

CALIFORNIA STATE RETIREES



CSR BYLAWS & GOVERNING RULES MEETING

November 6, 2013 – 1:00 p.m. to 3:00 p.m.

DoubleTree by Hilton San Diego – Mission Valley
7450 Hazard Center Drive
San Diego, CA 92108
(619) 297-5466

MINUTES

- 1.) Called to order at 1:10 p.m. by Chair Marilyn F. Hamilton
- 2.) Pledge of Allegiance
- 3.) Roll Call:
 - a. Marilyn F. Hamilton, Chair
 - b. Jerry Evans, Board Liaison
 - c. Skip Hulet
 - d. Mary McDonnell – excused
 - e. Barbara Powers
 - f. Christine Thomas
 - g. Jay Jimenez
 - h. Raelene Allard
 - i. Corinne Wattenburger, Staff Assigned
- 4.) Old Business:

GOVERNING RULES

4.00 DUTIES OF OFFICERS AND BOARD MEMBERS

4.07 & 4.08 See *back-up material (p. 1)*

MOTION: To go to the Board as edited in the back-up material. Jay Jimenez motioned, Jerry Evans second – Motion carried. {Will go to February Board meeting.}

**6.00 ELECTION PROCEDURES FOR OFFICERS, BOARD MEMBERS AND
DELEGATES**

(New Section) 6.04 Election Procedures and Protocols. [10-18-2013] **Motion:** To accept this suggestion from Fritz, for Skip and Fritz to work together on re-write, and to bring assignment back to the November BGR Committee meeting. **See back-up material (p. 3)**

Section was referred to Christine Thomas to edit and bring to next BGR meeting.

14.00 CHAPTER GRANTS

Marilyn Hamilton appointed an Ad Hoc Committee to meet via email to look at the duties and responsibilities of Chapters as we may fall short of telling chapters what is expected. This committee includes Skip Hulet (Chair), Mary McDonnell and Jerry Evans. Marilyn asked the committee to prepare a report by the February Board meeting and we will include it as an agenda item at the February BGR committee meeting.

MOTION: To go to the November Board meeting as an added agenda item. Jay Jimenez motioned, Raelene Allard second – motion carried. **See back-up material (p. 5)**

15.00 HEADQUARTERS

15.00 **See back-up material (p. 9)**

MOTION: To go to the Board as edited in the back-up material. Skip Hulet motioned, Jerry Evans second – motion carried. {Will go to February Board meeting.}

16.00 CHAPTERS

16.08 Chapter Officer Duties: edits to the back-up material were discussed. It was agreed the language “All chapter checks must have two authorized signatures. No officer may sign any check(s) for self-reimbursement or for a family member” needs to be included in this section. Marilyn assigned back to Barbara and asked her to take all the suggestions offered on where to add this language and make the appropriate changes. **See back-up material (p. 11)**

MOTION: To go to the Board as edited in the updated back-up material. Barbara Powers motioned, Raelene Allard second – motion carried. {Will go to February Board meeting.}

17.00 CHAPTER ELECTIONS

17.09(j) Discussion by committee members and audience included removing the General Council reference. Marilyn Hamilton will rewrite this section and eliminate General Council reference. **See back-up material (p. 13)**

MOTION: To go to the Board as edited in the back-up material. Marilyn Hamilton motioned, Raelene Allard second – motion carried. {*Will go to February Board meeting.*}

BYLAWS

Articles IV, V, VI, VII Jay Jimenez began writing language based on previous meeting discussions. Jay to write a resolution to be submitted to the Board of Directors.

[10-18-2013] **Motion:** Jerry Evans motioned to reject this resolution and appoint an Ad Hoc Committee to review proposal, work up, and to also look at the previous proposal submitted by Donna Snodgrass. The committee includes Jay Jimenez (Chair), Raelene Allard and Barbara Powers. Motion carried with one “No” vote by Barbara Powers. No action; carry to next meeting.

Art. IX, Delegate Assembly Section 5(a): “A chapter may designate that the person elected as President shall also be elected to the Delegate Assembly and General Council” – edit language so that it does not seem as though a chapter gets an extra delegate. Also Tim wants to know if this language is appropriate for the upcoming Delegate Assembly. Marilyn assigned back to Skip to re-write language and to not include all officers/delegates. Doing a survey at the next BGR committee meeting asking how many Chapter Presidents are also delegates was discussed. **See back-up material (p. 14)**. Resolution needs to be written for next Delegate Assembly.

Art. XV, Discipline The intent is to remove discipline from Bylaws and put it in Governing Rules. Marilyn referred this back to Skip for review. **See back-up material (p. 15)**. Resolution needs to be written for next Delegate Assembly.

5.) New Business:

- Raelene Allard: Issues PAC Language – will use language from PAC brochure. Raelene will work with Dick Mesa to acquire the necessary additional language.
- Christine Thomas: Quorum for a chapter meeting or chapter executive committee meeting. **See back-up material (p. 18).** This was referred back to Christine Thomas to edit and bring to next BGR meeting.

6.) Added Items

Marilyn Hamilton announced she is stepping down as Chair of the BGR Committee after this meeting. Skip Hulet will be the new Chair and Marilyn become Vice Chair.

7.) Next meeting date

8.) Adjourn

BOARD AGENDA ITEM:

ACTION ITEM: Date: 2/27/14

SUBJECT: Governing Rules 4.00 – Duties of Officers and Board Members

SOURCE OF PROPOSAL: Bylaws and Governing Rules Committee

PRESENTATION BY: Skip Hulet, Chair

ASSIGNED TO: Jay Jimenez

BACKGROUND: During the review of Section 4.00 Duties of Officers and Board Members it was noted that Section 4.07 in light of recent policy decisions by the Board it is necessary to include some oversight responsibilities to their membership recruitment duties. Additionally, there are is a minor change in subsection (d) to be consistent with language in subsection (a). After review of current operations it is apparent the Section 4.08 is unnecessary. CSR travel allowances are adequate and current for the needs of the Officers covered.

RECOMMENDED ACTION: That the Board of Directors approves the following edits to Section 4.07 and the deletion of Section 4.08.

4.07 Board Members

As corporate officers members elected to the Board are prohibited from holding any other elective position in the Corporation or chapter except for President, Executive Vice President, Vice President and delegate to Delegate Assembly and General Council and shall:

- (a) Attend the meetings of the chapters and subchapters assigned to their District. Any out of state travel must have prior approval of the President;
 - (b) Designate an assistant to attend chapter meetings in his/her absence at corporate expense;
 - (c) Represent the President when requested;
 - (d) Attend, with the prior approval of the President, Corporate or Association functions in their District or in other areas of the state which are of benefit to the Corporation;
 - (e) ~~Assist the chapter(s) Take the lead~~ in their District with membership recruitment programs including the Ambassador Program. Assist with the

- appointment by the Chapter Presidents of membership chairs and Ambassadors, and other functions of benefit to the Corporation;
- (f) Assist the chapter(s) in any manner feasible in preparing meeting programs of interest to the membership;
 - (g) Provide to the Board of Directors at each meeting a written report of activities which are of general interest to the Corporation members;
 - (h) Coordinate membership participation in activities in their District when requested by the President;
 - (i) Assist members, to the extent possible, with insurance and retirement programs; and
 - (j) Prepare and submit items for inclusion on the Board of Directors meeting agenda, including items submitted in writing by a member within the respective District with appropriate written back-up information as to why the particular request is being made.
 - (k) Prior to the Delegate Assembly, an orientation of delegates is encouraged in order to promote discussion and understanding of the proposed resolutions, rules and procedures. Each District Director shall communicate with their respective Chapter Presidents to convey the pending business, times, locations and responsibilities of each chapter delegate. It is then the responsibility of each chapter president to relay this information to each respective chapter delegate.

4.08 President and Chief Financial Officer/Secretary Stipend

~~Subject to the provisions and limitation of applicable law, and subject to any limitations in the Articles of Incorporation, the Board of Directors may authorize a stipend to be paid to the Corporate President and the Chief Financial Officer/Secretary.~~

BGR AGENDA ITEM:

ACTION ITEM:

SUBJECT: **Governing Rules 6.04 Election Procedures**

SOURCE OF PROPOSER: **Bylaws and Governing Rules Committee**

PRESENTED BY: **Marilyn F. Hamilton**

ASSIGNED TO: **Skip Hulet**

BACKGROUND: There is considerable interest in the use of member information for various purposes within Chapters. The Governing Rules do not adequately address this issue. Specific language should be added to the GR restricting the use of member information.

RECOMMENDED ACTION: That the Board approves the new section 6.04 in the Governing Rules.

6.04 Election Procedures and Protocols:

(A) Use of Membership Lists;

(1) The confidential membership lists are provided on CSR members for specific CSR programmatic reasons. The use of confidential membership lists, including telephone contact information, shall be limited for the purpose of representing members on issues affecting their retirement and benefits.

(2) Neither the Bylaws nor the Governing Rules has authorized the use of the confidential membership list for internal politics. Therefore, the use of the lists for such a purpose is not allowed. To allow the use of the lists for internal politics risks abuse of that information and creates the possibility of election protests based on access.

(B) Board Members Involvement in Chapter or District Elections

CSR is a private non-profit corporation and the Board members should remain apart from internal politics. Board

Members should refrain from direct involvement with Chapter and District elections. Board members endorsements and/or direct involvement in such elections risk confusing the individuals endorsement with that of the Board of Directors. The CSR Board Members are the officials responsible for elections that are fair and equal. Having a Board Member endorse candidates may conflict with a board member fiduciary obligation to run fair elections within CSR.

BOARD AGENDA ITEM	14B(11)
ACTION ITEM:	Date: 11/8/13
SUBJECT:	Governing Rules 14.00 Governing Rules 4.00 Governing Rules 4.09
SOURCE OF PROPOSER:	Bylaws and Governing Rules Committee
PRESENTATION BY:	Marilyn F. Hamilton, Chair
ASSIGNED TO:	Mary McDonnell
BACKGROUND;	The Chapter Grants Committee was established to assist chapters that require additional funding. The committee members were appointed by the President of the Board of Directors. For more control and expediency of the Grant funds it should be a duty of the Board of Directors.
RECOMMENDED ACTION:	That the Board of Directors approves the changes to the governing rules as follows:
14.00	CHAPTER GRANTS Be removed from a committee.
4.00	<u>DUTIES OF OFFICERS AND BOARD MEMBERS</u>
<u>4.09</u>	<u>Chapter Grants</u>
(a).	Chapter Grant Funds
	The Corporate Chapter Grant Fund is established to assist chapters that require additional funding. The amount of chapter grant will depend upon substantiated need and availability of funds. <u>The funds awarded can only be used on the need for which they were awarded. The amount awarded per chapter shall not exceed \$2,000 per grant for each fiscal year. Chapters may not be awarded more than \$3,000 per fiscal year. A chapter may not have more than \$12,000.00 in chapter funds. The Board of Directors shall consider a chapter request for emergency funding for unforeseen expenses beyond the chapter's control.</u>

(b). Grant Request Form

~~The Board Grant Committee will specify the forms to be used by the chapters to present requests for grants. and may request chapters to submit periodic reports on the status of activities of the grant.~~

When requesting a grant, the authorized “Chapter Grant Request Form” is to be obtained from the Corporate office online or by mail. (~~send request Attention; Grant Committee/Staff Assigned~~). Once a grant has been awarded a quarterly report shall be submitted ~~for review in writing to the Board~~ to identify how the grant is being ~~spent utilizes~~. ~~The report will include plans for the next three quarters. Documentation of a successful grant can be beneficial for future use by others.~~

Any chapter that fails to comply shall be notified and future dues may be withheld.

(c). Procedure for Requesting a Grant

The request for a ~~corporate chapter~~ grant is to be sent to ~~the Grants Committee at the CSR Office for staff~~ review marked Grant Request. The request must:

- (1) Be submitted on the proper form;
- (2). Set forth the details of the program, including the time frame;
- (3). List the goals and the estimated costs (~~documentation of expense~~);
- (4) Accompany a complete chapter budget to include current revenue, expenditures, a statement of receipts and disbursements for the current year, and additional amount needed to fund the program for which the grant is been requested. The request must also include the total net worth of the chapter including all savings accounts, CDs,etc; and
- (5) ~~Certify that the grant being requested has been approved by the members at a regularly scheduled meeting.~~

- (6) Copy of minutes from the last chapter meeting where members present agrees to the request of a chapter grant.
 - (7) Applications shall be sent to corporate office no less than three weeks prior to a Board meeting. The application and accompanying documents shall be forwarded to the committee for review no less than two weeks prior to the Board meeting at which the grant is to be considered.
 - (8) Time frame
 - a. Any request for a grant must be received at least three weeks prior to the next scheduled board meeting,
 - b.. Emergency request may be requested outside the time frame above with the permission of the President of CSR.
- (d). Approval of Grant
- ~~The Grant Committee shall meet prior to the Board meeting. After review of a grant request the Grant Committee shall submit a recommendation to the Board who will complete the review. No grant shall be considered by the Board which has not been reviewed by the majority of the Grant Committee. When approved by the Board, the Chief Financial Officer/Secretary shall issue a check to the chapter as permitted in the Rules.~~
- (1) The Board of directors shall meet to review chapter Grants via phone, unless there is an emergency request, they may meet by phone or 2 days prior to the board meeting.
 - (2) When the Board approves a chapter grant, they will notify the CFO and report their recommendation out at the next regularly scheduled Board meeting. The CFO will issue a check for the chapter as requested.
- (e). Completion of Grant
- Upon completion of the program the chapter president shall send a detailed report of all expenses incurred to the Chief Financial Officer/Secretary and remit any unused portion of the grant. If not

returned with 30 days after notification of completion of the program,
an amount equal to the unused portion shall be withheld from the
chapter dues.

(f). Progress and Completion of Grant

At the end of each quarter a progress report will be submitted to the
CSR Headquarters and forwarded to the Board for review.

When the chapter has finished the project for which it requested grant
money, they will submit a final report of how the money was spent.
They will report any issues arising during the report periods. If there is
any unspent money, the chapter will return it to CSR.

ESTIMATED COST/SAVINGS: None

FUNDING SOURCE: N/A

BOARD ACTION:

BGR AGENDA ITEM:

ACTION ITEM: Date: 2/27/14

SUBJECT: Governing Rules 15.00 – Headquarters

SOURCE OF PROPOSER: Bylaws and Governing Rules Committee

PRESENTED BY: Skip Hulet, Chair

ASSIGNED TO: Skip Hulet, Chair

BACKGROUND: Section 15 of the Governing Rules was basically transferred from CSEA Policies and Procedures with some adjustments for titles. Since: (1) the CSR Board of Directors is not involved with day to day operations of staff and (2) due to budget and space availability constraints, GR Section 15.02 (a) 2; 15.02 (b) and 15.15 should be deleted.

RECOMMENDED ACTION: That the Board of Directors approves the changes to the Governing Rules as follows:

15.02 Employees of the Corporation

(a) The employees of the Corporation are designated members of the Headquarters staff. The purpose of the Headquarters staff is to provide service and support to the Corporation. The Corporation shall maintain staff levels sufficient to permit the Corporation to provide services to the members.

(1) Upon the President's or Board of Directors request, the Executive Director shall be responsible for hiring, directing, evaluating and firing of staff.

(2) ~~In the event that a majority of the Board of Directors believes that the conduct of an employee of the Corporation has been egregious and warrants immediate termination and the Executive Director disagrees, the matter will be put before an arbitrator whose decision shall be final and binding on the Corporation.~~

(b) ~~The Corporation shall, at all times, assign a "staff assigned" employee for each Board meeting. The "staff assigned" shall be responsible for assuring that all services assigned are rendered in a timely, effective and courteous manner; and have a duty of loyalty and good faith to the Corporation. If any such "staff assigned" repeatedly fails to perform the duties of such position to which he or she is assigned in a manner satisfactory to the Corporation, the Corporation shall replace him or her with a satisfactory individual.~~

15.15 Preservation of Historical Documents, Pictures, and Memorabilia

- (a) ~~The Corporation shall be the custodian of all pictures, documents and memorabilia of the Corporation's historical events and accomplishments.~~
- (b) ~~The Corporation shall, within its' capability, provide an accessible, adequate and secure storage area for said items~~

BGR AGENDA ITEM:

ACTION ITEM: **Date: 2/27/14**

SUBJECT: **Governing Rules 16.08 – Chapter Officer Duties**

SOURCE OF PROPONENT: **Bylaws and Governing Rules**

PRESENTATION BY: **Skip Hulet, Chair**

ASSIGNED TO: **Barbara Powers**

BACKGROUND: Review and clarify responsibilities of chapter officers and ensure that treasurer is in compliance with Finance Committee requirements. Provide consistency with officer duties.

RECOMMENDED ACTION: That the board approves addition and deletion of language in Section 16.08 Chapter Officer Duties as follows:

16.08 Chapter Officer Duties

The officers of the chapter are the President, Vice President, Secretary, Treasurer and or Secretary/Treasurer. Chapters may also have the office of Jr. Past President.

(a) **President**

The President shall preside at all meetings of the chapter and of the Executive Committee and shall exercise general supervision over the activities of the chapter. The President shall and, if so elected, serve as delegate to General Council and Delegate Assembly. The President shall appoint and remove all members of committees, subject to the right of the Executive Committee to disaffirm such appointment or removal, and shall be an ex-officio member of each committee. The president shall ensure the authorized signatures at the bank be approved by the Executive Committee~~The President may co-sign checks drawn for payment of chapter expenses.~~

(b) **Vice President**

The Vice President shall act for, and in the place of, the President at the latter's request or during the President's absence or disability, and shall perform such other duties as assigned by the President. The Vice President shall assume the office of President in the event the office becomes vacant.

(c) Secretary

The Secretary shall keep a record of the proceedings of all chapter and Executive Committee meetings, conduct the correspondence of the chapter, have custody of the records of the chapter, ensure that a copy of the Corporate Bylaws is available at all meetings. ~~The Secretary may co-sign checks drawn for payment of chapter expenses. The Secretary may prepare the agenda for chapter meetings with advice from the President.~~

(d) Treasurer

The Treasurer shall be the custodian of the funds of the chapter and shall deposit them in a financial institution approved by the Executive Committee. ~~The treasurer shall ensure that the checking account have the current designees to sign checks on file at the financial institution. The Treasurer shall pay all bills authorized by the President, keep the financial records, render a written financial report at each chapter and Executive Committee meeting, render such financial reports to the Corporation as required by the Governing Rules and perform such other duties as assigned by the President. The treasurer shall ensure that all checks have two co-signatures , one of which shall be an elected officer, and that no signature be for self-reimbursement or reimbursement of a family member.~~

(e) Secretary/Treasurer

The secretary/treasurer shall perform the combined duties of chapter secretary and treasurer.

(f) Jr. Past President

The Jr. Past President shall serve as an advisor to the President and the Executive Committee, and perform such other duties as assigned by the President.

BOARD AGENDA ITEM:

ACTION ITEM: Date: 2/27/14

SUBJECT: Governing Rules 17.00 – Chapter Elections

SOURCE OF PROPOSAL: Bylaws and Governing Rules Committee

PRESIDENTIAL BY: Skip Hulet, Chair

ASSIGNED TO: Marilyn Hamilton

BACKGROUND: When delegates are elected to General Council, a District Director that is not on the CSEA Board of Directors is required to run to be a delegate to General Council. However, when running for General Council Delegate it also means that candidate is also elected as a delegate to Delegate Assembly. The CSR Board of Directors are already delegates to Delegate Assembly by virtue of being on the CSR Board. Therefore, a chapter should be able to appoint an alternate delegate to Delegate Assembly to replace any District Directed elected in their chapter as a delegate.

RECOMMENDED ACTION: That Governing Rules 17.09 be amended to add (j) as follows:

(j) When a District Director is elected as a delegate to Delegate Assembly, the chapter president shall be advised to appoint the next alternate delegate to fill in as a delegate to Delegate Assembly only.

BGR AGENDA ITEM:

ACTION ITEM: **DATE: 11.06.2013**

SUBJECT: **Bylaws IX Section 5 (a)**

SOURCE OF PROPOSER: **Bylaws and Governing Rules Committee**

PRESENTED BY: **Marilyn F. Hamilton**

ASSIGNED TO: **Skip Hulet**

BACKGROUND: Being a Chapter President does not automatically entitle that president to be one of that Chapter's delegates. The language regarding the Chapter President also being a delegate to the General Council and the Delegate Assembly is ambiguous. It does not clearly state that the Chapter President must run for the office and the GC/DA position separately, but at the same time, and will count as one of that chapter's total delegate count.

RECOMMENDED ACTION: A resolution be prepared for the next Delegate Assembly to amend the Bylaws to the following:

BYLAWS Article IX Section 5 (a)

Section 5. Membership Roll. The membership roll of delegates to the Delegate Assembly, limited to active members of the Corporation, is determined at each session, and consists of:

A. Delegates and alternates elected by chapters. Each chapter shall be entitled to elect one delegate for each 200 members then belonging to such chapter or major fraction thereof. No chapter shall have fewer than three delegates. A chapter may designate that the person elected as President shall also be elected to the Delegate Assembly and the General Council. **A Chapter President may also be elected as one of that Chapter's total delegate count.** In such case, the candidate **must file separate** consent statements and the election ballots shall indicate that the person elected will serve in all three capacities;

BGR AGENDA ITEM:

ACTION ITEM: DATE: 11.06.2013

SUBJECT: Bylaws Article XV Discipline

SOURCE OF PROPONENT: Bylaws and Governing Rules Committee

PRESENTED BY: Marilyn F. Hamilton

ASSIGNED TO: Skip Hulet

BACKGROUND: Bylaws Article XV covers discipline in its entirety. There is no corresponding section in the Governing Rules.

RECOMMENDED ACTION: A resolution be prepared for the next Delegate Assembly to reduce the language in Article XV to plainly state:

Disciplinary actions are necessary to preserve the integrity of the Corporation. The Board of Directors shall establish disciplinary actions as necessary which shall be set forth in the Governing Rules.

And add the language from Article XV to the new:

Section 21

(A). Disciplinary Actions. Disciplinary actions are necessary to preserve integrity of the Corporation.

(B). Reason Disciplinary Action. Disciplinary action may be taken for any one of the following:

(1) Gross neglect of duty by a member holding an elected or appointed office;

(2) Intentional breach of confidence in matters designated confidential when said breach could harm the Corporation, the Association, or a member of the Corporation;

(3) Improper distribution or misuse of membership lists or other material designed for use within the Chapter, Corporation or the Association;

(4) Violation of the Bylaws of the Corporation, Bylaws of the Association, or the Governing Rules of the Corporation;

(C) Suspension of a Member. When in the opinion of the President, the actions of a member are such as to pose an immediate threat to the Corporation or the

Association, the President may suspend the member until the prescribed procedure for institution of discipline is concluded. If written charges are not filed within 10 calendar days, the suspension is terminated.

(D) Procedure for Institution of Discipline. The procedure shall be as follows:

(1) Institution of the action shall occur when a member, chapter or the Board files specific charges in writing with the President, unless said charges are filed against the President, in which case charges shall be filed with the Executive Vice President. The member, chapter members, or Board members filing the charges must agree to be present when action is heard, to substantiate the charges and present facts supporting them.

(2) The President or the Executive Vice President, if the action is against the President, upon receipt of such written charges and agreement to be present, shall forward the "Hearing Request Form" to the charging member to be filled out and returned within 15 calendar days. If the "Hearing Request Form" is not returned within 15 days, the charges will be considered withdrawn and the matter closed. Upon timely receipt of the completed "Hearing Request Form" the President or Executive Vice President, if the action is against the President, shall order a hearing to be held within 30 calendar days before the Hearing Panel. A participant to the dispute shall not be a member of the hearing body.

(3) Prior to setting the matter for hearing, the Hearing Panel shall determine the validity of the charges. If valid, a hearing shall be held in a reasonable amount of time. The hearing shall be open unless a request for a closed hearing is made by the member so charged. The findings and recommendation of the Hearing Panel shall be confidential, unless released by the President.

(4) The Hearing Panel shall have the authority to grant reasonable extensions and continuances not to exceed 90 days.

(5) The individuals involved in the hearing shall be notified in writing by certified mail at least ten days prior to the hearing. Such notice shall include the date, time and place of the hearing and a list of the charges to be heard. New charges may not be introduced without an additional ten days notice to the member so charged.

(6) The parties to the hearing shall have the right to be represented, to introduce evidence supporting or refuting the charges and to cross-examine witnesses. Strict rules of evidence are not applicable.

(7) A failure to appear in person in response to the notice of hearing by a member so charged may be deemed sufficient cause for the disciplinary action

upon which the charges are made. A failure to appear in person by the charging party shall be deemed sufficient cause for the charges to be dismissed with prejudice.

(8) The Hearing Panel shall file its report with the President at the Corporation Office not later than 10 days after completion of the hearing. Such report shall include recommendation(s) for action.

I. The Board of Directors shall act on the report not later than its next regularly scheduled meeting. Disciplinary action requires a two-thirds vote of the Board of Directors. The Board of Directors must take action on the case by Board motion and shall include one of the following with supporting reasons:

- (a) rejection of the charges;
- (b) reprimand;
- (c) suspension from office;
- (d) removal from office;
- (e) suspension of membership privileges and recommendation to the Association President for suspension of membership privileges;
- (f) suspension of membership and recommendation to the Association President for suspension of membership in the Association;
- (g) dismissal from the Corporation, suspension of membership and recommendation to the Association President for dismissal from the Association.

(E) Appeal. Decisions of the Board of Directors may be appealed to the Delegate Assembly.

Section 6. Additional Rules. The Board of Directors may adopt other such reasonable rules to complement these procedures.

Article 8.00 Meetings, with the exception of article 8.12 Smoking refers to corporate or statewide meeting. Article 8.15 is silent on a quorum for an Executive Session of the board so the following should be added:

8.15 Quorum

Six(6) Board members shall constitute a quorum at Board meetings or Executive Session. No business requiring a vote shall be conducted unless a quorum is present.

In article 16.10, although the word “quorum” is not used, article 16.10(a) effectively addresses the issue of conducting business. The second sentence should be addressed with regards to members of the executive committee vs. attendees at the meeting. As written chapter delegates are members of the executive committee. (See also article 17.18, Duties of Chapter Delegates. There is no expectation to attend executive committee meetings.) Article 16.10 (a) to read as follows”

16.10 Chapter Committees

(a) Executive Committee

The Committee is charged with the conduct of the chapter’s business subject to the Bylaws and Governing Rules of the Corporation. The Executive Committee shall include the president, vice president, secretary and treasurer or secretary/treasurer and when practical may include the immediate past president. ~~and delegates to the Delegate Assembly. Delegates to the Delegate Assembly may attend Executive Committee meetings but are not eligible to vote.~~

Add the following to Article 16.11

16.11 Chapter Meetings

Meetings of each chapter and of its officers and committees shall be open to all members of the chapter including spouses and guests.

A majority of delegates and executive officers constitutes a quorum at chapter meetings. No business requiring a vote shall be conducted unless a quorum is present.