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# CASSAR Bylaws Committee

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## Report to the Annual Meeting of the California Society, SAR

April 2020

### Amendments of Bylaws.

#### *Bylaw 8, §4(b)(iv)*

At annual or board of managers meetings properly noticed, proposed amendments to the bylaws may be voted upon with such voting restricted to one vote for each chapter president (or his designee). Passage of the proposed amendment requires at least a two-thirds vote of the chapters present and voting at the meeting.

# CASSAR Bylaw Proposals – April 2020

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## Proposal No. 1

(Noticed to membership on 1/15/2020)

### Bylaw 2, Section 6 (renumbering present sections 7 and 8):

#### Current

**Section 6**—To further the work of this society, women of good repute in the community who are related to SAR members in good standing shall be encouraged and assisted by the society in the establishment and operation of an independent organization to be named the Ladies' Auxiliary of the California Society of the Sons of the American Revolution.

#### Proposed

Eliminate Section 6, and renumber subsequent sections.

~~**Section 6**—To further the work of this society, women of good repute in the community who are related to SAR members in good standing shall be encouraged and assisted by the society in the establishment and operation of an independent organization to be named the Ladies' Auxiliary of the California Society of the Sons of the American Revolution.~~

#### Rationale

Bylaw 2 is “State Society and Chapters.” The Ladies' Auxiliary is not a “chapter” of CASSAR. It has its own officers, bylaws, etc. Including the Auxiliary in the bylaws may create liability on the part of CASSAR if there is any litigation concerning the Auxiliary. While the Auxiliary presently maintains its own insurance, CASSAR cannot be sure that always is the case. Moreover, CASSAR does not need to authorize or create the Auxiliary, which, again, is an independent body and remains so.

**The Bylaws Committee recommends approval of the proposal.**

# CASSAR Bylaw Proposals – April 2020

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## Proposal No. 2

### Bylaw 8, Section 1:

#### Current

Inserts new subsections (i).

#### Proposed

**Section 1 (i)** The Executive Committee, Board of Managers, Membership, and all Committees of the State Society may participate in special meetings, or conduct a meeting, including the Annual Meeting of the Membership, through use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting. This provision shall allow for the use of the Internet, a conference telephone, video conference or other communications method so long as all individuals participating in the meeting can communicate with each other at the same time. A participant in a meeting by this means is deemed to be present at the meeting. Voting on all matters shall be permitted, with votes cast by individualized voice vote of the participants or by an electronic vote tabulation means by which the Chairman of the meeting shall be able to confirm the submission of a vote by an individual member. Proxy voting shall not be permitted. This provision shall be interpreted to permit any electronic means that combines voice and/or video communication with capability of document sharing either in advance of or during the meeting.

#### Rationale

Robert's Rules, which govern our meetings as per our Bylaws, generally define a "meeting" as requiring a gathering in a single room under conditions permitting simultaneous oral communication, i.e. everyone must be able to see and hear discussions and participate in those discussions. Electronic meetings are permitted if authorized by the organization's Bylaws. (Robt. § 9, pp. 95-97.) CASSAR Bylaws do not authorize electronic meetings. This provision is modeled on NSSAR's Bylaw 17 which was enacted several years ago after it was necessary to hold an electronic Trustees' meeting.

**The Bylaws Committee recommends approval of the proposal.**

# CASSAR Bylaw Proposals – April 2020

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## Proposal No. 3

### Bylaw 8, Section 1:

#### Current

Inserts new subsections (j).

#### Proposed

**Section 1 (j)** In an emergency, the time and location of an Annual Meeting, Fall BOM meeting or any Special Meeting may be changed by the affirmative vote of two-thirds of the Executive Committee voting upon the question by electronic means; provided that votes by electronic means shall be returned to the President and Secretary within five days after the solicitation of said votes.

#### Rationale

Bylaw 8, 1 (d), presently provides for 90 days notice for the meeting. Most probably, general common law force majeure principles would override the deadline. However, it would be best to clarify this in the bylaws.

**The Bylaws Committee recommends approval of the proposal.**