Impact of the Proposed Amendments to the Constitutional and Bylaw Amendments

An Addendum to Report of the Efficiency Task Force on the Impact of the Proposed Amendments to the Constitution and Bylaws of the Cleveland Hiking Club.

Impact of the Proposed Constitution Amendments by Article & Section

Current	Article 1 Name	Section 2	The Club shall operate in the City of Cleveland, Cuyahoga County, State of Ohio, and adjacent counties.
Proposed	Article I	Section 2	The Club shall operate primarily in the City of Cleveland, Cuyahoga County, State of Ohio, and nearby counties.
Impact		Clarify and broaden where we operate since we currently operate in counties that are near but not adjacent to Cuyahoga County	

Current	Article III Membership	Section 1	
		a. An Associate Member is one who resides more than seventy- five (75) miles from Cleveland, Ohio and does not maintain an Active Membership. An Associate shall be entitled to all privileges of the Club, but shall not be eligible to vote or hold office.	
Proposed		Section 1	
		a. An Associate Member is one who resides more than seventy- five (75) miles from Cleveland, Ohio, is in good standing according to the Constitution and Bylaws, and does not maintain an Active Membership. An Associate shall be entitled to all privileges of the Club, but shall not be eligible to vote or hold office.	
Impact		Clarity and consistency. A member should be in good standing (e.g., dues paid) to be an associate member	

Current	Article IV	Section 2. Term of Office	
	Officers &		
	Directors	a. All Officers and Directors shall hold office for two (2) years, or until their successors are elected. Directors shall be elected to reasonably balanced staggered terms. Newly elected Officers, Directors, and Trustees shall take office on the first day of the calendar year following their election.	
		b. Officers, Directors, and Trustees elected to fill an unexpired term shall assume office immediately upon their election.	
		C. No member shall hold more than one (1) office at a time.	
Proposed	Article IV	Section 2. Term of Office for Officers and Directors	
		a. All Officers and Directors shall hold office for two (2) years, or until their successors are elected. Directors shall be elected to reasonably balanced staggered terms. Newly elected Officers and Directors shall take office on the first day of the calendar year following their election.	
		b. Officers and Directors elected to fill an unexpired term shall assume office immediately upon their election.	
		C. A member shall not hold more than one (1) elected office at a time.	
Impact		 Clarity. Article IV of the Constitution identifies the club's officers and directions in Section 1 a. It makes no reference to Trustees until Section 2a and 2b where it references Trustees for the first time and only time. Although the terms for officers and directors are two years with a limit of four years, the Bylaws provide for a three-year term for a Trustee. There is no option for a second one-year term, which has caused some confusion in the past. Also the Constitution makes no reference to a trust or the Camp Fund, which makes any reference to trustees out of place. By removing "Trustees" from this article and adding appropriate provisions to Article VII of the Bylaws, all provisions governing the Trustees and Camp Fund will be in a single place. 	
		Section 2c is amended to clarify that the referenced limit on holding an "office" to an elected office (not a committee).	

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Current	Article V Meetings	Section 1. General Meetings
	J	a. Special meetings may be called at any time by the President, or shall be called by the Corresponding Secretary on written request of ten (10) voting members of the Club.
		b. Notifications of special meetings shall be sent to all members at least two weeks prior to the date of the meeting.
Proposed	Article V	Section 1. General Meetings
		a. Special meetings may be called at any time by the President, or shall be called by the Corresponding Secretary upon written request sent by electronic or other means by ten (10) voting members of the Club.
		b. Notifications of special meetings shall be sent by electronic or other means to members at least two weeks prior to the date of the meeting.
Impact		Clarity, consistency and efficiency. The method of notification "sent by electronic or other means" has been changed in Sections 1a & 1b to clarify that electronic means will be used. "Other means" still allows for mailing notices, eBlast, or posting notices on the Home page of the website, if appropriate.
		The word "all" has been omitted in Section 1b. to avoid concerns about using a different type of notice to members who have declined to provide the club with an email address. "Other means" of notifying these members can be had by mail or by posting the notice on the Home page of the website.
		Amending these provisions to allow members to be notified by "electronic" or other means clarifies that notice by U.S. mail is not required will save the expense of mailing notices where previously required.

Current	Article VI	Section 1.
	Amendments	Submittal of a proposed amendment shall be made to the Board. The Board shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, votes to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote. Section 2. The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers (See Standing Rules - Elections). The result of the tabulation shall be transmitted to the President prior to the next general meeting.
Proposed	Article VI	Section 1. Amendments
		Submittal of a proposed amendment shall be made to the Board. The President shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, votes to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote.
		Section 2.
		The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers (See Standing Rules - Elections). The result of the tabulation shall be transmitted to the President promptly upon completion.
		Section 4.
		The voting ballots shall be prepared by the Recording Secretary for distribution by electronic or other means to members by the Corresponding Secretary.
Impacts		Consistency. The proposed amendment to Section 1 allows the President rather than the Board to appoint a committee to review impacts of proposed amendments. The President appoints all Club temporary and permanent committees (except the pathfinder committee).
		Efficiency. The proposed amendment to Section 2 requires prompt notice to the President of the results of a vote on an amendment to the Constitution, instead of waiting until the next general meeting which could be as long as 6 months into the future.
		Consistency. Section 4 for allows for ballots to be distributed by electronic or other means.

Impact of Proposed Amendments to Bylaws by Article & Section

Current	Article I Membership	Section 1.e. Application for Membership An Active Member may become an Associate Member by writing a letter to the Board requesting the change and paying the appropriate dues. An Associate Member may become an Active Member by writing a letter to the Board requesting the change and paying the appropriate dues.
Proposed	Article I	Section 1.e. Application for Membership An Active Member may become an Associate Member by sending a written request to the Board requesting the change and paying the appropriate dues. An Associate Member may become an Active Member by writing a letter to the Board requesting the change and paying the appropriate dues.
Impact		Consistency and efficiency. To clarify that a request to become an Associate Member must be in writing but may be a letter or email.

Current	Article I Membership	Section 3.a. Dismissal of Members The Board may, by a two thirds (2/3) vote of the Board members present at a Board meeting, dismiss from membership in the club any person who is found to act in a manner that is detrimental to the mission or reputation of the club. But before such action is taken, the member shall be given an opportunity at a meeting of the Board to present such explanation or defense as the member may wish to make. Ten (10) days written notice of such meeting shall be given by a letter mailed to the member's last address on the Club records.
Proposed	Article I	Section 3.a. Dismissal of Members The Board may, by a two thirds (2/3) vote of the Board members present at a Board meeting, dismiss from membership in the club any person who is found to act in a manner that is detrimental to the mission or reputation of the club. But before such action is taken, the member shall be given an opportunity at a meeting of the Board to present such explanation or defense as the member may wish to make. Ten (10) days written notice of such meeting shall be given by a letter sent by electronic or other means to the member's last address on the Club records.
Impact		Consistency and efficiency. Allows written notice by electronic or other means.

Current	Article II Tie Votes	Section 1.a. Tie votes
		Should there be a tie vote in the election of an Officer, Director, or Trustee, voting members, except the President, present at the next general meeting will receive a ballot. Should the balloting result in a second tie vote, the President shall cast a ballot prior to the announcement to determine the election.
Proposed	Article II	Section 1.a. Tie votes
		Should there be a tie vote in the election of an Officer, Director, or other elective office, the then current officers and directors shall promptly meet to cast a tie-breaking vote to determine the outcome prior to the announcement of election results.
Impact		Efficiency, expedience, and clarity. The current bylaw requires a general meeting to be scheduled every October or November every year in order to resolve the rare case of a tie vote. To conduct the tie-breaking vote, a quorum would be required for the meeting. If there is no quorum, the tie-breaking vote would not be held until the following May at the Annual General Meeting, which assuming a quorum at that meeting, would leave the Board without a full complement of officers and directors for more than 5 months.
		The proposed amendment allows the outgoing board to hold a tie-breaking vote to promptly determine the election. It also omits reference to a "Trustee" and substitutes "other elective office," since the Camp Fund is not mentioned in the governing documents until Article VII of the Bylaws.

Current	Article III Officer's	Section 2.a. Vice-President
	Duties	The Vice-President shall preside at all meetings in the absence or disability of the President.
Proposed	Article III	Section 2.a. Vice-President
		The Vice-President shall preside at all meetings in the absence or disability of the President. In the absence or disability of the President, the Vice-President shall assume the duties of the President.
Impacts		Consistency. Gives the VP the same duties as the President in the event of an absence or disability. This authority is already a part of the Chief Pathfinder's duties in the absence of the President and VP.

Current	Article III	Section 3.c. Chief Pathfinder
		The Schedule of Activities shall be presented for approval of the Board prior to publication. The Chief Pathfinder shall be responsible for having the Schedule of Activities printed.
Proposed	Article III	Section 3.c. Chief Pathfinder
		The Chief Pathfinder shall provide the Schedule of Activities to the board for approval prior to publication. The President may appoint a rotating subcommittee of the board consisting of three or more directors to review and approve the Schedule of Activities. Upon approval by the subcommittee or the board, the Chief Pathfinder shall be responsible for having the Schedule of Activities published.
Impact		Efficiency. Because the Schedule of Activities is now being produced once a month, review and approval by the board often must take place after the board meets for the month, which means the board has had to hold an extra electronic meeting to approve the schedules.
		Education of board members and succession planning. The proposed amendment allows the president to appoint a rotating committee of directors to review and approve the schedule on behalf of the whole board, which saves times in production of the schedule and avoids having an extra meeting of the entire board. It is anticipated that each director will participate in the subcommittee at some time during the year.
		Clarity. The amendment also makes the CP responsible for having the schedule published, rather than printed.

Current	Article III	Section 5.a. Recording Secretary
		The Recording Secretary shall keep accurate minutes of all meetings of the Club and the Board and shall keep a library and a file of all standing rules passed by the Board. The Recording Secretary may appoint volunteer assistants.
Proposed	Article III	Section 5.a. Recording Secretary
		The Recording Secretary shall keep accurate minutes of all meetings of the Club and the Board, shall keep a library and a file of all standing rules passed by the Board, and shall ensure that the current standing rules are posted on the Club website. The Recording Secretary may appoint volunteer assistants.
Impact		Efficiency. By requiring the RS's to "ensure that the current standing rules are posted to the Club website" updates are available to members promptly.

Current	Article III	Section 6a	
		The Corresponding Secretary shall distribute the Club NEWSTEPS, Schedule of Activities, and directory by mail or electronic means and shall attend to all correspondence except that which relates to officers. The Corresponding Secretary shall distribute the Official Ballot for any election or written vote by the membership. The Corresponding Secretary may appoint volunteer assistants.	
Proposed	Article III	Section 6. Corresponding Secretary	
		 The Corresponding Secretary shall attend to all incoming correspondence except that which relates to officers. 	
		b. The Corresponding Secretary shall manage the Club's relationship with the United States post office and coordinate the purchase of postage and printed material for the Club.	
		 c. The Corresponding Secretary shall manage any Club election as detailed in the Standing Rules. 	
		 d. The Corresponding Secretary shall ensure consistent and appropriate use of the Club logo as detailed in the Standing Rules. 	
		 The Corresponding Secretary shall call special meetings of the members and/or the board as provided in the Constitution and Bylaws 	
		f. The Corresponding Secretary may appoint volunteer assistants.	
Impact		Efficiency, clarification of CS responsibilities, and avoidance of a possible conflict of interest. Updates and breaks out the job duties of the CS to omit distribution of formerly printed material, retains responsibilities for attending to incoming correspondence and handling official elections in accordance with the Standing Rules, and adds responsibility for ensuring the consistent and appropriate use of the CHC logo. (This will require a minor modification to the Standing Rules on the logo).	

Current	Article III	Section 7. Treasurer		
		a. The Treasurer shall maintain an accurate record, which can be audited, for a Book of Accounts of the General Fund, and of all funds other than the Camp Fund. The Treasurer may appoint assistants, shall receive and deposit the funds of the Club in a bank as instructed by the Board and shall pay the bills of the Club as authorized by the Board. The Treasurer shall present to the Board for approval any expense that is unusual or will cause the account to be over budget. The Treasurer shall advise the Board when an expense is forecasted to be over budget.		
		b. The Treasurer shall prepare monthly and annual statements of the Club's General Fund and all other Funds, other than the Camp Fund, for consideration by the Board and shall prepare an annual budget for consideration by the Board at the October meeting.		
		C. The Treasurer shall be responsible for administering the club's insurance program including property, damage, liability, and Directors & Officers insurance. The Treasurer shall annually review status of insurance coverage with the Board to confirm adequacy of coverage.		
Proposed	Article III	a. The Treasurer shall maintain an accurate record, which can be audited, for a Book of Accounts of the General Fund, and of all funds other than the Camp Fund. The Treasurer may appoint assistants, shall receive and deposit the funds of the Club in a bank as instructed by the Board and shall pay the bills of the Club as authorized by the Board. The Treasurer shall present to the Board for approval any expense that is unusual or will cause the account to be over budget. The Treasurer shall advise the Board when an expense is forecasted to be over budget.		
		b. The Treasurer shall prepare monthly and annual statements of the Club's General Fund and all other Funds, other than the Camp Fund, for consideration by the Board and shall prepare an annual budget for consideration by the Board at the October meeting.		
		 c. The Treasurer shall be responsible for administering the club's insurance program including property, damage, liability, and Directors & Officers insurance. The Treasurer shall annually review status of insurance coverage with the Board to confirm adequacy of coverage. 		
		d. The Treasurer shall serve as the statutory agent for the Club.		
Impact		Clarity. To formally add responsibility for serving as the Club's statutory agent to the duties of the Treasurer.		

Current	Article IV	Committees		
		There shall be the following Committees: Archives, Camp, Membership, NEWSTEPS, Nominating, Social, Website, and Audit. Other committees may be appointed by the Board. The February NEWSTEPS will list all committees for that year.		
Proposed	Article IV	Committees		
		There shall be the following Committees: Archives, Audit, Camp, Membership, NEWSTEPS, Nominating, Social, and Website. Other committees may be appointed by the President. The February NEWSTEPS will list all committees for that year.		
Impact		Clarity. Alphabetizes the names of the standing Committees		

Current	Article IV	Section 3. Audit Committee The duties of this committee shall be to audit the account of the Treasurer and the Camp Fund as soon as possible after the end of the year. The Audit Committee, shall present a report, including recommendations, annually to the Board prior to the annual general membership meeting.
Proposed	Article III	Section 3. Audit Committee The duties of this committee shall be to audit the account of the Treasurer and the Camp Fund as soon as possible after the end of the year. Annually, the Audit Committee shall present a report including recommendations to the Board prior to the annual general membership meeting.
Impact		Edited for clarity.

Current	Article IV	Section 8.a. Nominating Committee		
		The President shall propose a Chair and four (4) members of the Nominating Committee subject to the approval of the Board by the end of May. This Committee shall complete a tentative slate of candidates for publication in the August issue of NEWSTEPS. Voting members may make additional nominations by mail to be received by the Committee no later than August 1 st .		
Current		Section 8.b. Nominating Committee		
		The Committee shall present the slate to the Board for approval. The Committee shall prepare voting ballots for the Corresponding Secretary to mail to voting members by October 1 st .		
Proposed	Article IV	Section 8.a. Nominating Committee		
		The President shall propose a Chair and four (4) members of the Nominating Committee subject to the approval of the Board by the end of May. This Committee shall complete a tentative slate of candidates for publication in the August issue of NEWSTEPS. Voting members may make additional nominations by electronic or other means to be received by the Committee no later than August 1 st .		
Proposed		Section 8.b. Nomination Committee		
		The Committee shall present the slate to the Board for approval and, upon approval, shall submit the board-approved slate of candidates to the Corresponding Secretary. The Corresponding Secretary shall prepare voting ballots to be sent by electronic or other means to voting members by October 1 st .		
Impact		Consistency. Sections a and b amended to change sending nominations and/or ballots by "electronic or other means."		
		Efficiency. Section b amended to require the Nominating Committee to provide board-approved ballot information to the CS. This is consistent with the CS's overall responsibility for handling elections and reflects the Club's use of an electronic election app for which the CS is expected to have the required knowledge and expertise.		

Current	Article V	Meetings Section 1.a.		
		Meetings of the Board shall be held in each month that has no general meeting, and shall be closed meetings. Minutes of proceedings shall be kept and shall be available to the membership. Members may bring an issue to the Board by requesting the President to attend a Board meeting.		
Proposed	Article V	Meetings – Section 1.a.		
		Meetings of the Board shall be held in each month that has no general meeting, and shall be closed meetings. Minutes of proceedings shall be kept and shall be available to the membership. Members may bring an issue to the Board by making a request to the President to attend a Board meeting.		
Impact		Edited for clarity		

Current	Article VII	Camp Replacement and Improvement Fund
		Section 1. There is established a Camp Replacement and Improvement Fund (hereinafter called the Camp Fund.) Promptly following the close of each calendar year, the Camp Fund may be credited such sum from the Club's General Fund as the Board may direct. The fund may also receive gifts and bequests from the general membership or other donors.
		Section 2.
		The Camp Fund shall be maintained for the purpose of financing or assisting in financing the capital expenditures or major maintenance cost of any major building operations at CAMP ONWEGO, such as the rebuilding or replacing of any existing building or the construction of any new building as well as to fund the general operation and maintenance of said Camp . No expenditure shall be made from the Camp Fund unless such expenditure (a) has been approved by a majority vote of the Board members present and/or (b) has been approved by a majority vote of voting members present at a general meeting.
		A two-thirds (2/3) majority of the Board and a two-thirds (2/3) majority of the voting members present at a regular general meeting shall be required to authorize any expenditure from the fund when there is less than \$50,000 in the fund, or when the proposed expenditure would reduce the balance in the fund to less than fifty thousand dollars (\$50,000).
		Section 3. The Camp Fund shall be managed by three (3) Trustees who shall be voting members of the Club. At each annual election of officers, one (1) Trustee shall be elected for a term of three (3) years commencing on the first day of the calendar year following such election. No Trustee shall be eligible for any other elective office in the Club.
		Section 4. The Trustees shall keep all moneys in the Camp Fund (a) deposited in a depository which is protected by Federal Deposit Insurance Corporation (F.D.I.C.) and/or be invested in obligations of the U.S. Government and/or invested in large, diversified equity mutual funds. The investment of monies in mutual funds shall be limited to 25% of the total Camp Fund. The moneys shall be deposited in the name of The Cleveland Hiking Club, Inc. and withdrawal shall be only upon signatures of two (2) of the four (4) authorized officers. (President and three Trustees.) The transfer between accounts for rebalancing purposes or the changing of maturity terms of time deposits are not considered withdrawals and may be accomplished by any single authorized officer.
		Section. 5. The trustees shall maintain complete, accurate accounts of all transactions, and prepare reports on the status of the Camp Fund investments, to be presented at each general meeting, and prepare an annual statement, as of December 31.

Proposed	Article IV	Camp Replacement and Improvement Fund			
		Section 1. Establishment of Camp Fund.			
		There is established a Camp Replacement and Improvement Fund (hereinafter called the Camp Fund.) Promptly following the close of each calendar year, the Camp Fund may be credited such sum from the Club's General Fund as the Board may direct. The fund may also receive gifts and bequests from the general membership or other donors.			
		Section 2. <u>Purpose and Approval of Expenditures.</u>			
		The Camp Fund shall be maintained for the purpose of financing or assisting in financing the capital expenditures or major maintenance cost of any major building operations at CAMP ONWEGO, such as the rebuilding or replacing of any existing building or the construction of any new building as well as to fund the general operation and maintenance of said Camp.			
		No expenditure shall be made from the Camp Fund unless such expenditure (a) has been approved by a majority vote of the Board members present and/or (b) has been approved by a majority vote of voting members present at a general meeting. A two-thirds (2/3) majority of the Board and a two-thirds (2/3) majority of the voting members present at a regular general meeting shall be required to authorize any expenditure from the fund when there is less than \$50,000 in the fund, or when the proposed expenditure would reduce the balance in the fund to less than fifty thousand dollars (\$50,000).			
		Section 3. <u>Camp Fund Trustees</u> .			
		a. The Camp Fund shall be managed by three (3) trustees who shall be voting members of the Club.			
		b. At each annual election of officers, one (1) trustee shall be elected for a term of three (3) years commencing on the first day of the calendar year following such election.			
		c. No member may be elected as trustee for a period longer than three (3) consecutive years (one term).			
		d. Trustees elected to fill an unexpired term shall assume office immediately upon their election, may complete only the unexpired portion of that term, and are ineligible to serve a subsequent term without a one-year break in service.			
		e. A trustee may not serve in another elected office while serving as a trustee.			
		Section 4. <u>Investments and Signature Authority</u> .			
		The trustees shall keep all moneys in the Camp Fund (a) deposited in a depository which is protected by Federal Deposit Insurance Corporation (F.D.I.C.) and/or be invested in obligations of the U.S. Government and/or invested in large, diversified equity mutual funds. The investment of monies in mutual funds shall be limited to 25% of the total Camp Fund.			
		Only the trustees and the President shall have signature authority. The moneys shall be deposited in the name of The Cleveland Hiking Club, Inc. and withdrawal shall be only upon the signature of two (2) of the four (4) members with signature authority. The transfer between accounts for			

	rebalancing purposes or the changing of maturity terms of time deposits are not considered withdrawals and may be accomplished by any single authorized officer.Section 5.Reporting.The trustees shall maintain complete, accurate accounts of all transactions, and prepare reports on the status of the Camp Fund investments to be presented at each general meeting, and shall prepare an annual statement, as of December 31 of each year.
Impact	Clarity and ease of reading. All information about the Camp Fund and its trustees will be in a single section of the bylaws for convenience and clarity. Term limits make sure there is a new trustee every year which keeps management of the trust fresh. All sections now have a title which were not previously a part of this Article. <u>Section 3</u> limits a trustee to a single three-year term to allow for an annual change in the three trustees. To the extent there was any question about whether a trustee could serve an additional one -year term, this proposed amendment, along with the amendment to the Constitution eliminating trustee from the offices governed by Article IV, Section 2 of the Constitution, clarifies that a trustee may not serve more than 3 consecutive years. <u>Section 3</u> also adds Sections c and d which are the same as the provision governing officers and directors, but also clarifies that the person serving an unexpired term is limited to the remainder of the unexpired term. See Article IV, Section 2 of the Constitution. <u>Section 4</u> the proposed amendment more clearly states that "Only the trustees and the President shall have signature authority."

Current	Article VIII	Amendments to the Bylaws		
		Section 1.	Submittal of a proposed amendment shall be made to the Board. The Board shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, votes to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote.	
		Section 2.	The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers. The result of the tabulation shall be transmitted to the President prior to the next general meeting.	
		Section 4.	The voting ballots shall be prepared by the Recording Secretary for mailing to members by the Corresponding Secretary.	
Proposed	Article V	Section 1.	Submittal of a proposed amendment shall be made to the Board. The President shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, votes to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote.	
		Section 2.	The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers (See Standing Rules - Elections). The result of the tabulation shall be transmitted to the President promptly upon tabulation.	
		Section 4.	The voting ballots shall be prepared by the Recording Secretary for distribution by electronic or other means to members by the Corresponding Secretary.	
Impact		Consistency. The proposed amendment to Section 1 allows the President rather than the Board to appoint a committee to review impacts of proposed amendments. The President appoints all Club temporary and permanent committees (except the pathfinder committee).		
		Efficiency. The proposed amendment to Section 2 requires prompt notice to the President of the results of a vote on an amendment to the Constitution, instead of waiting until the next general meeting which could be as long as 6 months into the future.		
		Consistency or other me	v. Section 4 for allows for ballots to be distributed by electronic ans.	