

Bylaws Amendment: Clarifying the definition of "Board"

Initiators: Juan Alcalde, Lois Shugarr, Darlene Hill

Legislative District: LD13

Precincts: McQueen, Compadre, Dobson Park

Bylaw Articles: ARTICLE V: OFFICERS

Bylaw Sections: SECTION 2: EXECUTIVE COMMITTEE- Page 11-12

SECTION 3: APPOINTED OFFICERS- Page 12

SECTION 4: BOARD- Page 12-13

Various Sections and corresponding pages containing terms to be changed

(Due to the extensive changes related to this Bylaws Amendment, the usual Bylaws Amendment form was not used, and this variation was used.)

Our current Bylaws are based upon an older template adopted by several LDs within Maricopa County years ago. The basis of this template met the needs of the District at that time. Some wording of the Bylaws are not applicable in regards to how our LD has been run. Our elected officers (including the Chair, 1<sup>st</sup>, 2<sup>nd</sup>, etc.) have been referred to as the "Executive Committee", the "Board". and "District Officers". There are over 70 instances where these terms have been used to describe our elected officers. This Bylaws amendment defines "Board" to be in line with the definition of "Board" in the MCRC Bylaws Definition on their page 1: 'The "Board" shall mean the elected officers of a "Legislative District Republican Committee".'.

Our goal is to implement and clarify the terminology, which if approved, will clearly define the team elected to run the Legislative District and serve you, the PCs and our Community now and in the future.

Note: Change instructions are in **bold/italics**; text changes are in **underlined/bold/italics** and ~~strikeouts~~

**1. PROPOSED ACTION** to clarify terminology used to define the Elected Officers of LD13

**RATIONALE:** The use of the term "Executive Committee" will no longer be used to define the group of our Elected Officers. All of these functions will be covered under Section 3 (was Section 4 page 12-13) under the heading "BOARD".

***STRIKE OUT ARTICLE V: OFFICERS, SECTION 2. EXECUTIVE COMMITTEE***

**CURRENT VERSION** of the Bylaw Article V: Officers, Section 2 Executive Committee Page 6-7:

## **SECTION 2. EXECUTIVE COMMITTEE**

### **A. Composition.**

The elected District officers constitute the Executive Committee.

### **B. Duties.**

Convene upon short notice when necessary to conduct urgent Board or District business.

## C. Meetings

1. Notice of a meeting of the Executive Committee may be called by the District Chair or any two Executive Committee members. Notice must be given to all members of the Executive Committee by electronic means at least 24 hours in advance of the meeting, but this requirement may be waived by unanimous consent of all voting members of the Executive Committee.
2. Fifty percent of the elected District officers constitute a quorum of the Executive Committee. If the number of District officers is below six due to vacancies, a minimum of three elected District officers constitutes a quorum.
3. Minutes of the meeting must be taken and these minutes must be distributed at the next District meeting or with the notice of the next District meeting.
4. The presider of any Executive Committee meeting must give a report at the next District meeting.

**2. PROPOSED ACTION** to clarify terminology used to define the Elected Officers of LD13

***SECTION #3 will be renumbered as SECTION 2. APPOINTED OFFICER***

**3. PROPOSED ACTION** to clarify terminology used to define the Elected Officers of LD13

***SECTION #4 will be renumbered as SECTION 3. BOARD***

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**4. PROPOSED ACTION** to relocate the text for duty reassignment of appointed officers:

**RATIONALE:** The previous definition was a part of the definition of Board in SECTION 4. BOARD page 12, and should now be in SECTION 2. APPOINTED OFFICERS.

***Add the following to the end of the text in SECTION 2 (was SECTION 3. APPOINTED OFFICERS page 12):***

***In the event that any appointed officer neglects any duty of their office, the Board may, by majority vote, assign that duty to another District member and provide that member with the resources needed to fulfill that duty. Any appointed member of the Board missing three consecutive Board meetings may be removed and replaced by a majority vote of the Board.***

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**5. PROPOSED ACTION** to clarify terminology used to define the Elected Officers of LD13

**RATIONALE:** The above changes to ARTICLE V Section 4 reflect the Composition, Duties, and Quorum that have been set as an operational precedent by our LD for several years and gets rid of the ambiguity of using different terms to describe the governing body.

**CURRENT SECTION 4 page 12-13:**

## SECTION 4. BOARD

### A. Composition

1. The elected District officers, appointed officers, committee chairs, and the Republican legislators of the Legislative District constitute the Board.
2. The elected District officers are the only voting members of the Board.
3. Any appointed member of the Board missing three consecutive Board meetings may be removed and replaced by a majority vote of the Board.

#### **B. Quorum**

1. Seven total members of the Board, including 50% (but not less than three) of the elected officers constitute a quorum.
2. If one person acts as Secretary and Treasurer, that person counts as only one voting member for the purpose of quorum.

#### **C. Duties**

1. The Board supervises the affairs of the District between regular District meetings, fixes the place of District meetings, make recommendations to the District, and performs such other duties as are specified in these bylaws, including but not limited to:
  - a. Planning District meetings and activities,
  - b. Coordinating the work of committees,
  - c. Preparing the District budget.
2. In the event that any elected or appointed member of the Board neglects any duty of the office, the Board may, by majority vote, assign that duty to another District member and provide that member with the resources needed to fulfill that duty.

#### **D. Meetings**

1. The Board meets upon the call of the Chair or upon the call of four voting Board members.
2. No less than three times in odd numbered years.
3. No less than five times in even numbered years.
4. No member of the Board may be excluded from any Board meeting.

#### ***THE FOLLOWING NOTED CHANGES ARE NEEDED***

### **SECTION 3. BOARD**

#### **A. Composition**

1. The elected District officers *constitute the Board.*
2. The elected District officers are the only voting members of the Board.
3. *(Remove – moved to revised SECTION 2. APPOINTED OFFICERS)*

#### **B. Quorum**

1. *Fifty percent of the elected District Officers, but not less than three constitute a quorum.*

2. If one person **serves as two positions (for example- Secretary and Treasurer)**, that person counts as only one voting member for the purpose of quorum.

### **C. Duties**

1. The Board supervises the affairs of the District between regular District meetings, fixes the place of District meetings, make recommendations to the District, and performs such other duties as are specified in these bylaws, including but not limited to:

- a. Planning District meetings and activities,
- b. Coordinating the work of committees,
- c. Preparing the District budget.

2. In the event that any ~~**elected or appointed**~~ member of the Board neglects any duty of the office, the Board may, by majority vote, assign that duty to another District member and provide that member with the resources needed to fulfill that duty.

### **D. Meetings**

1. **Notice of a meeting of the Board may be called by the District Chair or any two Board members. Notice must be given to all Board members by electronic means at least 24 hours in advance of the meeting, but this requirement may be waived by unanimous consent of all of the Board members.**
2. No less than three times in odd numbered years.
3. No less than five times in even numbered years.
4. No member of the Board may be excluded from any Board meeting.
5. **Minutes of the meeting must be taken and these minutes must be distributed at the next District meeting or with the notice of the next District meeting.**

6. **PROPOSED ACTION** to clarify terminology used to define the Elected Officers of LD 13:

***All references to “Executive Committee” and “District Executive Committee” will be changed to “Board” throughout the Bylaws.***

***Correct the definition of “Board” (SECTION 3. DEFINITIONS page 26) from:***

Board The Executive Committee and the appointed District officers.

***to:***

Board ***The elected District officers of LD 13***

***Clarify the definition of the District elective offices (SECTION 1. ELECTED OFFICERS A. Number page 6) from:***

The District elective offices are:

***To:***

The District elective offices ***(related to the Board Members)*** are: