

PROPOSED BYLAWS AMENDMENTS
Board of Directors Meeting - September 15, 2019

The following changes are being proposed as amendments to the USWCA Bylaws. Please review these changes and be prepared to vote on them at the Board of Directors Meeting in September or submit your proxy indicating your voting intentions. [The current Bylaws, Standing Rules and Polices can be found on the USWCA website — go to Members/News.]

ARTICLE V - OFFICERS - Section 2. President **(Page 5)**

Subsection (d) — removing appoint Ad Hoc Committees

She may make additions to the membership of existing Standing Committees as she deems necessary, with the exception of the USWCA/USCA Liaison and the Nominating Committee.

Rationale: *Ad Hoc Committees are now established through the Governance Committee rather than by the President. [Please note that the make-up of the Nominating Committee has been established by the Bylaws and the President cannot make additions to this committee.]*

Subsection (h) — adding Bylaws Committee and Rules Committee

She shall be responsible for overseeing the Communications Committee, **the Bylaws Committee, the Rules Committee and the Reference Committee** and shall serve on the Governance Committee.

Rationale: *These Chairs currently report to the President but the three committees were not listed under the President's duties — added via this amendment.*

ARTICLE VII - BOARD OF DIRECTORS - Section 2. Powers and Duties /
Subsection (c) **(Page 9)**

(c) The Board of Directors may fill any vacancy caused by the unexpired term of office of the **President, First Vice-President, Second Vice-President, Treasurer, Comptroller or USWCA/USCA Liaison.** In the event such an appointment must be made before a duly convened meeting of the Board of Directors can be held, the Executive Council is empowered to act under Article VI/Executive Council, Section 2. Powers and Duties/Subsection (a).

(See Standing Rule 5 - Election Procedures for USWCA Officers and Standing Rule 6 - Election Procedure for USWCA/USCA Liaison)

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Rationale: *Clarification of the powers of the Board of Directors to fill vacancies of Officers and the USWCA/USCA Liaison.*

ARTICLE VIII - STANDING COMMITTEES - Section 6. Nominating Committee (Page 11)

- (a) There shall be a Nominating Committee of six (6) members of member clubs, no two from any one club. The Chair shall be the immediate past President, if she accepts the appointment. The Chair and two (2) members shall be from the region from which the Second Vice-President is to be elected and the remaining three (3) to represent each of the other three (3) regions. The President **shall appoint the six (6) members** and shall fill any vacancy **on this committee, selecting from** the region in which the vacancy occurs.
- (b) The committee shall nominate officers for the ensuing year **and report the slate to the Board of Directors at the Fall Meeting.**
- (c) **If the slate is not ready by the Fall Meeting, the Nominating Committee must report the finalized slate of officers to the Secretary** of the USWCA no later than six (6) weeks prior to the Board of Directors **Winter Meeting** for election at said meeting.
- (d) **The Secretary shall send written notice of nominated slate** to the Board of Directors no later than thirty (30) days prior to the Board of Directors **Winter Meeting so that member clubs shall be able to vote via Proxy if necessary.**
- (e) **Is the old (d)** The USWCA has divided the country into four (4) regions to give equal representation. The regions are Wisconsin, East, Central and West. The nominees for President, First Vice-President and Second Vice-President shall be elected for a term of one (1) year and shall be from different regions using the above rotation. The Secretary shall be selected by the incoming President and elected for a term of one (1) year and shall be from the same region as the President. The Treasurer and Comptroller shall be elected for terms of two (2) years, using professional criteria determined by the Governance Committee. **Their terms of office to coincide with the fiscal year after their election at the Board of Directors Winter Meeting every two (2) years.**
- (f) - **former (e)** The Nominating Committee shall solicit and receive the nominations for the position of the USWCA/USCA Liaison. (See Article VI, Section 2(b) and Election Procedure in Standing Rules.)

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Rationale: *Clarifying the duties of the committee, who appoints the members of the committee, and the timing of when the slate is presented to the Board of Directors for a vote.*

The following changes in the makeup of some Standing Committees reflect the elimination of the five Areas as geographical designations (East, Central, Wisconsin, West I and West 11) and the adoption of the four Regions only (East, Central, Wisconsin, West) going forward. This change was adopted via a vote at the Board of Directors' Winter Meeting. The Chairs of the effected Committees were consulted on the changes and some additional changes beyond Area/Region are noted in red.

ARTICLE VIII - STANDING COMMITTEES (Pages 10 - 18)

Section 2. USWCA National Women's Bonspiel Procedure Committee

- (a) The National Women's Bonspiel Procedure Committee shall consist of **at least six (6) members**. The Chair, the USWCA National Women's Bonspiel On-Site Chair **and four (4) coordinators**, one from each of the **four (4) regions (East, Central, Wisconsin, West)**.
- (b) The National Women's Bonspiel Procedure Chair and **the four (4) Region Coordinators** shall be appointed by the President. The host club..... [**Note: changing hostess to host**]

Section 7. Pins and Trophies Committee

- (a) There shall be a Pins and Trophies Committee consisting of **at least five (5) members**, a Chair and one member from each of **the four (4) regions**.

Section 10. USWCA/USCA Liaison

- (b) The Board of Directors shall elect the USWCA/USCA Liaison at **the Board of Directors Winter Meeting**. (See Election Procedure in Standing Rules)
- (c) Any female USWCA **member shall be eligible as a nominee**.

[Note: Removed "with no consideration of the geographical area that she represents"]

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Section 12. Membership Committee

- (a) There shall be a Membership Committee consisting of a minimum of nine (9) members of the USWCA: The Chair, who shall serve for three (3) years, the First Vice-President, the Comptroller, the Chair of the Communications Committee, **one representative from each of the four (4) regions and one representative from an arena club.**

[Note: Added the arena rep after consultation with Chair]

Section 13. Five Year and Under Bonspiel Procedure Committee

- (a) There shall be a Five Year and Under Bonspiel Procedure Committee consisting of **at least five (5) members**: the Chair, **one member from each of the four (4) regions.** The Committee shall be responsible for locating host sites in each of **the four (4) regions** and assisting with the organization of the annual bonspiels: The Five and Under Women's Challenge and the USWCA Five Year and Under Open Bonspiel.
- (b) **A region** has the option of hosting one or more of the bonspiels.

Section 14. Senior Women's Friendship Tour Committee

- (1)(a) The Friendship Tour Subcommittee - Incoming shall consist of at **least five (5) members**: The Chair and at least one member from **each of the four (4) regions.**
- (1)(a)(1) The Friendship Tour Subcommittee - Incoming Chair and the other **four(4) members** shall be appointed.....
- (1)(b) The Friendship Tour Subcommittee - Outgoing shall consist of at **least five (5) members**: The Chair and at least one member from **each of the four (4) regions.**
- (1)(b)(1) The Friendship Tour Subcommittee - Outgoing Chair and the other **four (4) members** shall be appointed.....

Section 16. Representatives' Liaison Committee

- (a) There shall be a Representatives' Liaison Committee consisting of the First Vice-President, who shall serve as Chair, the Chair of the Membership Committee, the Chair of the Communications Committee, at least one representative **from each of the four (4) regions**, and at least one representative for the USWCA arena clubs. The Liaisons shall be current or former USWCA Club Representatives.

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Section 17. USWCA Gifts and Grants Committee

- (a) There shall be a USWCA Gifts and Grants Committee consisting of the Chair, non-Chair representatives from the Junior Bonspiel Committee, the Promotional Sales Committee and the Financial Stewardship Committee as well as one representative from **each of the four (4) regions** and at least one representative for the USWCA arena clubs.

Section 18. USWCA Junior Bonspiel Procedure Committee

- (a) The USWCA Junior Bonspiel Procedure Committee shall consist of at **least four (4) members**: The Chair and one member **from each of the other three (3) regions** not represented by the Procedure Committee Chair. \ **[Note: Removed 2VP from required attendance at meeting of Committee]**
- (b) The Junior Bonspiel Procedure Chair and **the three (3) region members** shall be appointed by the President.

Section 20. Financial Stewardship Committee

- (a) There shall be a Financial Stewardship Committee consisting of **at least seven (7) members**: The Chair, the Treasurer, the Comptroller and **four (4) members from each of the four (4) regions**.

The Governance Committee is recommending the elimination of the Annual USWCA Meeting (Section 1), which took place at the National Bonspiel Banquet. There will be no election of Officers at the banquet nor reading of annual reports. The Committee feels that the election of Officers is too important to leave up to a vote of primarily bonspiel participants and there is rarely a quorum of USWCA voting members in attendance. Instead, at the banquet, the Officers will give informational reports on the Association. Corrections reflecting only Fall and Winter Meetings of the Board of Directors and NO Annual Meeting are noted in "bold" through out the Bylaws.

ARTICLE XI - MEETINGS (Page 21)

Section 1. Board Meetings (Section 1. Annual USWCA Meeting is eliminated.)

There shall be a minimum of two (2) meetings at the Board of Directors each year.

- (a) A Fall Meeting shall be held each year at a time and place designated by the President for the transaction of all necessary business.

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- (b) A Winter Meeting shall be held each year at the time place of the USWCA National Women's Bonspiel for the transaction of all necessary business **and the election of Officers.**

ARTICLE V - OFFICERS (Page 4 -7)

Section 1. Officers (a)

- (a) The Officers of the USWCA shall be President, a First Vice-President, a Second Vice-President, a Secretary, all of whom shall be **elected at the Winter Meeting of the Board of Directors** to serve for one year,

Section 2. President (b)

- (b) She shall preside at all meetings of the **Executive Council and Board of Directors.** She shall prepare an agenda to be enclosed in the Secretary's notice of said meetings.

Section 4. Secretary (a) and (f)

- (a) The Secretary shall keep a record of the affairs of the USWCA and full and correct minutes of the Executive Council and Board of Directors' meetings.
(Remove "Annual" from the second sentence)

- (f) Upon acceptance of the report of the Nominating Committee by the Board of Directors, **she shall be instructed to read the slate of nominees and call for a motion of acceptance at the Winter Meeting of the Board of Directors.**

Nominations may be made from the floor.

Section 5. Treasurer (f) - Eliminate "and at the Annual Meeting of the USWCA."

Section 6. Comptroller (b) - Eliminate "and at the Annual Meeting of the USWCA."

ARTICLE VII - BOARD OF DIRECTORS (Page 9)

Section 2. Powers and Duties (a)

- (a) The Board of Directors shall have the entire control and management of the affairs, property and policies of the USWCA subject to provisions of the Bylaws.

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Action may be taken by the USWCA at the Fall Meeting of the Board of Directors, **the Winter Meeting of the Board of Directors** and at any Special Meeting of the Board of Directors.

ARTICLE XIII - Amendments **(Page 22)**

These Bylaws may be amended and/or revised **at the Fall or Winter Meeting of the Board of Directors** by a two-thirds (2/3) vote of all member clubs provided written notice of the proposed amendments or revisions shall be mailed to all member clubs at least thirty (30) days prior to the meeting.

The following proposed changes to the Standing Rules give additional clarification on what happens if the Treasurer, Comptroller, USWCA/USCA Liaison, Parliamentarian or Secretary resign in mid-term. The changes also make the Parliamentarian an elected position with a two-year term with NO voting privileges

STANDING RULES **(Page 24 & 25)**

5. Election Procedures for USWCA Officers

(a) The Bylaws list the official procedure in the temporary absence of the President, First Vice-President, Second Vice-President **and Comptroller**. The permanent replacement of the President, First Vice-President, Second Vice-President, **Treasurer, and Comptroller** is covered below in Subsections **(b), (c), (d), (e) and (f)**.

(e) If the Treasurer or Comptroller resigns or is permanently unable to perform her duties, the Nominating Committee shall reconvene and nominate a previously-eligible candidate to serve out the term.

Current Subsection (e) becomes (f) and Subsection (f) becomes (g)

(f) If no previously-eligible candidate exists, the Nominating Committee must solicit new candidates from the general membership, **using the rotation schedule when relevant**, and recommend one for a vote.

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(g) The nominations/recommendations detailed in (b) (c) (d) (e) **and (f)** above originate with the Nominating Committee and are communicated in a timely manner to the Executive Council for a vote (via phone or email) with ratification of a vote by the Board of Directors occurring at their next regularly-scheduled meeting. **(See Article VII BOD/Section 2 (c) Powers and Duties).**

6. Election Procedure for USWCA/USCA Liaison

The Nominating Committee shall solicit nominees from the general membership for this position. If there is more than one nominee, the Executive Council will screen and select no more than three (3) nominees to be voted on by the Board of Directors at their Winter Meeting. A simple majority vote will serve to elect. All voting shall be by written ballot unless there is only one candidate. USWCA/USCA Liaison's term(s) of office will be tracked and reported annually at the Winter Meetings.

If the Liaison resigns or is permanently unable to perform her duties, the Nominating Committee shall reconvene and nominate a previously-eligible candidate. If no previously-eligible candidate exists, the Nominating Committee must solicit new candidates from the general membership and recommend one for a vote (See Article VII BOD/Section 2 (c) Powers and Duties).

7. Election Procedures for Parliamentarian

The First Vice-President, **in consultation with the Second Vice-President**, shall select a Parliamentarian to be **placed** on the ballot as a non-officer, non-voting position at the Board of Directors Winter Meeting immediately preceding the Parliamentarian's **two-year term**. If the Parliamentarian is a Club Representative **or other voting member of the USWCA, she must resign the voting position(s) due to the non-voting nature of the office.**

If the Parliamentarian resigns or is permanently unable to perform her duties at any time during her term, the Officers shall convene (via phone or email) and select a replacement to serve out the term.

8. Replacement Procedure for Secretary

If the Secretary resigns or is permanently unable to perform her duties at any time during her term, the President, in consultation with the other Officers, shall select a replacement to serve out the term.

(See Article VIII/Section 6(d) Nominating Committee for selection of Secretary)

The following proposed changes are to current USWCA Policies and the creation of new Policies.

USWCA POLICIES **(Page 27 & 28)**

#8 - The election of USWCA officers and members of the Standing Committees are determined by regional representative [four (4) regions: East, Central, Wisconsin and West (See Article VIII/Section 6(d)].

Rationale: Removing the paragraph about exceptions that created the membership of some Standing Committees based on five (5) geographical Areas. Now the assignment of members to all committees shall use only the four (4) Regions.

#11 - There shall be a Parliamentarian, who must be well versed in Robert's Rules of Order and familiar with the USWCA Bylaws, Standing Rules and Policies. She must attend all **Executive Council and Board of Directors' meetings** of the USWCA as an impartial overseer; and due to the nature of her position, the Parliamentarian holds no voting privileges at USWCA meetings.

Rationale: Removed the reference to an Annual meeting.

#13 - **New**

When a member club's annual and per capita dues are submitted to the Comptroller and discrepancies are noticed from previous years' payments, the club shall be referred to the Membership Committee for follow-up to discern if the club is having problems or needs help from the USWCA. Examples of submissions that may trigger a follow-up: (1) significant drop in per capita dues, (2) prolonged late

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payment, and (3) roster discrepancies. Member Clubs may not limit payment of per-capita dues solely to women members intending to participate in USWCA events or tours. Such payments shall be referred to the Membership Committee.

Rationale: This policy is being proposed to assist the Comptroller and the Membership Committee with a policy/procedure to follow when there are questions with a Club's annual and/or per-capita dues payment. The intention of this policy is to: (1) identify member clubs who may be having problems and need assistance from the USWCA; and (2) create an equitable playing field for members wishing to participate in USWCA events and tours.

#14 - New

The Membership Committee shall review the regional distribution of clubs/membership annually at the Fall Meeting. If any two regions (East, Central, Wisconsin, West) differ by 20% or more, the discrepancy shall be referred to the Governance Committee (working with the Membership Committee) for possible reassignment of clubs to other regions.

Rationale: The Board of Directors voted at the Winter Meeting to reassign some clubs to different regions in order to make the number of clubs/members in the four (4) regions (East, Central, Wisconsin, West) similar across the country — again, to create an equitable playing field for members wishing to participate in USWCA events and tours. The vote included a mechanism to review the distribution on an annual basis — this policy creates a permanent place so this mechanism can be referenced by all.