

## **OLD BUSINESS AGENDA ITEM – JUNE 2013**

### Background

At the January 2013 Board meeting, New Business Item I proposed the appointment of an Ad Hoc committee to study Meetings of Member Committees. This proposal was approved by the Board (Motion #13-6) by a vote of 15-0. The appointed Ad Hoc committee consisted of Chair Ray Hoyt, and Members Linda Henwood, Maggie Leman, Robert Stettler and David Wortham. This committee was directed to have its report ready for the June 2013 Board meeting.

### On Committees Generally

The supposition at the outset of this project was that “Member Committees” must have their creation, makeup, authority, and operating procedures addressed in the corporation’s articles of incorporation or their bylaws. Upon closer scrutiny of the Washington Nonprofit Corporation Law, this original supposition turns out not to be the case.

The law (WA Statutes, Sect 24.03.065 and 24.03.115) sets forth that the corporation’s board of directors may designate and appoint committees to perform certain activities of the corporation, delegating certain of its duties to those committees. For those committees to have that delegated authority, they must have at least two directors as committee members. These committees are a form of organizational governance that NPGA has never chosen to adopt. The committees currently in use in our association are those created by the board and are always ultimately responsible to the board. None of them are ever authorized to make association or board policy, only to carry out board policy.

The provision in the law (WA Statutes, Sect 24.03.075) requiring corporate bylaws to authorize committees to hold their meetings at locations other than the registered office of the corporation is similarly deemed to not apply to NPGA; therefore no bylaw proposal is recommended in this case.

Currently, we provide for all types of committees, (to include Standing Committees) coordinators and department heads in our bylaws, Sec 5.1 and 5.2. Both sections make only general stipulations, and leave all the details to our Rules and Regulations. This allows the Board to modify all of these subdivisions at any time without having to change the bylaws. Whether or not their title remains “Standing Committees” or is amended to “Member Committees,” this Ad Hoc Committee recommends that no additional reference to committees need be added to the bylaws.

### On Committee Meetings

None of our governing documents currently specify how meetings of committees are to be conducted. It seems appropriate that any rule-making with respect to committee meetings can be accomplished by writing them into the Rules and Regulations. There seems to be several options available to NPGA committees to conduct their meetings. They could meet in person (which practically never happens), they could use what is referred to as electronic meetings (Director Stettler’s Ad Hoc Committee on “Board Business Between Meetings” is researching this issue which should be easily applicable here), or they could conduct their business by e-mail.

Meetings in Person: Although rare, committees can hold in-person meetings at any time or place called by the committee chair. These meetings would accomplish the business for which the meeting was called, the chair and members would communicate and deliberate with each other on the business at hand, all of which would be recorded including any votes taken by means of traditional minutes.

Electronic Meetings: If the Rules and Regulations specify that electronic meetings are authorized for committees, the rules should spell out what type of equipment would be required, who would provide it, and how technical difficulties or malfunctions would be resolved and at whose expense. Any notice for an electronic meeting must include an adequate description of how a committee member participates. At all times during an electronic meeting, there must be simultaneous aural communication capability between all participating committee members equivalent to that present in meetings held in one room or area. The rules must specify the conditions under which a committee member may raise a point of order, and how committee members may gain the floor to speak to issues under discussion. Finally, methods must be specified in the rules for the taking of minutes, and recording of votes.

E-Mail Meetings: If a committee chair intends to conduct any committee business by e-mail the chair should send all relevant paperwork/documentation to all committee members with specific instruction on what the committee members are to do with that material. Any communication by any committee member from that point forward must go to all members (keying Reply All). The chair will be responsible to ensure that these procedures are followed. In this manner, the chair and all committee members should have a complete file of all material under consideration and of all comments and input from every participating committee member. Since all exchanges are done in writing, the chair's own file will constitute the official record of the proceedings. If any voting by committee members is a part of the business being conducted, the chair will compile the voting tallies by all participating committee members. The official record, to include voting results will be maintained by the Business Manager in the same manner as Board minutes (published version) are maintained.

### Conclusion

Since the deadlines for the submission of agenda items and committee reports differ from each other, this report is being submitted in advance of whichever deadline is deemed appropriate.

A current set of Rules and Regulations is not available as of the writing of this report. Accordingly, no proposal which includes the insertion of language into the Rules and Regulations specifying the different options for committees to conduct their business is included. If the concepts in this report survive Board scrutiny, rules will have to be written onto a Motion Form.

Ray Hoyt, Ad Hoc Committee Chair