

PROPOSED BYLAWS CHANGES FOR 7/1/2010

Thank you to those who have provided some input regarding the changes that are being proposed for the bylaws

In talking with those of you who could attend this month's conference call to discuss the proposed changes – as well as with other associations who have voiced their opinion – I want to make sure we all realize that we only have the option to vote to either pass or reject the document as a whole.....not just the grammatical portions, not just certain passagesbut the document in its entirety.

If only the grammatical and housekeeping type of changes were being proposed, we've all said we would have no problem passing the entire proposal. However, there are some very significant changes that are included in this document that many of us are not comfortable with passing.

Is it a moot point to discuss these changes if our option is to reject the entire document anyway? Well, as a state we still want to share our feelings and concerns with each other in order to keep the lines of communication open. I know that so many times when bylaws changes come about, so many of us moan and groan.....there are so many pages to go through, I don't understand what the change is doing, why do we need this change, why does it have to be so complicated.....etc, etc

We need to keep in mind that this association belongs to each and every one of us – so each of us has a responsibility to make sure that our governing documents provide for us the type of association that meets our needs but also allows our organization to grow.

That being said, here are the points that have come out as a result of discussions regarding these changes:

Article III, Section 2

- **(proposed letter) D. Revocation**

Previously the Board of Directors were able to revoke membership of any member for an uncollected indebtedness

Now they also have the ability to revoke membership based on a violation of the Code of Ethics

Yes, this is a good thing.....don't some of our designations require us taking an ethics class as part of the education process to earn the designation....aren't we, as members of this organization, charged with the responsibility for ethical behavior as an example to an industry that is currently steeped in mistrust by the general public? The problem is that it's not clear as to how this works. Indebtedness is easily documented.....how is the violation determined? what is the process? how is it handled? This is a very sensitive and serious matter

Article III, Section 3

- **B. Dues Adjustment**

Annual dues were able to be increased OR decreased previously, with respect to the annual rate of inflation.

The proposal is to remove the word "decrease" in the adjustment as "it would not be fiscally responsible to decrease our membership dues."

Yes, the cost of products and services normally continue to rise.

However, removing the word “decrease” 1) removes the flexibility that this proposal is supposedly trying to achieve (according to the “Reason” for a number of the other changes proposed in the document); 2) we are living in an economy of uncertainty where we struggle to make ends meet – which makes it harder to hold on to members who are struggling financially...many of whom have not had an increase in their own paychecks for quite some time.....

Removing the word “decrease” sets it in stone.....keeping it at least allows the possibility.....

- **E. Dues Payment Dates**

Previously, membership was considered “forfeited” if not received by the last business day of August

The proposal moves that time up by one month to the last business day of July

The purpose is to process the dues in a more timely manner.....which is a good idea – we’re all looking for our portion of those operating funds as soon as possible

However, the reasoning of members receiving renewal notice in the “Spring” should be enough time to allow for payment by end of July brought up some problem points:

A majority of the associations in PA do NOT use direct dues billing.... so the “notices” go to the membership chair, who then must send out to all members.....members then must either submit a check (or request check from employer) to the membership chair.....the chair then sends renewal apps back to National with payment – and we know they cannot send each check in individually

Notices are sent in the “Spring” – not a defined time.....send them out earlier and specify a definite date as to when they must all be out (something like March 1.....or “the last business day of February”)

Article IV

Section 2. Regions

NAIW is divided into regions – and currently realignments of established regions must be presented to the members for a vote.

The proposal, based on adopting Article XV, states that the realignment of regions would be evaluated and voted on only by the Board of Directors.

Again, the question arises as to what the process is going to be to determine the realignment.....

Members are feeling a loss of voice and control in an organization that they are to believe belongs to them....

Section 4. Local Associations

D. Bylaws of a Local Association

Currently each local association is to adopt bylaws that do not conflict with the model set up by National.

When we made the very big change to the laws a number of years ago, we were advised (by National) that we no longer had to submit any changes to our local bylaws to National for review – but they still had to conform to the model. We’d been used to requiring approval for so long that this no need for approval was a very unique idea to get used to.

As the council director of each state is to be involved in getting a new association started – as well as the RVP - a question arises as to why a new association must wait until a meeting convenes in which the entire board is to sit and review something that has been overseen by elected leaders of our organization.

A new association whose set-up is being overseen is more likely to have the correct bylaws structure than anyone else.....

The reasoning given by the proposal only states that this wording is being consistent with wording for council and regional bylaws

Article VIII, Board of Directors

New Section 5. Abstention from Voting

This has brought about the most confusion of any of the changes.

The reason given for this addition is that it was recommended by NAIW's attorney.... no other details/explanation

The wording is very murky....."any Director deemed to be interested in the outcome of any vote shall voluntarily abstain from voting on the matter..."

Of course every Director is interested in the outcome of every vote – which seems obvious.....so the intent?

Does this mean the Director has a personal interest in the matter....some relationship tied to the outcome.....a conflict of interest.....what?

Again, members getting a feeling that NAIW has an agenda which they do not wish to reveal to its own members

Article XV, Amendment of Bylaws

Section 1. Amendment

and

Section 2. Name Change and/or Change in Dues Structure

and

Section 3. Effective Date

(If approved, this also changes the Amendments to the Standing Rules...see Section 9. Amendments to the Standing Rules)

Undoubtedly the one section that upset members more than any other

In a nutshell, the proposal stipulates that the only time the members of NAIW will be able to vote on a bylaw/standing rule issue (as we currently do at council day and regional conferences – in preparation to pass the change when voted at national conference) is when the matter is related to change in either the dues structure or a proposed name change.....that's it.

All other bylaws/standing rules amendment matters will be voted on and may be passed by a 2/3 vote of the Board of Directors at any Board meeting

And any adopted amendments take effect immediately upon being passed (unless otherwise specified)

Yes, we understand that it takes considerable time to get things changed because of the procedures that must take place....but this is not the answer. It may take time to work out a better one, but I have not heard one positive feeling brought about by this change. Members are extremely upset about losing what appears to a voice in an association – an association of choice! - that they pay for, work at and promote.

At a time when the public feels a loss of voice and confidence in the operation of the U.S. government, does National not see the parallel that members are drawing between the government and our own organization?

Please be sure to take the time to read Sections 1, 2, 3 and 9 under Article XV as I believe there will be much discussion

Standing Rules

6. Allowed Expenses

D. Council Director Leadership Training Meeting hosted by NAIW (International)

Currently NAIW holds a leadership training meeting for all council directors prior to the

beginning of their term....time and place to be determined

The proposed change is try to incorporate the training meeting into the schedule of the regional conferences so that council director-elects do not incur an extra expense for this training.

Something very positive to benefit members that wish to consider moving up the ladder!

NEXT CONFERENCE CALL

THURSDAY, April 29 @ NOON

TOPIC: EDUCATION

Call co-hosted by our PA Council Education Chair, Barbara Miller-Nelligan

Please be sure to invite your association's education chair to join us on the call

Dial-in number: 800-908-2848
Enter # 1500022 when prompted