**The California State Association of Parliamentarians**

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Report of the Governing Documents Committee

Dated: August 21st, 2021

**The Table of Contents**

[**Overview and Objectives**](#_heading=h.1fob9te) **[2](#_heading=h.1fob9te)**

[**Bylaw Amendments**](#_heading=h.3znysh7) **[3](#_heading=h.3znysh7)**

[Table 1.1: Substantive Bylaw Amendments](#_heading=h.2et92p0) 4

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# Overview and Objectives

For the Assembly’s benefit, this report aims to provide information on recommendations for our Bylaws. Committee proposals seek to meet several keys objectives:

**Objective 1: Efficient Restructuring**. We aim, pursuant to the recommendation listed in RONR 57:18 - 19, to improve captioning, heading, article, and section numbers. This restructuring will include:

1. Heading each section to summarize the full provision, with subsequent headings following more specific provisions;
2. Bolding additional areas of headings to emphasize general categories;

**Objective 2: Streamlining Process.** This report suggests a reduction in unnecessary provisions and the placing of other provisions into subcategories for clarification.

**Objective 3: Reflect current CSAP Practice.** Amongst other reforms that reflect actual practice, this report aims to incorporate current ‘standing’ committees in CSAP’s standing rules into the Bylaws, as recommended by RONR 50:8. Most significantly, a number of communication procedures were added to assist in the modernization of CSAP’s website and other online assets.

**Superimposed Bylaw Proposals**

 Attached to this program is a full copy of the proposed Bylaws, with changes superimposed. Grey changes are largely clerical. Red denotes a strike, and green when something is inserted. Blue writing represents a full substantive substitution from previous language. Each proposal number is denoted in the document by a yellow highlighted number.

# Bylaw Amendments

The following are the substantive bylaw amendments. Furthermore, the ‘provision’ column lists where the language can be found in the current governing documents. Finally, if struck language is not featured under the ‘proposed language’ assume that the language is being substituted.

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| Table 1.1: Substantive Bylaw Amendments |
|  | **Existing Language** | **Proposed Language** |
| **Proposal 1**Amend Article III, Section 3 by striking“is complying with CSAP Articles of Incorporation and Bylaws”. |
| Art. III, Sec. 3 | A member of CSAP is in good standing if the member is in good standing with NAP, has paid current CSAP dues, is complying with the CSAP Articles of Incorporation and Bylaws, and is not under disciplinary action. | A member of CSAP is in good standing if the member is in good standing with NAP, has paid current CSAP dues, ~~is complying with the CSAP Articles of Incorporation and Bylaws,~~ and is not under disciplinary action. |
| **Rationale** | Bylaw provisions may be inadvertently overlooked. The Committee believes that the good standing of a CSAP member should not be contingent on strict compliance with bylaw provisions. Disciplinary action may be recommended and taken as necessary. |
| **Proposal 2**Amend Article IV, Section 3 by striking“in accordance with Article VI, Section 5, paragraph F”. |
| Art. IV, Sec. 3 | The Director of each Area shall arrange Area meetings in accordance with Article VI, Section 5, paragraph F.  | The Director of each Area shall arrange Area meetings. ~~in accordance~~ ~~with Article VI, Section 5, paragraph F~~.  |
| **Rationale** | The Committee recommends against internal references as repetitive. Bylaw provisions are binding, regardless of reference. |
| **Proposal 3**Amend Article IV, Section 4 by striking“in accordance with Article VI, Section 5, paragraph G #3.” |
| Art. IV, Sec. 4 | Areas shall adopt their own Standing Rules, which when amended, shall be reviewed by the CSAP Parliamentarian in accordance with Article VI, Section 5, Paragraph G #3.  | Areas shall adopt their own Standing Rules, which when amended, shall be reviewed by the CSAP Parliamentarian. ~~in accordance with Article VI, Section 5, Paragraph G #3~~.  |
| **Rationale** | It is best practice to not make internal references, as it is repetitive and makes editing more difficult. All provisions are binding, regardless of reference. |
| **Proposal 4**Amend Article IV, Section 3 by striking“for review as required by Article VI, Section 5, paragraph G #4.” |
| Art. V, Sec. 2 | Unit Bylaws shall be sent to the CSAP Parliamentarian for review as required by Article VI, Section 5, Paragraph G #4.  | Unit Bylaws shall be sent to the CSAP Parliamentarian. ~~for review as required by Article VI, Section 5, Paragraph G #4~~. |
| **Rationale** | It is best practice to not make internal references, as it is repetitive and makes editing more difficult. All provisions are binding, regardless of reference. |
| **Proposal 5**Amend Article V, Section (B) by striking “Although Unit” before “Provisional members” and by striking “are not CSAP members, a unit may grant them membership rights within the Unit, with the exception that they” after “Provisional members and before “shall not serve”. |
| Article V, Sec. 4 (B) | Although Unit Provisional members are not CSAP members, a unit may grant them membership rights within the Unit, with the exception that they shall not serve as Unit President or Vice-president or as delegates or alternates to meetings of CSAP. | ~~Although Unit~~ Provisional members ~~are~~~~not CSAP members, a unit may grant them membership rights within the Unit, with the exception that they~~ shall not serve as Unit President or Vice-president or as delegates or alternates to meetings of CSAP. |
| **Rationale** | The exception is already provided for by Art. V, Sec. 4(B). As a result, repetitive verbiage was struck. |
| **Proposal 6**Amend Article VI by adding Section 5(B)(8). |
| Art. VI, Sec. 5 (B)(8) | -- | Appoint any staff and create staff policies as necessary, as approved by the Executive Committee. |
| **Rationale** | This provision is, in part, already in practice. This would give the power, by approval of the Executive Board, to appoint staff.[[1]](#footnote-1) |
| **Proposal 7**Strike Article VIII, Section 2. |
| Art. VIII, Sec. 2 | The Board of Directors may adopt Board Rules of Procedure not in conflict with these Bylaws or with any other rule adopted, or action taken by the Annual Meeting. | ~~The Board of Directors may adopt Board Rules of Procedure not in conflict with these Bylaws or with any other rule adopted, or action taken by the Annual Meeting.~~ |
| **Rationale** | Provision is repetitive, as the parliamentary rules already allow standing rules to be adopted without an explicit bylaw enumeration. |
| **Proposal 8**Amend Article X, Section 1 by adding “, Editorial, and Workshops.” |
| Art. X, Sec. 1 | There shall be the following Standing Committees: Budget and Finance, Governing Documents, Annual Meeting Sites, Financial Review, Growth and Service, Membership, Communications, and Recognition. | There shall be the following Standing Committees: Budget and Finance, Governing Documents, Annual Meeting Sites, Financial Review, Growth and Service, Membership, Communications, Recognition, **Editorial, and Workshops.**  |
| **Rationale** | These two committees effectively already exist in the Policies of the Board of Directors. RONR, however, recommends standing committees be enumerated in the Bylaws.  |
| **Proposal 9**Amend Article X, Section 11 by substituting proposed language (right) for the existing language (left). |
| Art. X, Sec. 11 | A Communications Committee consisting of the Webmaster who shall serve as chair, the CP Editor and others as necessary, shall function in accordance with the Board Rules of Procedure.  | A Communications Chair shall be appointed by the Vice President to maintain functional communications through electronic and other means. The Chair shall appoint committee members as necessary. The Chair shall report at each Board of Directors meeting on the status and needs of the CSAP Editor and CSAP webmaster.  |
| **Rationale** | This change allows more flexibility in the area of CSAP communications and allows the Membership Committee Chair (also the VP) to coordinate retention and outreach in a changing world.  |
| **Proposal 10**Amend Article X by adding Section 13. |
| Art. X, Sec. 13 | -- | An Editorial Committee chaired by the CP Editor and the Editor’s appointed members shall assemble and prepare the California Parliamentarian for scheduled publication to the website via the CSAP Webmaster, and direct mail per member request via the CSAP Secretary. A final draft shall be provided to the President prior to publication.  |
| **Rationale** | Added the Editorial Committee to the Bylaws, which brings CSAP up to current practices.  |
| **Proposal 11**Amend Article X by adding Section 14. |
| Art. X, Sec. 14 | -- | A Workshops Committee chaired by the Parliamentarian and the Parliamentarian’s appointed members shall organize presenters and schedule workshops for all statewide CSAP events, including the Annual meeting.  |
| **Rationale** | Added the Workshops Committee to the Bylaws, which brings CSAP up to current practices. |
| **Proposal 12**Amend Article XIV, Section 1(A) by inserting “(2/3)” after “two-thirds” and before “vote”. |
| Art. XIV, Sec. 1(A).  | At the CSAP Annual Meeting by a two-thirds vote, provided notice has been given in the Call to the Annual Meeting. | At the CSAP Annual Meeting by a two-thirds **(⅔)** vote, provided notice has been given in the Call to the Annual Meeting. |
| **Rationale** | The numerical equivalent of the word assists readers in correctly applying the ratio. Also consistent with Art. XIV, Sec. 1 (B).  |
| **Proposal 13**Amend Article XIV, Section 1(B) byinserting “a three-fourths” after “given by” and before “(3/4)”. |
| Art. XIV, Sec. 1(B).  | At the CSAP Annual Meeting an amendment to the bylaws may be considered if consent is given by ¾ vote of the registered members at the Annual Meeting. | At the CSAP Annual Meeting an amendment to the bylaws may be considered if consent is given by a **three-fourths** (¾) vote of the registered members at the Annual Meeting. |
| **Rationale** | Better clarity is achieved when the written enumeration is included with the numerical. Also consistent then with the amended Art. XIV, Sec. 1 (A).  |
| **Proposal 14**Amend Article XIV, Section 2(A) bystriking “in accordance with Article VII, Section 2”. |
| Art. XIV, Sec. 2 (A) | These Bylaws may be revised at any Annual Meeting, provided a revision has been ordered at a previous Annual Meeting by a two-thirds vote, and provided notice of the revision has been given in accordance with Article VII, Section 2.  | These Bylaws may be revised at any Annual Meeting, provided a revision has been ordered at a previous Annual Meeting by a two-thirds **(⅔)** vote, and provided notice of the revision has been given. ~~in accordance with Article VII, Section 2~~.  |
| **Rationale**  | Eliminates unnecessary verbiage.  |

**Recommendations by the Governing Documents Committee**

As a result of our full report, the Governing Documents Committee hereby moves the following:

1. To consider the Bylaw Amendments Seriatim.
2. To conform the Bylaws with the amendments as approved by the Assembly.

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Panagiotis Frousiakis

Governing Documents Committee Chairman

1. There has been much discussion on the term ‘staff’ as applicable to RONR. While the term is not actively used in the rules of procedure, the GDC committee agreed that the act of “administrative duties” are “outside the scope of parliamentary law.” RONR (12th ed.), 47:20. For this reason, we found that the act of appointing individuals in the course of assisting the Executive Committee in an administrative capacity was appropriately delegated to the President, with the term selected not applicable to parliamentary law. “Staff Policies” are also found referenced in NAP’*s Pathways to Proficiency: Writing Amending & Interpreting Bylaws*, p. 81. [↑](#footnote-ref-1)