

# CALIF ORNIA STATE RETIREES

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## MINUTES

### BYLAWS & GOVERNING RULES COMMITTEE MEETING

October 10-11, 2012

Hilton Sacramento Arden West  
2200 Harvard Blvd  
Sacramento, CA 95815

The meeting was called to order at 9:00 a.m. by Marilyn F. Hamilton. The committee recited the pledge of allegiance.

#### Members present:

Marilyn F. Hamilton, Chair  
Jerry Evans  
Eleanor Poole  
Skip Hulet  
Mary McDonnell  
Addie Jackson  
Jay Jimenez  
Susan Sears, Ex officio

#### Members absent and excused:

Christine Thomas  
Yolanda Solari

#### Complete review of governing rules:

- 1.00 ADMINISTRATION OF THE CORPORATION – No changes.
- 2.00 MEMBERSHIP AND DUES – Revise dues structure to reflect increase.

Member questioned the necessity of listing dues structure if already on the CSR website and application, it also makes it difficult to change at will. Majority agrees to keep dues structure in and revise. Majority also agrees to have all revisions sent electronically with the exception of those without email, they will get a hard copy mailed to them.

*Additional issue: As stated in the Bylaws dues can only be adjusted by the Delegate Assembly. What if a chapter needs to increase dues between Delegate Assembly's? Majority agrees reserves would cover the emergency and would not have to increase dues. Refer to Bylaws, Article X, Section 2(c) – 2/3 of the Directors must approve usage of any "reserves" due to involuntarily incurred expenses. Covered for emergency money.*

3.00 CORPORATION ORGANIZATION - Need to replace District Board Member with "District Director" in sections 3.04 (a) & (b) & 6.03 (c).

Information regarding the change will be handed out and is already in the newspaper.

4.00 DUTIES OF OFFICERS AND BOARD MEMBERS

4.01 – (e) delete – Division Committee no longer exists (submit to Board of Directors)

4.02 – (d) delete – Division Committee no longer exists (submit to Board of Directors)

4.03 – (c) delete – Division Committee no longer exists (submit to Board of Directors)

4.04 – Delete 11.02 (h) and add it to 4.04 (b) (submit to Board of Directors)

4.07 – Majority opposes including "District Director to meet with Chapter Presidents to discuss the Board agenda" in their duties – can discuss when they "attend the meetings of the chapters and subchapters assigned to their districts" – no more meetings. Delete (c) since it is already stated in (e) and renumber.

5.00 BOARD VACANCIES/ABSENCES

5.02 (d) – According to Tim Behrens, lawyer says this section is inappropriate. Should not have someone take the place of a District Director and vote on any issues for the corporation. 8.18 Proxy voting shall not be permitted. Proxy vote is not allowed in Corporate law. If they are elected, a proxy vote would not be an issue. Lawyer recommends deleting language that gives the District Director the right to appoint a Chapter President in their absence. Add, "the Assistant District Director does not vote". Majority suggests deleting language in 5.02 (d) and "elect" an Assistant District Director. To be discussed at next meeting.

6.00 ELECTION PROCEDURES FOR OFFICERS, BOARD MEMBERS AND DELEGATES

6.01 (4) – will discuss again at next meeting

6.02 – look at language in January meeting, may want to move somewhere else.

6.03 (c) – No changes – need to keep language in for schedule setting reference.

MOTION: To combine 6.03 (h) 3 & 4 to read "Candidates statements will be included with the ballot. No other candidate material shall be included or distributed with the ballot" and renumber the rest of the section. Skip Hulet motioned, Susan Sears 2<sup>nd</sup> – CARRIED.

7.00 DELEGATE ASSEMBLY

7.02 - The goal is to capture all possible debts owed to the Chapter, not just outstanding dues, before a person is able to be seated as a delegate. We chose the phrase "members in good standing" due to its legal definition and the definition embodied in our own Governing Rules in Section 2.03 – Members in Good Standing.

MOTION: Adopt the following language in 7.02 "Delegates and alternates shall ~~have their current dues paid~~ be active members in good standing prior to being seated as delegates to the Delegate Assembly." Susan Sears motioned, Eleanor Poole 2<sup>nd</sup>. CARRIED.

7.05 (d) All resolutions received in the Corporate office no later than 60 days prior to the convening of ~~the~~ a Delegate Assembly shall be forwarded to the members of the

Resolution Screening Committee on the first day of each month, or more frequently if it is deemed necessary, ~~beginning with the month of July and immediately after the last day for submission of resolutions and the committee.~~ The Committees shall meet within 10 days thereafter after the last day for submission of resolutions. Upon receipt of the resolutions, the members of the Resolutions Screening Committee shall review them for the immediate purpose of offering guidance to the proponent of a resolution that has inadequacies. The proponent is to be informed as to what changes or corrections need to be made in order to eliminate the inadequacies. Corporate office shall be notified as soon as possible in order for them to notify the proponent so that the resolution can be corrected and put in proper form. Any resolution so changed or corrected must be submitted prior to the final deadline for submission of resolutions.

MOTION: Resolutions can be submitted by 10 or more active members up to 30 days prior to DA. Mary motioned. Skip seconded. CARRIED  
Marilyn to write language to incorporate this into the governing rules.

7.08 Rules of Delegate Assembly – ~~The following rules of the Delegate Assembly are set forth as a sample for use by the first Delegate Assembly.~~

7. 08 (10) (B) (1) A request motion for a standing vote to be visually determined by the chair presiding officer requires one second.

(2) A request motion for a standing counted vote must be ~~concurred in~~ seconded by 50 members or more and requires a majority vote.

(C) A request motion for a standing vote or standing counted vote must be made before another motion is put forth by the presiding officer.

(12) ~~Appeal from~~ Challenge to Decision of Chair – ~~An appeal from~~ A challenge to the decision of the chair is in order; requires ~~concurrence~~ a second of 50 members; is debatable and requires a majority vote.

(14) No material may be placed at the delegate tables without the permission of the presiding officer. With the exception permissible material which can be placed at each delegate table location, all material including posters, banners and other forms of displayed material is not allowed in the arena area or in any location where it could be observed by delegates while they are in session.

No material may be placed at the delegate tables which names any individual person or alludes to any Corporation member in language that may be deleterious or derogatory to a person's character and reputation. Questionable material shall be referred to the ~~Bylaws and Governing Rules~~ Committee, whose decision is final. At the direction of the presiding officer, questionable material shall be confiscated by the sergeant-at-arms until a determination is made by the Rules Committee.  
Need a timeline & process in place for "Permissible Material" (possible delegates folder).

## 8.00 MEETINGS

8.10 Timeliness of Backup Material – Make deadlines for agenda material, minutes and summary list of motions similar to CSEA rules. Would be appropriate to move to non-existent Section 15 – Headquarters. BGR Committee suggested to be excused from having a committee member take minutes – too convoluted. The minutes do not have to be overly detailed. Fritz suggested having a specific person to contact after the committee meeting to get help/clarification. Christy suggested have someone from the audience do it and pay them for their meals.

Set a deadline for BGR & Finance Committees to meet at least 45 days before Board meeting. Terrance to give you a timeline of when things are due.

## 9.00 SERVICE AGREEMENT AND CORPORATE STAFF

9.02 (a) – (m) - Want to get rid of this entire section and replace with verbiage like “We have a service agreement with CSEA for those things that we need provided”. No objections and Marilyn to rewrite language. Suggested a brand new section in Bylaws (use Section 15) for an Executive Director duty statement similar to CSEA Bylaws Article XIV. Add a subsection “CSR shall prepare updated written staff duty statements and send copies to Board of Directors.”

## 10.00 AMENDING THE GOVERNING RULES

10.00 – Move this to the bottom of the section & renumber. So, 10.00 is 10.02, 10.01 is 10.00 & 10.02 is 10.01. Jay to rewrite entire section by majority request. Strike ~~petition of thirty (30) days~~, add any before member, strike ~~thirty (30)~~ and add sixty (60) in both places.

## 11.00 CHIEF FINANCIAL OFFICER/SECRETARY

11.02 (h) - Do not need this since it was already agreed to incorporate into 4.04 (b). Keep CSR reference in BGR due to confusion with CSEA references throughout the BGR. Revisit the entire document to find where CSR is not necessary.  
(k) – Tim wants to add office equipment needs to be approved by the Board of Directors. Or, the Board needs to approve a purchase over a certain amount. Harold Rose was called in to put concerns to rest.

## 12.00 COMMITTEES

12.01 The President, with the concurrence of the Board of Directors, shall appoint chairs and members of all committees who shall make recommendations to and serve subject to the authority of the Board.

Excluding the PAC Committee, there shall be no fewer than 5 members and no more than 7 members on each standing committee including the chair. A concerted effort must be put forth to obtain qualified representation from all districts. A member may not serve on more than one Committee, excluding ADHOC Committees. Committee members should not be District Directors. The President shall consult with the District Directors for recommendations of qualified members for appointment.

The Committee shall designate a “Recorder” at each meeting in the event CSR staff is unable to record minutes of the meeting.

The President shall appoint a Board member as liaison for each committee. The President shall be the liaison for the Bylaws and Governing Rules.

~~13.02~~12.05 Bylaws and Governing Rules Committee – Between sessions of the Delegate Assembly and General Council The Committee shall serve the Board of Directors and shall be responsible for reviewing and recommending action on the Bylaws and Governing Rules of the Corporation. It shall also be responsible for protecting the integrity of the Corporation ~~and the Association~~ on all matters relating to the governing principles of the Corporation ~~and the Association~~.

~~The committee shall include at least three members who are not members of the Board of Directors.~~

The Committee shall:

- (a) Independently review all actions of the Delegate Assembly, General Council, Association Board of Directors, and the Corporation Board of Directors for conformance with the Articles of Incorporation, Bylaws and the Governing Rules of the Corporation;
- (b) Upon referral by the Board of Directors or at the request of the President, interpret unclear or ambiguous portions of the Bylaws or the Governing Rules of the Corporation along with any interpretations, and make recommendations as appropriate;
- (c) Continually review the Corporation Bylaws and Governing Rules to ensure internal consistency, proper form, correct citations and to eliminate obsolete content;
- (d) Recommend amendments to the Bylaws and Governing Rules based upon its independent review of the Bylaws and Governing Rules;

Review all actions of the Board of Directors that amend the Governing Rules that have not previously been considered by the Committee.

### 13.00 COMMITTEE ORGANIZATION AND RESPONSIBILITY

Move 13.02 to 12.05.

### 14.00 CHAPTER GRANTS

14.04 Take out last sentence - has duplicate language. Request for CFO to send a notice to Grant Committee when the check has been issued so they can follow up. People not following instructions as far as reporting back when they have used the grant. Language is already there, but the communication loop needs to be closed. Emergency grants section suggested. Some chapters don't meet in time to get their grants to the grant committee 15 days before the Board meeting. So, if they deliver it the day of the grant committee meeting some of the committee members have already left because they didn't know of the emergency grant & the committee doesn't meet the majority of the committee to pass the grant. Susan added she is okay with this, however, the grant application must be complete and have supporting documentation in order for the committee to consider it. Eleanor, put in clause stating the members of the Grants Committee must stay for the entire meeting. Also, Emergency Grant section needed.

### 16.00 CHAPTER ADMINISTRATION

16.06 (b) Incorporation –

MOTION: The chapter shall function under the Articles of Incorporation, Bylaws and Governing Rules of the California State Retirees. Skip Hulet moved, Jerry Evans 2<sup>nd</sup>.  
CARRIED.

16.11 Chapter Meetings –

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