The only change is in the language from "National" to "the BNC" and from "the National Center" to "the BNC national office"

#### **SECTION 8: REGISTRAR**

The only change in this section is from Registrar to Registrars.

## **ARTICLE V11:**

### **EXECUTIVE BOARD**

#### **Section 1. Executive Board**

Section 1. EXECUTIVE BOARD.

##### *Current By-Laws:*

There shall be an Executive Board, which shall consist of the sitting presidents, past presidents, and all vice presidents who are directly involved with the issue to be discussed. They will meet at the discretion of the sitting presidents. The presidents will preside and appoint an officer to record the minutes of the meeting. This Board will act as an advisor to the Presidents and Vice Presidents as needed.

##### *Proposed By-Laws:*

Same as above but with the added sentence: **A member or members of the Executive Board, as designated by the President, shall perform the duties of the President in the President's absence or inability to serve, including the signing of checks, should the need arise.**

*Comments:* These responsibilities, which formerly were assigned to a designated Vice President, are now assigned to a member or members of the Executive Board since they are all Past Presidents with experience running the chapter. It is felt that this change is in the chapter's best interest.

### **GENERAL BOARD**

#### **Section 2. MEETINGS**

##### *Current By-Laws:*

Regular meetings of the Board shall be held monthly or, not less than bi-monthly, by call of the President upon at least one week's notice. **The time and place of meetings shall be determined by vote of the Board.** Special meetings of the Board may be held at the call of the President, and shall be held upon the written request of five or more members of the Board.

##### *Proposed By-Laws:*

Regular meetings of the Board shall be held monthly or not less than bi-monthly, by call of the President upon at least one week's notice. Special meetings of the Board may be held at the call of the President, and shall be held upon the written request of five or more members of the Board.

##### *Comments:*

In practice, the time and place of General Board meetings are determined by the Calendar and venue availability. Requiring a vote of the Board is cumbersome and time-consuming; therefore this language has been amended.

## ARTICLE V111

### MEETINGS

#### Section 1. **REGULAR MEETINGS**

*Current By-Laws:*

There should be a minimum of two meetings of the Chapter each year, including an Annual Meeting, at such time and place as may be determined by the Executive Board. The Annual Meeting shall be held in the spring to facilitate the election of Officers. These meeting may coincide with the two luncheons normally held by the Chapter.

*Proposed By-Laws:*

#### Section 1. **GENERAL MEMBERSHIP MEETINGS**

There should be a minimum of two meetings of the general membership each year, including one which will be considered the Chapter's Annual Meeting. The Annual Meeting shall be held in the spring to facilitate the election of Officers.

*Comments:*

The words "Regular Meetings" have been replaced with "General Membership Meetings". "Two meetings of the Chapter" has been replaced with "two meetings of the General Membership".

The time and place of these two meetings is dictated by the calendar and the availability of speakers and venues and, in practice, is not determined by the Executive Board; therefore, this language has been removed.

The reference to the two luncheons is not definitive ("may coincide") and seems unnecessary. Also, as previously mentioned, the Annual Meeting may change format at some time in the future so the removal of the language enables greater flexibility.

## ARTICLE IX

### COMMITTEES

#### Section 1: **STANDING COMMITTEES, Paragraph 2**

*Current By-Laws:*

## ARTICLE IX

### COMMITTEES

#### Section 1. STANDING COMMITTEES.

There shall be such Standing Committees as are necessary to carry out the program of BNC and the Chapter. Committees shall be established and may be dissolved by vote of the Executive Board. The

President shall appoint the Chair of each Standing Committee (except the Chair of the Nominating Committee, who is elected).

These appointments may include Chairs, not to exceed five, who are not already members of the Board by election. The Chair of each Standing Committee (except the Nominating Committee), in consultation with the President or coordinating Vice President, shall appoint the members of the Committee. Committee appointments are for one year, but Chairs and Committee members may be reappointed.

*Proposed By-Laws:*

There shall be such Standing Committees as are necessary to carry out the program of BNC and the Chapter **and shall include a Sunshine Committee and a Social Justice/Community Service Committee.** Committees shall be established and may be dissolved by vote of the Executive Board. The President shall appoint the Chair of each Standing Committee (except the Chair of the Nominating Committee, who is elected).

*Comments:*

This amendment reclassifies Sunshine and Social Justice/Community Service as Standing Committees so that the heads of these Committees will no longer be subject to the term limits imposed on Officers and Directors. This is an accommodation to the ladies who currently serve in these positions and relieves the Presidents and the Nominating Committee of the burden of having to constantly reclassify the positions to satisfy the by-laws.

## **Section 2. SPECIAL COMMITTEES**

We are simply adding the words **Ad Hoc** to the title of this section to further explain the description of these committees – “ad hoc” meaning concerned or dealing with a specific subject, purpose, or end. These are temporary committees formed for a specific purpose and then disbanded.

## **ARTICLE XII**

### **AMENDMENTS**

*Current By-Laws:*

These Bylaws may be amended by a two-thirds vote of **the members present and voting at any general meeting of the Chapter**, provided that a copy of the proposed amendments has been sent **by mail** to all members at least two weeks before said meeting, and provided that prior to said meeting such proposed amendments have been approved at a meeting of the Executive Board, and provided further that no amendment shall conflict with the Rules of Association of BNC or of the University.

*Proposed By-Laws:*

These Bylaws may be amended by a two-thirds vote of **the General Board and voted upon at any General Board meeting**, provided that a copy of the proposed amendments has been sent electronically to all members at least two weeks before said meeting, and provided that prior to said meeting such proposed amendments have been approved at a meeting of the Executive Board, and provided further that no



amendment shall conflict with the Rules of Association of BNC or of the University. A Board member who cannot attend said scheduled meeting may cast his/her vote electronically in advance of the meeting with prior verbal notification of intent communicated to the President.

*Comments:*

This revision changes the way in which the by-laws can be amended – changing it from a vote of the general membership to a vote by the General Board which is considered impractical. Further, it is questionable as to how many members would take the time or are interested in reviewing them. In practice, the majority of the 35 members required to vote, are mostly comprised of the members of the Board who usually bring along a few other members just to have a quorum. This change will enforce what is, in effect, already happening.