

Committee members: Richard G. Cohen, Chair; David Card, Peter F. Culhane, David Kaplan, Chris Spitz, Andrew Wolfberg

Report of PPCC Bylaws Committee – April-May 2019

The Bylaws Committee has now completed its review and consideration of possible further changes to the Bylaws. These changes primarily involve enhancement of provisions pertaining to disciplinary procedures and the Code of Conduct, as well as clarification of Board membership throughout the document. Additionally, upon review the Committee has determined that various provisions in other subject areas should also be amended. The Bylaws Committee is accordingly proposing that the PPCC board adopt comprehensive amendments to the Bylaws and Standing Rules, as summarized below.

Two documents are being sent to each Board member for review and have been published on our website: a “redline” version, with each and every recommended addition highlighted [additions in red font; deletions in notes in right margin], and a final “clean” draft for voting purposes. Before any Bylaws amendments may be adopted, they must be distributed with the agenda for two consecutive PPCC meetings per Bylaws Article XII. So, the proposed changed document will be introduced in this case at the second meeting in April (4/25/19), and it will be distributed again and voted on at the first meeting in May (5/09/19).

Many of the changes have been recommended to assure clarity, consistency and uniformity of application of rules. These include changes, corrections or clarification of membership definitions, nomenclature, procedures and capitalization consistent with definitions. Others are more substantial, such as new provisions governing Board member conduct and providing for more fair disciplinary measures. Some changes are necessitated by previous amendments to Attachment A approved by the Board (relative to candidates’ conduct during the campaign for election of Area and At-large Representatives). In summary, the proposed changes include:

- Providing for additional definitions and other clarification regarding Board membership and the relationship between and among Representatives, Alternates and Member Organizations.
- Providing for consistency and uniformity of nomenclature, terminology and capitalization throughout.
- Expanding application of Code of Conduct provisions to Member Organizations, Alternates, Advisors and candidates for officers and Elected Representatives.
- Enhancing disciplinary procedures in order to stress confidentiality and protection of the rights of Board members accused of violations.
- Amending various other provisions, including: Member organizations’ annual appointment of representatives and certification of information about each organization; the request by an Organizational Representative to postpone a Board vote; circumstances in which certain committee service by a Chair is permitted; meeting attendance; and agenda order.

The Committee moves that the recommended amendments be adopted by the Board; because of slight differences in voting criteria, four votes are required. As noted, voting will take place after discussion at the Board meeting on May 9, 2019. A two-thirds vote of Board members present is required for adoption of amendments to the Bylaws (including Appendix A); a majority vote of Board members present is required for adoption of amendments to the Standing Rules (Appendix C); abstentions are counted as “No” votes in both instances (Art. XII. 2.B and Art. XVI).