

MARAC Bylaw Revision Lunch Discussion
Boston Park Plaza – Corinthian Room
Boston, MA
March 21, 2015

Brian Keough introduces Lisa Mangiafico and opens the meeting. The current bylaw draft is online if anyone needs to access it.

Lisa Mangiafico: An email was sent out to everyone who is registered for this conference. We'll be sending out a similar email to all of MARAC, asking for comments via survey, as we did after the Baltimore meeting, to this second draft.

After Baltimore, we determined that there were indeed 60 individuals who signed a petition to move the process forward. 41 members responded to the survey sent out following that meeting. Ad Hoc Committee took all results of the survey, Town Hall feedback, and Steering Committee meetings, and implemented changes to the draft.

Ad Hoc Committee has written three articles on the bylaw revision process: one on why the process is being undertaken, one on leadership and vacancies, and one on committee structures. These are posted on the MARAC website.

Initial draft changes were presented to the Steering Committee meeting in January. There was a vigorous debate over the terms for the Chair and Chair Elect; Steering asked Ad Hoc Committee to outline different options to deal with those terms. That is also part of the report on the website. At the Steering Committee meeting here in Boston, Steering affirmed that are comfortable with terms of 1 year in the Chair Elect position, 1 year as Chair, and 1 year of Immediate Past Chair (IPC) chairing the Distinguished Service Awards (DSA) Committee.

Now we have a second draft for your consideration.

Thank you to everyone who participated at discussion in Baltimore and the survey – the feedback has helped.

Overview of significant changes in Draft 2 follows.

Officer titles revert back to Chair and Chair Elect (instead of President).

If there is a vacancy in any elected position, an immediate election will be held within 30 days to fill that vacancy. Currently, Chair can fill vacancy.

Elevated Meetings Coordinator (MC) to be an elected officer. There is so much fiduciary responsibility involved in signing contracts for meetings, overseeing meetings, working with Helms Briscoe, Ad Hoc Committee felt more comfortable having that position as an officer.

One survey comment expressed concerns about “hard coding” all the names of the committees into the bylaws. Thought that the best way to handle this to give the most flexibility to the organization as possible without having to change the bylaws is to simply list as Standing Committees those committees that have elected leaders and/or members. Parliamentarian advised that additional standing committees can be made by resolution of the body without amending the bylaws.

Discussed the Awards Committee structure. Received a great deal of feedback, particularly from the Custer Committee, who were concerned about losing their voice at Steering Committee meetings. Have not changed this structure in the current bylaws. Have changed the IPC's role – in previous draft, IPC would serve as the Chair of the entire Awards Committee as well as DSA Chair; now IPC will only serve as DSA Chair. Chair of overall Awards Committee will be an elected position, to oversee all the money-granting committees. Ad Hoc Committee found there is a great deal of similarity in the work these committees do and problems they have. Working together as one committee still seems to be a good way for those constituents to work together.

Will try to have some non-MARAC members read the draft before the Steering Committee meeting in July to see if it makes sense to non-members.

Articles 1 and 2: Have not changed since draft in Baltimore.

Article 3: Members may vote in any state caucus election in which they declare membership and pay dues.

Article 4: Designated that a member cannot hold more than one office at one time.

- *Cheryl Stoerber-Goff:* Does that include being a caucus chair and being an officer?
Mangiafico: Presently, just means you can't hold two officers. Could change it so it says member can't hold more than one elected office.
Stoerber-Goff: In another organization, she witnessed a conflict with someone holding multiple elected positions.

4.2: Moving MC position into the terms information.

4.3: Added "conference business meetings" as opposed to "Steering Committee business meetings."

4.5: Added duties of MC as officer. Differentiations throughout between Steering Committee business meetings and conference business meetings.

4.8: In the case of any officer vacancy other than Chair, the officer would be elected by a ballot within 30 days. Removes the duty of the Chair to appoint someone into that position.

- *Jody Koste:* What if a function needs to be performed within the 30 days? Is there any provision for appointing someone temporarily?
Mangiafico: For Treasurer, MARAC has more than one signatory on the accounts. Could appoint the Administrator to make sure funds are given over to another officer with signatory power to do what needs to be done.
John LeGloahec: This is assuming resignation. If the resigning officer is still around, he/she would have 30 days to still act.
Mangiafico: Can't assume resignation, but MARAC has some best practices already in place for financial dealings.
Lindsey Loeper: Officers that are listed do not include State Caucus Representatives and Chairs of various committees. Where do Members at Large fit in?

Mangiafico: They are not officers, they're members of the Steering Committee, which is charged with directing the organization. Acts as the body which many other organizations call "board."
LeGloahec: Position descriptions are located in the operations wiki. Reminds audience that the Secretary is taking notes, and the minutes will be available online.

Article 5

5.4: Added information about MC elections. Suggesting that this position be a 3-year term.

- *Koste*: What is the reasoning behind a 3-year term?
Mangiafico: Since meeting planning happens so far in advance of meetings, having extra time builds in the capacity for MC to have the opportunity to actually oversee the meetings they plan.
Sue Hamburger: Are term limits still part of the discussion?
Mangiafico: The ultimate term limit is an election.

5.5: Made the provision for vacancies in any elected position, including elected committee chairs for filling vacancy within 30 days if there's not a natural progression of leadership.

- *LeGloahec*: If someone resigns, is the ballot issued in 30 days, or does MARAC expect to have someone in place within 30 days? Elections are open for 30 days.
Mangiafico: Clarifies that there could be up to a 60-day vacancy.
Koste: Could possibly empower Chair to assign temporary person while election is held and tallied. They may even struggle in just 30 days to find someone to run.
Danna Bell: People might want ballots mailed to them, so those would have to be counted.
Andrew Cassidy Amstutz: In the case of committees in which there is a natural leadership progression within the committee, would there still be an election if a Junior Co-Chair could take over for a Senior Co-Chair?
Mangiafico: A sentence needs to be added to clarify that in some committees, leadership succession is already established. Committees that have Junior and Senior Co-Chairs have 3-year terms. The leadership succession is in place, the committee will just need to make sure that elevation happens. Those committees are electing 3 people a year: top vote-getter is designated Senior, then Junior, then member. If the Junior Co-Chair leaves, the member would end up serving as Junior for longer than they normally would.

Article 6

6.1: Needed to find a way to specify the difference in semantics regarding "meetings" versus "conferences." The Conference holds conferences; MARAC has meetings of the Steering Committee and meetings of the Conference. Parliamentarian suggested that MARAC should designate one meeting every year as its "annual meeting" that takes place every year. The business meeting held at one of our regular meetings (conferences) in the first half of the calendar year will be known as our annual meeting. That's when MARAC will have shift in officers, election results, DSA distribution, etc.

Special business meetings of the Conference may also be called by the Steering Committee. If there is something that needs to be enacted by the membership body, the Steering Committee can call the meeting.

- *Hamburger*: Does MARAC want to change its name to remove "conference?"
Mangiafico: It's a valid question that may need to be answered, but now is not the time.

Article 7: The previous version stated that the Chair could invite a number of specific individuals to Steering Committee meetings; now this will not be limited. The Chair can make sure that anybody who needs to be there for the purpose of conducting the business of the organization can call them.

- *Hamburger:* The meeting is still open to all members?
Mangiafico: That is stated in another section. If Steering needs to invite auditors, or other particular individuals, the Chair can invite them.

7.5: Vacancy issue with other elected members of steering committee. For State Caucus Representatives, it's probably more important to make sure there's someone in the role than a Member at Large, where there are four people holding the same position.

7.6: Deals with where Steering Committee meetings are held. May have one at any meeting held for the purpose of education. If MARAC decides to have a symposium instead of an outright conference, that's an educational purpose, so there should be a Steering Committee meeting attached. There has to be at least one additional steering Committee Meeting held each year in addition to those held within the educational meetings. Usually it will be in July, because that's right after the start of the fiscal year. There can be more. Steering will meet at least three times a year.

Article 8

Deals with not "hard coding" committees in. If MARAC wants to eliminate a standing committee, don't have to amend the bylaws. Gives flexibility to the organization. If these bylaws pass, as part of the transition, the Steering Committee would announce which standing committees MARAC wants, and there will be a member vote on that.

- *Bell:* Given that the main reason for tax purposes that MARAC exists (for tax purposes) is education, will it be perceived strangely if the organization does not have a standing Education Committee?
Mangiafico: Earlier, the bylaws state that the purpose of the meetings is to provide education. How MARAC provides that is immaterial. It's more important to have it stated in the objects.

Stating that standing committees will have a minimum of 3 members. They will be appointed by the Chair Elect unless otherwise noted in the bylaws.

During the last town hall meeting, someone suggested listing each committee with its own sub-section, but it looked very cluttered so the Ad Hoc Committee maintained one article sub-section as the committees all operate in essentially the same way.

If there is a need to grow these committees, they can without having to amend bylaws.

Added information about Meetings Coordinating Committee under committees.

Added that special committees or task forces can be created by Steering, and minimum number of members for these.

No person can hold more than one standing committee, special committee, or task force Chairmanship at one time.

8.9: Members of any committees established by bylaws, by resolution, or Steering Committee can participate in meetings by electronic means. This is something state of DE requires under MARAC's incorporation there.

Article 9: No material changes.

Article 10: Changing Parliamentary authority from Sturges to Roberts Rules of Order.

Will fix typo in section on amendment process.

- *Koste:* Requests more information about the issues with awards committees; to her it seems an added layer of bureaucracy has been added.

Mangiafico: Committee on Committees found that various awards committees seemed to be having some similar problems across the board – finding people to apply, encouraging people to submit, different ways of having to do committee work. In the past, not all awards committees had the same representation. Now, it's been standardized – everyone will be elected the same way. Concerns that committees that are charged with giving away MARAC's money need to be working consistently. Having an awards committee where they could come together to discuss issues among colleagues who are doing the same thing could find common ground. There was also a concern that MARAC has been elevating these committees in a way that is not consistent with a way that other sub-groups operate. Local Arrangement Committees and Program Committees have the MCC to discuss common issues. There was no other place for awards committees to go. Custer Committee was very vocal about losing their space on the Steering Committee, but we've noted that in the past few years, sometimes award committee chairs don't even come to Steering meetings. In having an awards committee and a space in which everyone can come together, and having a Chairman who can work with all the committees, creates a new leadership opportunity. Bylaws decided to make that a freestanding, elected position.

Koste: Understands that the aim was to do what MCC does, but they're entirely different processes.

Mangiafico: But they are both responsible for money, recognition; it's a very similar set of responsibilities.

Hamburger: This is the same model used in SAA.

Keough: As Chair of Education Committee for 5 years, does not feel this adds any bureaucracy. Those working with awards on Education Committee are just transferring over. There was potential for a Chair to appoint his or her friend to give all the travel awards to their friends. Education Committee will dissolve, and just focus on workshops and continuing education. Awards committees all have different procedures, standards, criteria, rubrics. Would suggest that Junior Co-Chairs should present awards in the Business Meeting, rather than the Awards Chair, to give visibility to newer members in the organization.

Mangiafico: Clarifies that there will not be a Junior Co-Chair for the Awards Committee.

Hamburger: Has there been any discussion about "spreading the wealth" and not giving more than one award to the same person?

Mangiafico: That would need to be in the operational procedures for that committee.

Hamburger: Why won't this committee have a Junior Co-Chair as well? It's really important to know a committee's inner workings before you take on leadership.

Mangiafico: The Awards Committee is comprised of those who are on subordinate committees. There will be one person coordinating all of that work during a 3-year period.

Hamburger: But only one person reports to Steering with responsibility for coordinating all those groups.

Mangiafico: That may be something to determine in the future.

Keough: Could call the groups sub-committees.

Stoeber-Goff: Each group is not telling each other how to choose the award. One person is taking reports from the committees and makes sure everyone is on the same page for the organization.

Mangiafico: A survey will be sent out to all members following this meeting, with a reminder to look at all documents on the Ad Hoc Committee page of the MARAC website. Anyone with questions or comments should contact her. Please participate. Thank you for your time and comments.