

PROPOSED BYLAWS AMENDMENTS
Board of Directors Winter Meeting - February 19, 2020

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

Article VIII - Standing Committees/Section 10

Section 10. **National Liaisons**

- (a) The USWCA and USCA shall each appoint a liaison to participate in the other's meetings in order to enhance the effectiveness of both organizations.**
- (b) The USWCA Liaison to the USCA shall serve a three-year (3) term and will be limited to two (2) consecutive terms.
- (c) The Board of Directors shall elect the USWCA Liaison at a Board of Directors Winter meeting. (See Election Procedure in Standing Rules)
- (d) Any female USWCA member will be eligible as a nominee. She shall not serve as a USWCA Officer, another voting member of the USWCA Executive Council or another Director of the USWCA during her term(s) as USWCA Liaison.
- (e) It shall be the duty of the USWCA Liaison to represent the USWCA as a voting Director on the Board of the USCA and as a voting member on the USCA Executive Committee. At these meetings, she shall report on the activities of the USWCA and shall report on the USCA activities at the meetings of the USWCA.
- (f) She shall serve until her successor has been elected by the USWCA Board of Directors.
- (g) It shall be the duty of the USCA Liaison to represent the USCA as a voting member on the USWCA Executive Council and as a voting member at the USWCA Fall and Winter Board of Directors Meetings regardless of the gender or club affiliation of the USCA Liaison. At these meetings, they shall report on the activities of the USCA as they pertain to the USWCA.**
- (h) The USCA Liaison shall not serve as Chair of a Standing or Ad Hoc Committee.**

Rationale: At the Board of Directors Fall Meeting, the Governance Committee presented a Motion to include a liaison from the USCA as a voting member of the USWCA Executive Council and Board of Directors. The Motion passed. The above proposed changes are the result of this Motion and further discussions between Bylaws and Governance.

Article V - Officers/Section 4

Section 4. Secretary — **inserting a new (d)**

- (d) Working with the immediate Past President, she shall keep current contact information for all Past Presidents and be responsible for the distribution to them of the rosters outlined in (c) above.**

Rationale: After discussions at the Board of Directors Fall Meeting about keeping all Past Presidents updated on the happenings of the organization — and after further discussion between Bylaws and Governance — the above change is designed to keep contact information for Past Presidents current and to assure annual distribution of the USWCA Directory to them. The Communications Committee is being asked to distribute copies of the WRep Sheet to them as well (no Bylaws change required).

Article V - Officers/Section 4

Section 4. Secretary

(f) Upon **presentation** of the report of the Nominating Committee to 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.

Rationale: There was some confusion about the previous wording — “Upon acceptance” of the report.... It is clearer if the word “presentation” is used — the Nominating Committee presents their report including the proposed slate of officers and then the Secretary reads the slate and calls for a motion of acceptance.

Article IV - Membership/Section 2

Section 2. Membership (a)(3)

Member Clubs are entitled to all privileges of the USWCA **as outlined by the individual Events and Tours rules and procedures.**

Section 2. Membership (a)(4)

Women members, who are included in their Member Club’s payment of the annual per capita dues, are entitled to all privileges of the USWCA **as outlined by the individual Events and Tours rules and procedures.**

Section 2. Membership (e)(2)

Apply for an active membership upon payment of annual club dues and annual per capita dues (see Section 4. Dues). Such a club shall have full voting privileges and **its’ members participation privileges are as outlined by the individual Events and Tours rules and procedures.**

Rationale: The Membership Committee presented a Motion at the Board of Directors Fall Meeting which would allow individual events and tours to determine USWCA members’ participation privileges. Motion passed and the above Bylaws changes reflect the outcome of that Motion.

Standing Rules - #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. **The Parliamentarian may serve more than one term and the terms need not be in succession.** 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. (Note — second paragraph remains the same)

Rationale: The Governance Committee decided that a Parliamentarian should be able to hold more than one term. This change reflects that decision.

The following changes to the Bylaws and Standing Rules reflect the formalization of when Alternate/Proxy Forms must be submitted to the Secretary for registration.

Article XI - Meetings

Section 5. Proxies

Proxies may be voted at all meetings of the Board of Directors. Proxies should be directed to a voting member of the Board of Directors, **and the Club Representative must register the proxy via mail or electronic transmission with the USWCA Secretary at least 48 hours prior to any duly called meeting. (See Standing Rules 3. Proxies)**

USWCA Standing Rules - #3 Proxies

- (a) If an Officer or Club Representative is unable to attend a **Board of Directors** meeting and an Alternate has not been registered with the Secretary to replace her (see Section 4/Alternates below), she may submit her proxy to a voting member of said meeting to be voted, **and she must also send a copy of the proxy to the Secretary. Copies must be transmitted to the Secretary via mail or electronic format to arrive at least 48 hours prior to the meeting to be registered.**
- (b) If a Club Representative does not have a voting member to whom she can submit her proxy, it may be submitted directly to the Secretary **via mail or electronic format to arrive at least 48 hours prior to any duly called meeting. The Secretary** will vote all the proxies she holds as a block with the majority vote at the meeting unless clear instructions have been given on the proxy as to how the Club Representative wants her vote to be cast.
- (c) **If a Club Representative, Officer or Standing Committee Chair has to leave a Board of Directors meeting before the end of business, she must fill out a Proxy form and submit it to the Secretary before she leaves (the 48-hour timeline does not apply).** (Note - this is a new subsection — the current (c) becomes (d))

CLARIFICATION: it is the responsibility of a Club Rep/Officer to send a copy of her proxy (#3(a) above) to the Secretary at least 48 hours prior of the meeting. The person holding her proxy may not arrive at the meeting with proxy in hand without prior notification to the Secretary from the Club Rep/Officer. All proxies are required to be registered with the Secretary by the Club Rep/Officer. Any Rep, Officer or Standing Committee Chair leaving a Board of Directors meeting before it ends must fill out a proxy and hand it in to the Secretary before she leaves.

