

## **Five Proposed Bylaws Amendments: Information for WILPF US 2024 Membership Ballot**

This year's amendments mostly clarify practices that have been utilized in WILPF US for some time. The Bylaws Committee presents more info for each proposal below, and we use a **proposal number** as well as a **short summary title**. Each amendment that receives a majority of the total valid yes and *no* votes will be incorporated into our Bylaws in the appropriate place (as indicated in the text below).

Below you'll find the summary, pros and cons, and *actual language changes* for each of the five proposals. In every case, that Bylaws amendment language shows the current language of the Bylaws plus the changes, indicated as follows:

- **New language** is underlined; **removed language** is struck out.
- An ellipsis (three periods) indicates that some current language **is not included** in the text provided, *because it is not changed* by the proposed amendment.

See the link at <https://wilpfus.org/about/wilpf-us-section-bylaws> for the *current* Bylaws.

### **Proposed Bylaws Amendment #1 – Board Terms and Board Appointments**

**Summary:** This amendment codifies current practices concerning Board appointments to fill Board members to vacancies. Most of this new language for the Bylaws specifies what we are already doing.

Part V. A. 4. a. is amended to emphasize that the listed positions are *elected* by members on the annual ballot. Even when the Board is appointing an interim Board member, the Board “elects” to make the interim *appointment* by a majority vote of the Board. The amendment also clarifies that interim appointments to the Board are only for the duration of the current one-year Board term. Finally, the amendment adds (or updates) names to sections and re-numbers sections as needed for the changes.

#### **PROS**

1. The Bylaws language should describe the legitimate actual practices for Board appointments and terms, and this amendment makes those changes, with clear descriptive headings to help in reading the Bylaws.
2. It is important to make clear that when the terms for Board-appointed Board members (to fill vacancies) end at the end of the current year's (twelve-month) board term.
3. For clarity, the amendment specifies just when a newly appointed interim Board member takes office. Having that new Board member's voice heard as quickly as possible adds an additional point of view to the discussion.

#### **CONS**

1. The Board appointment process has been in place for a long time, without changes in the Bylaws.

2. Board appointments of interim Board members should not become effective so quickly, in order to give the appointed Board member time to get fully oriented.
3. Board appointments of interim Board members are side-stepping actual elections.

**Actual Language, Amendment Proposal #1: Board Terms and Board Appointments**

IV. NATIONAL BOARD

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D. Board Member Terms

1. Terms for ex-officio members of the Board are determined by their positions and/or the bodies they represent.
2. The Immediate Past President will serve on the Board for twelve months as an ex-officio member of the Board.
3. Appointed Board Members and Their Terms
  - a. To fill in Board vacancies, especially after the annual elections, the Board may appoint additional members to the Board by a two-thirds (rounded up to next whole number) vote.
  - b. Board appointments are effective immediately after adjournment of the entire board meeting, including the executive session, at which they are made.
  - c. Appointed board members serve until the end of the current year's Board term (see Standard Board Terms and Staggered Cycles of Board Position Elections).

*[Note – This amendment would **change the name of the section, referenced** in part c by its (new) name. Currently (in part V.A.4.) it is called Board Member Elections and Terms. The proposed name change is to avoid the potentially confusing overlap with the **new** name of this section D: Board Member Terms. See V.A.4. below, as proposed, to see the new name.]*

4. All other Board positions have three-year terms. However, when a member is elected to fill a partially expired term, the term ends at the original expiration of that position's term.
5. A Board member may be elected or appointed to the national Board for not more than six consecutive years, except that the membership may elect, and ...

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V. SELECTION OF LEADERSHIP POSITIONS [Proposal #3 would change some headings.]

A. National Positions

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4. ~~Board Member Elections and Terms.~~ Standard Board Terms and Staggered Cycles of Board Elections for Specific Positions

- a. The following positions are selected by the annual membership ballot or by Board appointment, to fill a vacancy in the Board: ...

## **END OF WILPF US PROPOSED BYLAWS AMENDMENT #1**

### **Proposed Amendment #2 – Board Meeting Attendance**

**Summary:** The national Board is the only elected WILPF US body and has fundamental authority to set national policies and pass the annual budget. This amendment emphasizes the importance of regular meeting attendance by all Board members and eliminates “loopholes” that provide no consequences for last-minute (but non-emergency) notice of absences and attendance merely for a limited part of the meeting.

At the same time, the changes in the amended language provide flexibility for particular circumstances, in contrast to the current strict language. (The effect of the strictness of the current language, is that the provision about “will be removed by the Steering Committee,” has been ignored or disregarded, making this part of the Bylaws ineffective.)

The amendment also removes outdated and irrelevant language: *underperforming* Board members *cannot* be consulted with by their “committee chair, or if herself a chair,” because currently nearly all of the Board members *are* the chairs of their respective board standing committees. The exceptions are the President, who is a member of *every* national committee, and the At-Large Board Members, who may choose or not to be on *any* committees.

Additionally, the amendment adds some informative headings and changes the wording of some existing headings of the Bylaws, which relates to some revisions proposed in two other amendments on the ballot – as explained in the text of this amendment. The amendment also re-letters and re-numbers provisions of the Bylaws, as needed for the proposed changes.

### **PROS**

1. The business of the Board is important and extensive. The Board meetings are where proposals and information are presented, with the discussion necessary to consider factors of the proposals and differing perspectives. Regular meeting attendance by all Board members is an appropriate expectation of them; and it is necessary for the Board members to be well informed in their decision making.
2. While providing clear expectations for consistent Board attendance, the amended language gives clear and *reasonable* guidelines, with some flexibility, to which Board members can be held responsible.
3. Prospective Board candidates should be able to rely on the Bylaws content to give them clear indications of key responsibilities, among which full meeting participation and attendance is one of the most important.

4. For the Bylaws to be a functional document, language that is not only outdated but also contradictory or infeasible should be updated.

## **CONS**

1. This provision *allows* Board members to miss two meetings before requiring action. Previously, there was a strict one-meeting limit.
2. Board meetings are long. It's demanding for Board members to attend all meetings or to remain present for the entirety of the meetings.
3. We already have insufficient volunteers to be Board membership candidates. This amendment will make Board recruitment more difficult.
4. This amendment does not add greater clarity to the Bylaws, only more words.

## **Actual Language, Amendment Proposal #2: Board Meeting Attendance**

### IV. NATIONAL BOARD

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- E. [Currently untitled; proposed to be given a section heading.] Expectation of Meeting Attendance
    1. For all Board members, attendance at Board meetings is an important aspect of functioning satisfactorily as a Board member. For continuity of functioning, representation of standing committee perspectives in Board deliberations, and clarity of decision making, all Board members are expected to attend all Board meetings.
    2. If any Board member will not be substantially present for and participating in half or more of a Board meeting for an unusual and compelling yet non-emergency reason, she must give at least four days prior notice to both the Board President(s) and Secretary. In the absence of such notice, then the lack of substantial presence constitutes missing a meeting.
    3. A Board member who misses a two or more Board meetings, in a non-emergency situation, without prior notice to the Board President(s) and Secretary, will be may be removed by the Steering Committee, with appropriate consultation.
  - F. [Currently part of E and untitled: proposed to be made a new section and given a heading.] Responses to Unsatisfactory Functioning of a Board Member

A Board member who is not functioning satisfactorily will be asked by ~~her committee chair, or if herself a chair,~~ by the Board President(s), what support she needs. If the situation continues, she can be removed by the Steering Committee, with appropriate consultation. ~~The same~~ A corresponding policy will be followed in the case of a non-functioning President.
  - G. The Nominating Committee shall recruit potential Board members and emerging...

**END OF WILPF US PROPOSED BYLAWS AMENDMENT #2**

## **Proposed Amendment #3 – Board Qualifications and Nominating Committee Authority**

**Summary:** This amendment deals with three aspects of the nomination process for running for Board membership. The first change would add one new criterion for a candidate to be able to run for any Board position. The second change would authorize the Nominating Committee to review the applications from members who wish to run for any Board position and make the determination as to if a member is eligible to be a candidate. The third change removes the position of International Board Representative from the Bylaws language and from the list of positions for which the Nominating Committee must secure nominations, because that position was eliminated by the 2018 International WILPF Congress. (WILPF Sections are no longer individually represented on WILPF International's governing body; representation is by Region.)

Additionally, the amendment adds some informative headings *and* changes the headings of multiple parts in section IV. Those parts are also affected by revisions proposed in two other proposed amendments on the ballot. The heading changes would apply in those parts. Also, the amendment re-letters and re-numbers provisions of the Bylaws, as needed for the proposed changes.

### **PROS**

1. This amendment adds the requirement of having been an active member of a national level committee (such as an issue committee or one of the eight standing committees) which will ensure all Board members having a basic understanding of the principles of WILPF and how WILPF US functions. This amendment also supports their ability to more readily be contributing Board members.
2. This amendment authorizes the Nominating Committee to determine if the candidates *meet* the Board candidacy requirements, so that all the candidates will have the background and some WILPF experience to function as effective Board members.
3. To inform their votes for candidates for the Board, WILPF members should be able to get some sense of the candidates' WILPF background and experience through the record of each candidate's national activism.

### **CONS**

1. We might ignore an otherwise fine candidate who hasn't been active in a national level committee for 12 months.
2. It is already difficult to find member volunteers to sit on the Nominating Committee; adding the extra time and effort for the Nominating Committee to review applicants means it will be even harder to find Nominating Committee members.
3. This amendment delays the participation of the newest WILPF members who have not yet been able to find and be active on a national committee.

**Actual Language, Amendment Proposal #3: Board Qualifications and Nominating Committee Authority**

IV. NATIONAL BOARD

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F. [Currently untitled, gives a new heading title for clarity.] Recruitment of Leadership

The Nominating Committee shall recruit potential board members and emerging leaders on an ongoing basis using all organizational communication tools available as well as word of mouth referral, with a commitment to maintaining a racial, geographic and age balance among the Board. The Nominating Committee will ask a potential Board member to submit an application and references in a timely manner.

V. SELECTION OF LEADERSHIP POSITIONS [*Heading proposed to changed by Prop. #1.*]

A. National Board Positions

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1. [Currently untitled, new heading for clarity.] Annual Election Timeline
2. Qualification for Board Membership
  - a. To serve on the Board a WILPF US member must meet the following qualifications, completed by the time of application for Board service:
    - i. Be a current member of the U.S. Section.
    - ii. ~~and must~~ Have been a member for at least twenty-four months out of the prior thirty months.
    - iii. Have been an active member of a national-level WILPF US committee for at least twelve months.
  - b. For the annual elections of Board members, the Nominating Committee shall review the qualifications of applicants for the Board, in order to verify and to make the determination that candidates meet the Board candidacy requirements in the WILPF US Bylaws.
  - c. Additionally, a former WILPF US staff member is not eligible to serve on the Board until twelve months after leaving WILPF US employment.
3. Membership on the national Board is by application for a specific position, with the exception of ex-officio members.
4. Board Member Elections and Terms. [Proposed to be changed by Amendment #1 to a new heading: Cycles of Elections and Standard Board Term.]

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VI. STANDING COMMITTEES OF THE BOARD

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B. The standing committees of WILPF US are as follows:

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6. NOMINATING: The Nominating Committee is responsible for securing nominations for delegates to the International Congress, ~~for the International Board Representative position,~~ for elected Board positions

and for any other ad hoc positions that may arise. The goal is to encourage participation at the national and international level, and help expand our leadership circles. # The Nominating Committee is composed of the Nominating Committee Chair, and WILPF members with interest in expanding the number of people involved in the national leadership of the Section, appointed by the Nominating Committee Chair with Board agreement.

## **END OF WILPF US PROPOSED BYLAWS AMENDMENT #3**

### **Proposed Bylaws Amendment #4 – Branch Naming Standards and Protocols**

**Summary:** This amendment is intended to clarify the very simple rules for forming a branch in the U.S. Section of WILPF. However, this amendment specifies the standards and protocols for what branch names are allowed. Also, the one word “may” is replaced by “is the minimum number”.

#### **PROS**

1. In today’s world, the name of an entity matters. Not only does it convey which organization someone is joining, but it also sends a message to those seeking information about the organization, such as location, the values of an organization, and even whether the collective is organized at all. By specifying how WILPF US Branches may be named, WILPF sends a clear message to newcomers.
2. When WILPF US Branches are named after their location, the message of where the Branch is located and in which region is clear at a glance, avoiding any type of confusion.
3. The branch name, when not a specific geographic name, should reflect the mission, the values, and the goals of WILPF US. Naming branches after notable feminist leaders whose missions were closely aligned with those of WILPF – such as the Fannie Lou Hamer Branch of WILPF or the Jane Addams Branch of WILPF – reflect WILPF values and avoids confusion regarding which organization the branch belongs is part of, since the name includes *WILPF*.

#### **CONS**

1. Organizations – other than WILPF – should be able to include or tie their names in with the branch name and WILPF’s mission and work
2. Narrowing naming possibilities down will discourage creativity in branch naming. Whomever forms a WILPF US branch will be doing most of the work and organizing. Therefore, members should have the artistic freedom to name the branch as they wish.
3. No matter what the branch name is, they are doing the work of WILPF. Whether the name has anything to do with WILPF will show in the work that they do on WILPF’s behalf.

## **Actual Language, Amendment Proposal #4: Branch Naming Standards and Protocols**

### III. MEETINGS AND SUBDIVISIONS

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#### C. WILPF Branches

1. Requirements for a Branch [Currently untitled; proposed to be given this section heading and divided into two parts.]
  - a. Ten or more WILPF members ~~may~~ is the minimum number to form a branch.
  - b. To form a branch, the potential members must designate a branch treasurer and a branch contact.
2. Naming of Branches
  - a. Branches may name themselves based on their local geographic location (most often, their city) or a few appropriate words including their local geographic location (such as Anaheim Activists Branch). A branch may also choose to name itself after a significant deceased activist who worked on issues generally consistent with WILPF principles.
  - b. The proposed branch name must be approved by the national standing committee that has oversight of membership matters.
3. All branches must follow the guidelines included in the Protocol for National- Branch Relations, adopted by the National Board and regularly provided to branches. By following the guidelines, a branch qualifies as being in good standing.
4. Only branches in good standing may use the WILPF name in any of their publications or operations.
5. Branches in good standing are additionally eligible for certain benefits, as determined by the National Board.

### **END OF WILPF US PROPOSED BYLAWS AMENDMENT #4**

#### **Proposed Amendment #5 – Re-Naming Membership Development Committee**

**Summary:** This amendment eliminates the word “Development” from the name of the (currently named) *Membership Development Committee*. Additionally, the amendment eliminates the dictate that the committee designate two committee members for specific roles. (In the history of its existence, the committee has never filled these roles.)

#### **PROS**

1. Members often confused the Development Committee with the Membership Development Committee as both had the word *Development* in them. Having just the word *Membership* for the committee name should eliminate any confusion.



2. Simplicity and clarity should be goals of any volunteer organization. These changes will aid in these goals. *Membership* is clearer than the former two-word name.
3. This committee covers every aspect of Membership – not just membership development.
4. The committee chair should have the discretion of whether or not to have and designate a liaison and an ombudsperson (or any other position deemed helpful); it should not be mandatory.

## **CONS**

1. Developing membership is important and merits a fully descriptive name.
2. Our members are able to understand the difference between the name, *Membership Development Committee* and *Development Committee*.
3. Although the committee hasn't taken action previously to fill the roles of liaison and ombudsman; they are important positions which should remain in the Bylaws.
4. Each year, we have too many Bylaws amendments. This is another unneeded one.

### **Actual Language, Amendment Proposal #5: Re-Naming Membership Development Comm.**

#### IV. NATIONAL BOARD

##### A. Board Membership and Responsibilities

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3. The national Board shall consist of the following: one or two national Board (Co-)President(s), Treasurer/Finance Committee Chair, Secretary, Personnel Committee Chair, Membership ~~Development~~ Committee Chair, one or two Development Committee (Co-)Chair(s), two Program Committee Chairs, Nominating Committee Chair, two At-Large Board Members with full participation rights; and the Immediate Past President(s) of the Board.

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#### V. SELECTION OF LEADERSHIP POSITIONS

##### A. National Positions

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4. Board Member Elections and Terms. [Proposed to be changed by Amendment #1 to a new heading: Cycles of Elections and Standard Board Term.]
  - a. The following positions are selected by membership ballot: One Board President or two Co-Presidents, Treasurer/Finance Committee Chair, Secretary, Personnel Committee Chair, one Development Committee Chair or two Development Committee Co-Chairs, Program Committee Chairs, Nominating Committee Chair, Membership ~~Development~~ Committee Chair and two At Large Board Members.

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- c. The elections for the Treasurer/Finance Committee Chair, Program Committee Chair "A", the Personnel Committee Chair, and the Membership Development Chair occur in years divisible by three (for example, 2022=2+0+2+2=6, which is divisible by 3).

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VI. STANDING COMMITTEES OF THE BOARD

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B. The standing committees of WILPF US are as follows:

- 2. STEERING: The Steering Committee has overall oversight responsibility for the health and vitality of the Section. It is composed of Board President(s), Secretary, Treasurer/Finance Committee Chair, Development Committee Chair(s), Membership Development Committee Chair, Nominating Committee Chair, Personnel Committee Chair, and two Program Committee Chairs.

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- 7. MEMBERSHIP DEVELOPMENT: The Membership Development Committee has responsibility for overseeing the recruitment, retention, growth, sustainability, and development of WILPF US's membership; including branches; and for making recommendations regarding actions to be taken to the Board, the steering committee, and appropriate staff.

The Membership Committee is composed of the Membership Development Committee Chair and up to a total of nine additional members, appointed by the Membership Committee Chair and subject to approval by the Board. At least one member of the committee will serve as a liaison to at large members and at least one other committee member will serve as an ombudsperson for addressing member concerns and complaints. The committee shall determine its procedures for assigning these roles. Additionally, one or both of the At-Large Board Members may choose to be a member of this committee, if she chooses.

**END OF WILPF US PROPOSED BYLAWS AMENDMENT #5**