

Bylaws Changes—What and Why?

Following the leadership changes of last year and the withdrawal of the bylaws revisions made by the previous board of directors in early 2018, the currently seated board members determined that this challenge would be undertaken during and following the annual board retreat in October 2018.

An ad hoc board committee was established by President Cindy Banyai and we have been busy working through revisions to align with the board's direction. Led by board director Margaret Stout, the committee includes CDS officers Jane Leonard, KP Williams, Eric Trevan, and Caitlin Bletscher, with pro bono assistance from Tom Wack, an attorney based in Missouri, USA (CDS's corporate home). Through several rounds of board review, feedback, and deliberation, the committee has completed its work and the attorney has verified that the revised bylaws are in compliance with Missouri law. They were adopted by the board of directors at its meeting of January 18, 2019 and are printed herein for review by the members.

The board of director's driving purposes for these revisions were to ensure that as the foundation to all other Policies and Operational Guidelines, the bylaws (1) honor CDS's founding mission while reflecting current CDS operational practices, (2) are in compliance with current Missouri nonprofit law, and (3) are congruent with best practices in nonprofit governance. Within those overarching goals, we also had several policy objectives:

1. Engender a greater policy role for the board of directors and create a greater operational role for professional staff.
2. Reduce the board size to improve attainment of quorum and increase the logistical feasibility of more frequent board meetings.
3. Add protocols for handling director and officer vacancies, especially to preserve the developmental purpose of the advancement between executive leadership positions.
4. Increase opportunities for checks and balances between the directors and officers to minimize decisions made by individual officers or the executive committee alone.
5. Reduce the number of standing committees of the organization led by directors and officers and increase the number of subcommittees and ad hoc committees led by CDS members.
6. Generate a clear differentiation of fiduciary responsibility among elected board members as opposed to guidance from volunteer committee members.
7. Clarify the relationship between the board of directors and CDS publication editors.
8. Lessen the number of operational details in the bylaws, moving this specificity into the Policies and Operational Guidelines.

Details follow, organized by Article appearing in the revised bylaws. For further questions or information from the ad hoc committee, please contact Margaret Stout at margaret.stout@mail.wvu.edu.

Article 1. Purpose:

Section 1: Includes and restates the purpose of the organization, as stated in the original CDS Constitution from 1969, with the exception that “mankind” is changed to “humanity” to remain gender neutral throughout the bylaws.

Section 2: Standard nonprofit language inserted, as verified by the attorney.

Article 2. Offices

Section 1: Location of offices is a legal requirement, as verified by the attorney.

Article 3. Gender Neutral Language

Section 1: Clarifies the use of gender neutral pronouns throughout the bylaws.

Article 4. Membership

Section 1: Eliminates specific language about types of organizational members (library, corporate).

Article 5. Board of Directors

Section 1: Reduces the number of board members to 11 (six elected directors and five elected officers). This is fewer than the current 18, as well as the original number of 13. A group of 11 plus the Executive Director and at least one ex officio journal editor makes the group size more manageable and creates an odd number of voting members to avoid tie votes. This change also evens out the ratio of directors to officers while maintaining a majority of directors.

Section 3: Moves instructions on voting and expiration of terms from Bylaws to the CDS Policies and Operational Guidelines handbook (POG).

Section 4: Sets board terms to stagger, and to take office at the Annual Meeting upon their election. (The word “qualified” refers to candidate being a Voting Member of CDS.)

Section 5: Establishes a protocol for forfeiture and removal from office and how to handle vacancies.

Article 6. Officers

Section 1: Changes previous designations of President and Vice Presidents to Chair, Vice Chair of Programs, and Vice Chair of Operations. Adds appointment language (if needed in the case of a resignation). This nonprofit title language matches the operating model of creating the office of Executive Director to function as Chief Executive Officer (see Section 13.)

Section 4: Requirement for the Treasurer to be bonded is removed as it is very costly each time the person holding the office changes and this requirement hasn't been followed in many years.

Sections 3 – 7: References to officers fulfilling operational functions have been removed and transferred to the Executive Director role.

Sections 5 – 7: Specifies election protocols, duties, and confirmation protocols in the elevation tracks from Vice Chair of Operations to Vice Chair of Programs, and Vice Chair of Programs to Chair. (The Vice Chair of Operations is elected by the voting members of CDS, and that person moves along a 3-year-track serving as Vice Chair of Operations in the first year, Vice Chair of Programs in the second

year, and Chair of the CDS Board in the third year.) The elevation to Vice Chair of Programs and to the Chair of the Board are confirmed by the CDS Board members at the start of those years (July to July) to ensure that the persons most familiar with the officer's previous performance have confidence in their ability to move on to the 2nd and 3rd years of service in the Vice Chair to Chair track.

Section 13: Creates the office of Executive Director as Chief Executive Officer of CDS. (This title replaces the current title of Managing Director.)

Article 7. Indemnification

Section 2: Adds specific type of insurance required: General Liability, and Directors and Officers Errors and Omissions Insurance.

Article 8. Meetings

Section 1: Requires written notice to the Board of Directors of the time, date, and place of meeting of Board of Directors at least 5 business days prior to meeting date.

Article 9. Committees

References to Councils were removed as it is legally ill-advised to delegate fiduciary authority to a group outside of the board of directors. Practices such as external audits replace this type of arrangement.

Section 1: The executive committee is now charged with ensuring that orientation and professional development of board members occurs.

Section 3: Clarifies the roles of standing committees and adjusts names. Moved details to the Policies and Operational Guidelines.

Article 10. Chapters

References to Sections, Interest Sections, and Action Networks were removed and moved to the Policies and Operational Guidelines. Reliance on volunteers and one part-time staff member does not permit the organizational commitment to support all of these types of initiatives and groups.

Section 2: Most of the details about Chapters were moved to the Policies and Operational Guidelines.

Article 11. Amendments

While Missouri law only requires a simple majority vote to amend bylaws, to ensure consensus-oriented deliberation and decision making, the requirement is increased here to a two-thirds majority vote (8 of 11).