

2023 PCA Chicago Region Bylaws Review

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Summary

In 2022, the board directed a committee to update our Bylaws to incorporate the following items:

- Remote Board Meetings
- eMail and/or other types of distributed motions
- An explicit procedure for replacing a director that is elected as an officer before the end of the director's term

During that process, the committee learned that all changes to bylaws must be reviewed and approved by the Policy Committee of PCA National. The Policy Committee's review is not restricted to the changes and includes a review of the entire document. The Policy Committee provides guidelines on what it expects to be included in a region's bylaws and provides sample text as a guideline.

A review of those guidelines and conversations with the Chair of the Policy Committee identified several shortcomings in our existing bylaws. This include, but are not limited to:

Items missing:

- Duties of officers
- Conflict of Interest statement
- Financial Oversight
 - Requirements for budgets
 - Publication of Financials to entire club twice per year
 - Others
- Requirement of a Club-wide Meeting
- eMail and/or online voting for officers
- Standing Committees

Items in conflict:

- Nominating committee should not be appointed by president
- Officers should be elected to 2-year terms
- Multiple people should be nominated for each position
- No term limits for coordinators
- No maximum number of times an individual can be in a role
- Membership and loss of membership

As a result of this review, it was decided to re-draft the bylaws using the Policy Committee's boilerplate as a baseline and modify it to incorporate specifics to the Chicago Region.

The following sections provides a section-by-section summary of what has changed between our prior bylaws and the revised version.

Overall

The order and in some cases, organization of the document has changed. In the details below, the sections are detailed using the updated document's organization. The new document includes several sections the current bylaws did not contain.

Article II: Objectives

1. Item 7 was replaced with the boilerplate text

Article III: Powers and Badge

This was formally called Policy. Policy is now Article IV.

1. Added a section detailing the powers of the organization.
2. Added a section detailing the club's Badge (Logo) and procedures for updating

Article IV: Policy

Formally Article III.

1. Changed the word "This" to "The" when referring to the club.

Article V: Membership, Dues, and Fees

1. Revised to match National's definition. Words are directly from National's boilerplate.

Article VI: Elected Officers

This was Article V – Board of Directors.

1. Changed to match National's definition.
2. Added an eligibility section per National requirements

Article VII: Elected Officers/Board of Directors

This is a re-write of our old Article V – Board of directors merged with boilerplate from National.

1. Added ability to have mail, email, in-person, and electronic polling of the board in order to make decisions.
2. Added specific duties of each officer
3. Included in the duties of Treasurer is the requirement to publish full financials semiannually in "the Club's official publication" per National requirements.
4. Added explicit ability of the board to nominate and approve a replacement board member in the case of a resignation.

Article IX: Standing Committees and Special Committees

This Article is new and is required by the Policy committee. It defines the various committees in the club (really, anything with a coordinator.)

1. Adds the requirement for the development of a budget for each of the committees
2. Adds term limits for coordinators. This has been augmented from National's verbiage to include a transition period for those coordinators that have been in their roles longer than the term limit.

Article X: Election of Officers

1. Nominating committee changed from being appointed by President to being appointed and approved by the Board of Directors.
2. Added ability to vote via electronic means.
3. Added section explicitly defining how votes are counted and reported.

Article XI: Fiscal Year

Added as a separate Article per National boilerplate to define that the club is on a calendar year. This was part of the General Policy section of Article VII – Financial in the original bylaws.

Article XII: Obligations and Indebtedness

This is National boilerplate that covers what was in the original Article VII – Financial.

1. Adds the requirement to publish full financials semiannually in “the Club’s official publication” per National requirements.

Article XIII: Meetings

This is boilerplate that replaces what was part of Article V – Board of Directors and makes the frequency, attendance, and scope of meetings explicit.

1. Added the explicit ability to hold virtual. teleconference, as well as in-person meetings.
2. Per national, adds the explicit requirement for a General Membership Meeting
3. Spells out explicitly that guests are allowed at the Board of Directors meeting

Article XIV: Official Publication

This requires the publication of a club’s official publication (The Scene) and that it can be either print, electronic, or both.

Article XV: Disposition of Surplus Funds

This was Section 5 of Article VII – Financial. It is unchanged.

Article XVI: Amendment of Bylaws

Replaces Article VIII – Amendment of Bylaws using National language.

1. Adds the ability to vote electronically as well as via mail.