

Rationale for VGEC September 2018 Bylaws Amendments

The purpose of this document is to outline the rationale behind the recommendations for the proposed amendments to the VGEC Bylaws.

Amendment to Article V – Board of Directors, paragraph A:

A. The governing body of the Guild at times apart from the Annual Meeting of the entire Guild shall consist of a nine member Board of Directors. Members of the board shall be elected in sets of three annually in staggered terms at the Annual Meeting. Members may be **re-elected** for a second three **year** term. After completing two full terms, a member must observe at least a one year absence before additional board service. Each member of the board shall have one vote. **The terms of the new Board members will start on January 1 after their election.**

Rationale: The “re-elected” and “three year” changes are to fix typos. Having the new board members take office on January 1 after the election achieves several objectives. First, it builds transition time into the process for the new board to get up to speed with their roles and responsibilities. It also allows those who will not be continuing on in the next year to complete their active projects and transition to other members. Additionally it coincides with the VGEC fiscal year.

Amendment to Article V – Board of Directors, paragraph B:

B. The Board of Directors shall elect from the its nine members a president, vice president, secretary and treasurer, for a one-year term, ~~following the annual meeting.~~ **Within one month of the Annual Meeting, the current Board President will convene a Board meeting for the purpose of electing the new Board officers. For the purpose of this election, only continuing Board members and Board members-elect will be eligible to vote.**

Rationale: Moving the election of officers to within one month of the Annual Meeting allows time for the members-elect to meet the current and re-elected members without the urgency of having to participate in an official Board meeting immediately after being elected. It also allows for thoughtful discussion and discernment to occur with respect to the election of new officers for the next year.

Amendment to Article V – Board of Directors, paragraph C:

C. The immediate past president or his/her predecessor ~~will~~ **may** serve **for a period of one year** in an *ex-officio* capacity with no vote.

Rationale: The purpose of an immediate past president is to serve as an advisor to a newly elected president while the new president is coming up to speed in his/her position. It was never intended to secure a permanent position on the board for former presidents. Limiting the term to one year allows for transition to and development of the new board president.

Amendment to Article V – Board of Directors, paragraph D:

D. The Chaplain of the Guild, **appointed by the President**, shall serve on the board in an *ex-officio* capacity with no vote.

Rationale: This clarifies how the Chaplain of the Guild is appointed.

Amendment to Article V – Board of Directors, paragraph E:

E. **Nominating Committee:** The nominating Committee of the Guild shall be composed of five members appointed by the Board. A Chair shall be elected by the nominating committee. Not more than two members of the Nominating Committee shall be members of the existing Board. The Nominating Committee shall meet ~~six~~ **three** months prior to the annual meeting of the Guild and shall recommend a slate of candidates. The slate shall be submitted to the membership thirty days in advance of the annual meeting. At any annual meeting, a nomination for the Board from the floor may be made by submitting the candidate's name to the chair of the nominations committee no later than thirty minutes before the start of the meeting.

Rationale: Based on the five years of experience forming this committee, six months has proved to be too early.

Amendment to Article V – Board of Directors, paragraph I:

I. **Other Committees:** Other committees consisting of Guild members who may or may not be Board members may be formed for specific purposes as deemed necessary by the Board. These committees shall be reviewed and appointed **at least** annually by the Board **or the Board President**.

Rationale: This clarifies how the Committees of the Guild are appointed.

Amendment to Article VI – Duties of Officers, Paragraph B:

B. The Vice-President shall:

1. Preside in the absence or inability of the President.
2. Serve in other capacities as shall be requested by the President or Board.

3. Chair the Annual Conference Committee.

Rationale: This places emphasis of the administration of Annual Conferences under the direct supervision of an officer of the Guild.

Article VII – Meeting of Members, Paragraph B:

B. **Nominations:** At the annual meeting, the Board (if required) shall be elected by the members. Prior to the meeting, the names of those on the Nominating Committee shall be communicated to all members, who shall have the opportunity to suggest possible names for any officer or board position. A candidate shall be elected by a majority vote of those voting in person. If no one candidate has a majority of those present and voting, a runoff election shall be held and a candidate shall be elected by a majority vote. **Members of the current year Annual Conference Host Committee may not stand as candidates for election to the board.**

Rationale: Nominations from the current host committee may give an unfair advantage to those nominees.

Article VII – Meeting of Members, Paragraph C:

~~**C. Meetings of the Board:** A regular meeting of the Board shall be after the annual meeting, to organize and transact such business as may be properly presented to the Board. (DELETE C)~~

Rationale: Superseded by Amendment to Article V – Board of Directors, paragraph B.