

Committee members: Richard Cohen, Chair, Reza Akef, David Card, Peter Culhane, David Kaplan, Chris Spitz, Andrew Wolfberg

Report of PPCC Bylaws Committee – February 2019

The PPCC Bylaws govern how we are organized and operate: what we do and how we do it. The Mission Statement read at the start of each PPCC Board meeting comes verbatim from our bylaws. The Bylaws have been incrementally changed numerous times over the years. There are many authors and occasionally terminology can become confusing.

The Bylaws Committee is in the process of reviewing and discussing suggestions for revisions to the Bylaws. In the coming weeks the Committee expects to recommend a series of possible changes, including revised provisions for the election of area and at-large representatives. Because the officers' nomination and election processes are around the corner, the Committee is first recommending a few changes in those processes, along with clarification of the Chair's and Legal Advisor's *ex officio* status (see bullet points 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 in red (there are no deletions), 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 first meeting in February (2/14/19), and it will be distributed again and voted on at the second meeting in February (2/28/19).

Most of the changes are minor and have been recommended to assure clarity and consistency of terminology, uniformity of application of Bylaws provisions and consistency with Robert's Rules of Order. Here is a rundown of the changes:

- Provide that the Chair shall be an *ex officio* nonvoting member of all appointed committees other than the Nominating Committee, and that the Legal Advisor shall be an *ex officio* nonvoting member of all committees. (Art. VI, Sec. 1; Art. XIII, paras. 1 & 2)
- Clarify that the Chair shall not attend Nominating Committee meetings nor participate in deliberations of the Committee. (Art. VII, Sec. 1)
- Clarify candidates' forum and officers' election procedures, including additional requirements in the event of a tie between candidates. (Art. VII, Secs. 3 & 4.B)

The Committee moves that the recommended amendments be adopted by the Board; as noted, a vote on the motion will take place after discussion at the Board meeting on February 28, 2019. A two-thirds vote of Board members present is required for adoption of amendments to the Bylaws; abstentions are counted as "No" votes (Art. XII, Sec. 2.B).