

Proposed WRAC Bylaws Amendments – May 2024

Groups A-D (current, redline & “clean” proposed versions) – pp. 1-7
Proposed New Standing Rule 9 – p. 8

Group A Amendments (re WRAC Representatives):

ARTICLE II

DEFINITIONS AND ORGANIZATION

Current version (Art. II, Sec. 5):

Section 5. Representatives and Alternates

Each Member Organization shall choose one Representative and one Alternate according to rules determined by each Member Organization. The Representative (or in the absence of the Representative, the Alternate) shall be empowered to cast a vote on behalf of the Member Organization at any WRAC Board Meeting. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Board Meeting. General references in these Bylaws to voting Representatives shall mean these Representatives, and not Committee Representatives.

Proposed amended **redline** version (Art. II, Sec. 5):

Section 5. Representatives and Alternates

Each Member Organization shall ~~choose~~ **appoint** one Representative and ~~one Alternate~~ **may appoint up to two Alternate Representatives (i.e., First and Second Alternate Representatives)** according to rules determined by each Member Organization, **except that appointment of additional substitute representatives on a temporary, per-meeting basis is not permitted.** The ~~Representative (or in the absence of the Representative, the Alternate)~~ shall be empowered to cast a vote on behalf of the Member Organization at any WRAC Board Meeting. **The Alternate Representatives may participate at WRAC meetings but shall be empowered to cast a vote on behalf of the Member Organization only in the following circumstances: 1) in the case of the First Alternate, when the Representative is not present at a WRAC Board Meeting, and 2) in the case of the Second Alternate, when both the Representative and the First Alternate Representative are not present at a WRAC Board Meeting.** Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Board Meeting. General references in these Bylaws to voting Representatives shall mean these Representatives, and not Committee Representatives.

All references to "Alternate" and/or "Alternates" in these Bylaws shall mean and include First and Second Alternate Representatives.

Proposed amended **clean** version (Art. II, Sec. 5):

Section 5. Representatives and Alternates

Each Member Organization shall appoint one Representative and may appoint up to two Alternate Representatives (i.e., First and Second Alternate Representatives) according to rules determined by each Member Organization, except that appointment of additional substitute representatives on a temporary, per-meeting basis is not permitted. The Representative shall be empowered to cast a vote on behalf of the Member Organization at any WRAC Board Meeting. The Alternate Representatives may participate at WRAC meetings but shall be empowered to cast a vote on behalf of the Member Organization only in the following circumstances: 1) in the case of the First Alternate, when the Representative is not present at a WRAC Board Meeting, and 2) in the case of the Second Alternate, when both the primary Representative and the First Alternate Representative are not present at a WRAC Board Meeting. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Board Meeting. General references in these Bylaws to voting Representatives shall mean these Representatives, and not Committee Representatives.

Group A Amendments: ARTICLE II, Sec. 5 cont'd.

All references to "Alternate" and/or "Alternates" in these Bylaws shall mean and include First and Second Alternate Representatives.

Current version (Art. II, Sec. 6):

Section 6. Committee Representatives

Each Member Organization shall choose one Committee Representative to any Standing WRAC Committee according to rules determined by each Member Organization. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Committee meeting.

*Proposed amended **redline** version (Art. II, Sec. 6):*

Each Member Organization ~~shall choose~~ **may appoint, and is encouraged to appoint,** one Committee Representative to any Standing WRAC Committee **and may appoint up to two Alternate Representatives** according to rules determined by each Member Organization, **except that appointment of additional substitute representatives on a temporary, per-meeting basis is not permitted.** The rules with respect to participation and voting of Representatives and Alternates during WRAC Board meetings as set forth in Section 5 above shall **apply to meetings of any Standing WRAC Committee.** Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Committee meeting.

*Proposed amended **clean** version (Art. II, Sec. 6):*

Each Member Organization may appoint, and is encouraged to appoint, one Committee Representative to any Standing WRAC Committee and may appoint up to two Alternate Representatives according to rules determined by each Member Organization, except that appointment of additional substitute representatives on a temporary, per-meeting basis is not permitted. The rules with respect to participation and voting of Representatives and Alternates during WRAC Board meetings as set forth in Section 5 above shall apply to meetings of any Standing WRAC Committee. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Committee meeting.

ARTICLE IV

BOARD REPRESENTATION

Current version (Art. IV, Sec. 1):

Section 1. Selection of Representatives

Representatives shall be selected by their Member Organizations to sit on the WRAC Board according to the terms stated in Article II Section 3. Each Member Organization shall certify to the WRAC Chair the names, addresses, telephones and emails of its Representative and Alternate, and a description of the method of their selection. In any dispute among members of a group with respect to who shall be the Representative for the group, the WRAC Board shall require a Board approved resolution from the Member Organization to clarify the official Representative and Alternate from that Member Organization and notify the Chair of the WRAC of such resolution.

*Proposed amended **redline** version (Art. IV, Sec. 1):*

Section 1. Selection of Representatives

Representatives **and Alternates** shall be selected by their Member Organizations to sit on the WRAC Board

Group A Amendments: ARTICLE IV, Sec. 1, cont'd.

according to the terms stated in Article II ~~Section 3, Section 5~~. Each Member Organization shall certify to the WRAC Chair the names, ~~addresses, telephones and emails~~ telephone numbers and email addresses of its Representative and Alternates, and a description of the method of their selection. In any dispute among members of a group with respect to who shall be the Representative for the group, the WRAC Board shall require a Board approved resolution from the Member Organization to clarify the official Representative and Alternates from that Member Organization and notify the Chair of the WRAC of such resolution.

Proposed amended **clean** version (Art. IV, Sec. 1):

Section 1. Selection of Representatives

Representatives and Alternates shall be selected by their Member Organizations to sit on the WRAC Board according to the terms stated in Article II, Section 5. Each Member Organization shall certify to the WRAC Chair the names, telephone numbers and email addresses of its Representative and Alternates, and a description of the method of their selection. In any dispute among members of a group with respect to who shall be the Representative for the group, the WRAC Board shall require a Board approved resolution from the Member Organization to clarify the official Representative and Alternates from that Member Organization and notify the Chair of the WRAC of such resolution.

Current version (Art. IV, Sec. 2):

Section 2. Term

Each Representative, Alternate, and Committee Representative shall serve at the will of their Member Organization, without limitation as to the duration of such service. These Representatives and Alternates shall serve unless removed by the Member Organization or removed pursuant to Section 4 of Article IV or the Representative or Alternate resigns. Upon any Representative/Alternate's cessation of service for any reason, the Member Organization shall appoint a replacement Representative or Alternate and notify the WRAC Secretary.

Proposed amended **redline** version (Art. IV, Sec. 2):

Section 2. Term

Each Representative, Alternate, and Committee Representative shall serve at the will of their Member Organization, without limitation as to the duration of such service, **except as provided in Article II, Sections 5 and 6**. These Representatives and Alternates shall serve unless removed by the Member Organization or removed pursuant to Section 4 of Article IV or the Representative or Alternate resigns. Upon any Representative/Alternate's cessation of service for any reason, the Member Organization shall appoint a replacement Representative or Alternate and notify the WRAC Secretary.

Proposed amended **clean** version (Art. IV, Sec. 2):

Section 2. Term

Each Representative, Alternate, and Committee Representative shall serve at the will of their Member Organization, without limitation as to the duration of such service, **except as provided in Article II, Sections 5 and 6**. These Representatives and Alternates shall serve unless removed by the Member Organization or removed pursuant to Section 4 of Article IV or the Representative or Alternate resigns. Upon any Representative/Alternate's cessation of service for any reason, the Member Organization shall appoint a replacement Representative or Alternate and notify the WRAC Secretary.

(END Group A Amendments)

Group B Amendments (re Meetings/anonymous attendance):

ARTICLE V

WRAC MEETINGS

Current version (Art. V, Sec. 5):

Section 5. Conduct of Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all Board meetings. The presiding officer may limit the total amount of time allocated to a particular issue and to each individual speaker. To the extent practicable, the conduct of meetings shall be governed by the latest edition of Roberts Rules of Order.

Where a conflict exists between Roberts Rules of Order and WRAC Bylaws or Standing Rules, WRAC documents shall take precedence.

Proposed amended **redline** version (Art. V, Sec. 5):

Section 5. Conduct of Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all Board meetings. The presiding officer may limit the total amount of time allocated to a particular issue and to each individual speaker. To the extent practicable, the conduct of meetings shall be governed by the latest edition of Roberts Rules of Order.

Anonymous attendance, monitoring or participation in WRAC meetings is not permitted.

Where a conflict exists between Roberts Rules of Order and WRAC Bylaws or Standing Rules, WRAC documents shall take precedence.

Proposed amended **clean** version (Art. V, Sec. 5):

Section 5. Conduct of Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all Board meetings. The presiding officer may limit the total amount of time allocated to a particular issue and to each individual speaker. To the extent practicable, the conduct of meetings shall be governed by the latest edition of Roberts Rules of Order. Anonymous attendance, monitoring or participation in WRAC meetings is not permitted.

Where a conflict exists between Roberts Rules of Order and WRAC Bylaws or Standing Rules, WRAC documents shall take precedence.

(END Group B Amendments)

Group C Amendments (re Officers' election and term):

ARTICLE VII

OFFICERS

Current version (Art. VII, Sec. 1):

Section 1. Election of Officers

At the regular September WRAC Board meeting each year, the voting Representatives shall elect Officers who shall take office immediately and serve a two year term or until their successors are elected. The order of election for officers shall be: 1. Chair, 2. Vice-Chair, 3. Secretary and 4. Treasurer. The outgoing Secretary shall conduct the voting for the Chair. Following the election of the Chair, the Chair shall conduct the voting for the office of Vice-Chair, Treasurer and Secretary. A majority vote of those Board members voting shall be necessary for election. If there are more than two candidates for an office and none receives a majority vote on the first ballot, a run-off election shall be held immediately between the two candidates receiving the 8 highest number of votes. In the event of a tie, the election shall be decided by a single coin toss. The positions of Treasurer and Secretary may be held by one person.

In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement, subject to the approval of a majority of the voting Representatives present at the Board meeting.

Proposed amended **redline** version (Art. VII, Sec. 1):

Section 1. Election **and Term** of Officers

At the regular September WRAC Board meeting each year, **at two-year intervals**, the voting Representatives shall elect Officers who shall take office immediately and serve a two-year term or until their successors are elected. The order of election for Officers shall be: 1. Chair, 2. Vice-Chair, 3. Secretary and 4. Treasurer. The outgoing Secretary shall conduct the voting for the Chair. Following the election of the Chair, the Chair shall conduct the voting for the office of Vice-Chair, Treasurer and Secretary. A majority vote of those **Representatives** voting shall be necessary for election. If there are more than two candidates for an office and none receives a majority vote on the first ballot, a run-off election shall be held immediately between the two candidates receiving the 8 highest number of votes. In the event of a tie, the election shall be decided **during in-person meetings** by a single coin toss, **and during online (virtual) meetings by an alternative method chosen by the outgoing Executive Committee.** (By way of example only, an alternative method may be a "random decision maker" (RDM) app.) The positions of Treasurer and Secretary may be held by one person.

In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement, subject to the approval of a majority of the voting Representatives present at the Board meeting.

Proposed amended **clean** version (Art. VII, Sec. 1):

Section 1. Election and Term of Officers

At the regular September WRAC Board meeting each year at two-year intervals, the voting Representatives shall elect Officers who shall take office immediately and serve a two-year term or until their successors are elected. The voting Representatives shall elect the Officers who shall take office immediately upon election. The order of election for Officers shall be: 1. Chair, 2. Vice-Chair, 3. Secretary and 4. Treasurer. The outgoing Secretary shall conduct the voting for the Chair. Following the election of the Chair, the Chair shall conduct the voting for the office of Vice-Chair, Treasurer and Secretary. A majority vote of those Representatives voting shall be necessary for election. If there are more than two candidates for an office and none receives a majority vote on the first ballot, a run-off election shall be held immediately between the two candidates receiving the 8 highest number of votes. In the event of a tie, the election shall be decided during in-person meetings by a single coin toss, and during online (virtual) meetings by an alternative method chosen by the Executive Committee. (By way of

Group C Amendments: ARTICLE VII, Sec. 1, cont'd.

example only, an alternative method may be a “random decision maker” (RDM) app.). The positions of Treasurer and Secretary may be held by one person.

In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement, subject to the approval of a majority of the voting Representatives present at the Board meeting.

Current version (Art. VII, Sec. 2) – title of section only:

Section 2.

Duties and Term of Officers

*Proposed amended **redline** version (Art. VII, Sec. 2) – title of section only:*

Section 2.

Duties ~~and Term~~ of Officers

*Proposed amended **clean** version (Art. VII, Sec. 2) – title of section only:*

Section 2.

Duties of Officers

(END Group C Amendments)

Group D Amendments (re Conduct):

ARTICLE III

PURPOSES AND GUIDELINES FOR CONDUCT

Section 2: Guidelines for Conduct

Current version (Art. III, Sec. 2, subsections D & E):

- D. WRAC, its Board, and committee chairs, shall not discriminate in any of its policies, recommendations or actions against any individual or group on the basis of race, religion, national origin, ancestry, sexual orientation, age, disability, marital status, income, or political affiliation.
- E. Representatives and Alternates shall not engage at any time in Harassment or Bullying of Board members or guests at WRAC meetings, conveyed through physical, verbal or technological means. Bullying and Harassment are defined as behavior that is reasonably perceived to be dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical or emotional distress and is directed at one or more Board members.

Proposed amended **redline** version (Art. III, Sec. 2, subsections D & E):

- D. WRAC, its Board, and ~~committee chairs~~ **committees**, shall not discriminate in any of its **or their** policies, recommendations or actions against any individual or group on the bases of race, religion, national origin, ancestry, sexual orientation, age, disability, marital status, income, or political affiliation.
- E. Representatives and Alternates, **and committee Representatives and Alternates**, shall not engage at any time in Harassment or Bullying of Board members or guests at WRAC **Board and committee** meetings, conveyed through physical, verbal or technological means. Bullying and Harassment are defined as behavior that is reasonably perceived to be dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical or emotional distress and is directed at one or more Board members or **guests at WRAC Board and committee** meetings.

Proposed amended **clean** version (Art. III, Sec. 2, subsections D & E):

- D. WRAC, its Board, and committees, shall not discriminate in any of its or their policies, recommendations or actions against any individual or group on the bases of race, religion, national origin, ancestry, sexual orientation, age, disability, marital status, income, or political affiliation.
- E. Representatives and Alternates, and committee Representatives and Alternates, shall not engage at any time in Harassment or Bullying of Board members or guests at WRAC Board and committee meetings, conveyed through physical, verbal or technological means. Bullying and Harassment are defined as behavior that is reasonably perceived to be dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical or emotional distress and is directed at one or more Board members or guests at WRAC Board and committee meetings.

(END Group D Amendments)

Proposed NEW Standing Rule 9 (re Meetings/anonymous attendance):

9. In furtherance of Bylaws Article V, Section 5 (anonymous attendance), the Chair or other presiding officer at WRAC meetings shall ask all unknown meeting attendees to give full names and any affiliations, and if any attendee is paid to attend, the name and address of the attendee's client. The Chair or presiding officer shall remove from WRAC online (virtual) meetings any attendees who do not respond when asked by the Chair or presiding officer to so identify themselves. At WRAC in-person meetings, the Chair or presiding officer shall ask any attendees who do not identify themselves to leave the meeting, and if they refuse, the Chair or presiding officer may adjourn the meeting at his/her discretion or take such other action as may be approved by a majority of the voting Representatives present at the meeting.