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## Email to Catherine Lemann and Herb Cihak regarding proposed amendments to the SEAALL Bylaws, 1999

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<color><param>0100,0100,0100</param>Dear Cathy and Herb,

In an attempt to get any proposed amendments into the next Chapter Newsletter so that there is adequate notice to members before the Atlanta meeting, I would like to propose several Bylaws amendments.

First --

As I suggested at the Philadelphia meeting, I think that we need Bylaws clarification of the revenue sharing arrangements we will make with other chapters during a joint meeting. As things stand now, there is merely a note in the Handbook under "President's Responsibilities" (Section C (1)(c)(2) -- page 2.1.2) which talks of a 'Chapter policy,' added in April, 1999, calling for "any revenue from a joint meeting" [to be] shared between the two organizations in proportion to the membership of the two chapters on January 1 of the year of the meeting." I have a problem with something being designated as "Chapter policy" that appears only in the Handbook section on officers and is not made an official, binding part of our Bylaws. As things stand now, I think the President is instructed that the preference should be for proportional revenue sharing, but there is no binding constraint keeping her/him from negotiating a different sharing agreement if appropriate. Obviously, some of membership does not agree, based on the firestorm that I faced when I said that I had let SWALL escape such an arrangement.

What I propose as a Bylaws amendment is the following:

Article II. Meetings

[Add] <italic>Section 1a -- Joint Meetings

Any expenses or revenues from a joint meeting will be shared among all chapters involved in proportion to the membership of each on January 1 of the year of the meeting.</italic>

As you can see, I am proposing that both expenses and revenues be shared on the same basis.... This seems only fair -- if Chapters share proportionally in the profits, they should share proportionally in the expenses (possible losses) as well. Frankly, if I were voting on this, I might vote "no" and leave this to the sound discretion of the President and Exec. Bd., on a case-by-case basis, but at least this gives the membership a chance to vote on this, and the President will have clear and binding instructions about the latitude she/he has when negotiating in future.

Second --

Related to the first point, I am concerned about the "binding status" of the policies published in the Chapter Handbook. At present, the Chapter Handbook Editor is charged with the responsibility of attending Exec. Comm. and Chapter Business meetings looking for "potential handbook revisions." Over the past few years, I don't recall seeing Hazel at any of our Exec. Bd. meetings and her attendance at regular Business meetings has been hit-or-miss. As a result, I am not sure where she gets all of her information about items that might need to be changed in the Handbook. Despite that fact, things like the statement discussed at the beginning of this message appear in the Handbook as if they are binding upon the Chapter and its officers. (Under President/

Responsibilities Section C (1)(c)(2), it is said that the "Chapter policy" about revenue sharing at joint meetings was "added, 4/99." I was VP/Pres-Elect during both the Knoxville SEAALL meeting and the SEAALL meeting at AALL in Washington DC; I was in attendance at the Exec. Bd. and Gen. Business meetings in both places; and, I have copies of the minutes for all four meetings. Nowhere in our official minutes does it say anything about a vote being taken to make this the official policy of SEAALL. Some people say they remember some discussion of that, but I do not. As a result, the Handbook indicates that we have an official policy of the Chapter, but the only proof of that is because Hazel put it in the Handbook and said "added 4/99"). What official record of the Exec. Bd or General Business meetings did she rely on to make this addition? With all respect to Hazel who has done yeoman work in putting the Handbook together, things shouldn't become policy of the Chapter without an express vote of the Exec. Bd. or the general membership, and any additions or changes of policy that result from those votes should be cited back to the official meeting minutes taken when they occurred.

To that end, I would propose an amendment to the Bylaws that 1) give the Handbook an official status (right now, there is nothing in the Bylaws that mentions the Handbook or its "legal import"), and 2) would mandate the means by which alterations or additions to Handbook language become effective. Perhaps we could add an Article V, entitled Chapter Policies??

[Add] <italic>Article V. -- Chapter Policies

The SEAALL Chapter Handbook and Procedures Manual will be the official record of the Articles, Bylaws, and Policies currently in effect for the Chapter. Additions, deletions, and other edits of the language in the Handbook will be considered proposed until they are made final by votes of the Executive Board (in the case of operating policies and procedures) or by the general membership (in the case of amendments to the articles and bylaws). Once approved by the Board or membership, reference back to the

meeting minutes recording this approval will be affixed to the language in question in the Handbook, at which point the language in the Handbook will be considered effective and final.

*I am not wedded to this language and realize that it is a bit tortured, but I am sending it to you to see what you think (and to see if you can come up with something better). If you agree with me that this is something that should be added to our Bylaws, let me know and feel free to edit the proposed language if you want.*

I need to get any Bylaws changes to Sue by Wednesday morning because I will be out of town Wednesday afternoon through the end of the week. Could you please take a look at these two proposed changes and offer you thoughts and possible edits by the end of the day tomorrow (Tuesday?). If you have other possible Bylaws changes in mind that I haven't included. Please draft those and get those out as soon as possible so I can have a bit of time to go over them.

Thanks,

Steve