Benjamin Franklin Reform Democratic Club

Special Bylaws Amendment Meeting Minutes

October 20, 2021, at 7:00 pm by Zoom

President Michael Heller called the meeting to order at 7:07pm.

A quorum was present.

President Michael Heller reminded the participants about the upcoming monthly membership meeting on October 27.

Michael shared the bylaw difficulties in the current nominating process, especially in time of COVID. He reviewed the current process of nominating persons for election as officers and at-large members of the Executive Committee.

Vice President Bruce Feld and Paul Ellis were co-chairs of the most recent Bylaws Committee and have proposed the bylaws changes, which have been unanimously endorsed by the Executive Committee. Michael introduced Bruce, who reviewed the history of the current bylaws and the process whereby the current proposals were developed. He then reviewed the process by which the Club bylaws may be amended. According to the bylaws, the proposals for amendment must be presented to and voted on by a quorum of members at two consecutive meetings not less than one week apart.

Bruce then spoke about the difficulties of the current methods of the nomination and election processes, which require that a nominating committee prepare a slate; other ways to get on the ballot include by petition, and nomination from the floor. In a case where no candidate receives a majority of the votes, sequential runoff elections must be held at the Annual Meeting.

Other proposed changes were developed by recognizing informal changes that have come about through experience with the difficulties in the elections, and these changes now need to be codified in the bylaws.

Bruce spoke about the particular challenge posed by the fact that the Club is an all-volunteer organization and does not have a professional staff to run the elections; we therefore need to simplify the elections procedures, which also will make it easier for candidates to run. Bruce then introduced Paul Ellis to comment on the proposed amendments.

Paul explained that many changes are to simplify the process of elections and to codify what the custom of the Club has become over time. The changes make a lot of sense and will save a lot of time for the volunteers who must run the club elections. Instead, these members can spend time getting our endorsed candidates elected and supporting public policies. Bruce added, for emphasis, that the goal is to make it easy to run for club office. The presentation of the bylaws changes is organized around the structure of the current bylaws.

Michael summarized the changes as follows: the way to get on the ballot will now be exclusively through petition signature gathering. There will be a way to gather signatures that will include electronic means. The petition process will be simplified: all one need do is to get nine members to sign a petition in addition to the candidate oneself.

*Questions:*

Ned Klein asked about the language allowing electronic signatures to nomination petitions. Bruce explained that Vice President Helen Morik had suggested at the Executive Committee meeting that other means beside physical signatures should be included. Bruce explained that, in response to Helen’s concern, language was added at the Executive Committee meeting.

Georgiana Land asked about the result if five people ran for a particular office. Bruce explained that the proposed method will make it easier for members to get on the ballot and will not result in any limitation in the number of candidates who may choose to run. This is not a change from the current bylaws.

Michael called for a vote on the proposed amendments to the Club bylaws.

The proposal passed unanimously. It will be considered again at the October 27 membership meeting.

The meeting was adjourned at 7:32 pm

Below is a summary of the substance of the proposed amendments, and the actual language of the additions and deletions to Article VII - Election of Club Officers and Members At-Large of the Executive Committee.

**SUBSTANCE OF PROPOSED BYLAW CHANGES**

       NOMINATION PROCEDURES (Sec. 1 – 5)

o CURRENTLY, there are three methods that may be used to nominate for officer positions and four methods for at-large Executive Committee members

§ *By the Nominating Committee*

·        For 7 officer and 16 at-large positions

·        May be additional nominees by three or more committee members

§ *By Petition*

·        At least two weeks prior to the late-January annual meeting

·        Less than two weeks prior to the late-January annual meeting

§ *From the Floor*

·        For officers, at the mid-January meeting

·        For at-large Executive Committee members, at the mid-January meeting or the late-January annual meeting

§ *Following the Officer Election*

·        For at-large Executive Committee member following defeat of any election for officer, at the late-January annual meeting

o PROPOSED to be a single method of nomination

§ *By Petition*

·        For all 23 positions, at least two weeks prior to the late-January annual meeting

       ELECTION PROCEDURES (Sec. 6 – 8)

o *Election Committee*

§ CURRENTLY, the appointed three-person Election Committee is described as “responsible for the conduct of the election.” Despite the sweeping bylaw description, this committee is usually appointed late in the process and has not exercised this responsibility. It has been a committee of tellers to count the votes.

§ PROPOSED that its description match its actual function, limited to “counting the votes.”

o *Voting Eligibility*

§ CURRENTLY, new members and renewing members are required to be in good standing (including paying their dues) by January 1.

§ PROPOSED, that renewing members will have to the date of the annual meeting (usually held the last week of January) to pay their dues and be eligible to vote. This will codify what has been the practice for decades.

o *Conduct of the Election*

§ CURRENTLY, the secret ballot is described as “written.”

§ PROPOSED, that “written” be removed since secrecy of the ballot can be and has been maintained by other means (e.g., voting program on Zoom)

§ CURRENTLY, if no nominee receives a majority, the field is reduced by one and a run-off election is held. Officer contests with a number of nominees could require multiple run-offs.

§ PROPOSED, if no nominee receives a majority, a single run-off is held between the top two nominees.

§ CURRENTLY, members must rank their choices for vice president by the method of weighted choices (marking their ballots 3, 2, 1 for their 1st, 2nd, and 3rd choices, respectively.)

§ PROPOSED, that the vice presidents be ranked by their vote totals.

CURRENTLY, no provision is made for ties in balloting for vice president rankings.

§ PROPOSED, the Executive Committee shall assign vice president rankings in case of a tie or ties.

§ CURRENTLY, a member nominated for a position of officer who is not elected shall be placed on the ballot for member-at-large of the Executive Committee unless that member indicates an unwillingness to serve.

§ PROPOSED, that this provision, added to the bylaws 25 years ago, be deleted.

§ CURRENTLY, in case of a tie vote between or among at-large executive committee nominees, irrespective of their vote-total rankings, a run-off election is to be held.

§ PROPOSED, that ties be adjudicated only between or among those with the lowest vote totals (the 16th of the 16 positions, for example) and then by coin toss or a similar method.

**PROPOSED DELETIONS AND ADDITIONS**

***ARTICLE VII - ELECTION OF CLUB OFFICERS***

***AND MEMBERS-AT-LARGE OF THE EXECUTIVE COMMITTEE***

(Proposed deletions are hard-bracketed in [red.] Proposed additions are underlined in blue.)

***Section 1 - Schedule***

The Club officers and members-at-large of the Executive Committee shall be elected at the Annual Meeting.

***[****Delete this entire section]* **[*Section 2 - Nominating Committee*]**

           a) ***Qualification.*** Any member in good standing at least sixty days prior to the election of the Nominating Committee is eligible to serve on the Nominating Committee.

           b*)****Election.*** At a Club meeting held at least two months prior to the Annual Meeting and called for this purpose, a Nominating Committee of nine members shall be elected in the following manner: Nominations shall be made from the floor. At the close of nominations each member eligible to vote shall vote for nine nominees. The nine nominees with the highest total vote shall be elected. In case of a tie, a run-off vote shall be held. If only two nominees are tied, the nominee receiving a majority shall be elected. If three or more are tied, balloting procedure shall be by the balloting method of weighted choices. The nominees receiving the highest weighted total vote shall be elected.

           c) ***Meetings.*** The first meeting of the Nominating Committee shall be called by the President as soon as practical and shall be open to all members of the Club who may present names to the committee for consideration. The Nominating Committee shall select its own chair. All members shall be notified by mail at least four days in advance of such meetings necessary to its deliberation.

           d) ***Nominations.*** The Nominating Committee shall present at least one nominee for each office. Three or more members of the committee may present an additional nominee for any position, who shall also appear on the ballot. The Nominating Committee and committee members presenting additional nominations shall not nominate anyone who has not communicated a willingness to serve in the position for which that member is under consideration.

A member of the Nominating Committee may not be a nominee for a position of Club officer during his or her term of committee service.

           e) ***Reporting.***The Nominating Committee shall report its nominees and additional nominees of three or more of its members, if any, to the Corresponding Secretary who shall send the names of the nominees to the general membership at least thirty days in advance of the Annual Meeting.]

***Section 3 – [Additional] Nominations***

*[Delete this subsection]* [a*)****At the Club Meeting Two Weeks in Advance of the Annual Meeting.*** There shall be a Club meeting two weeks in advance of the Annual Meeting, at which time nominations from the floor or by petition for any position may be made providing ten seconds or ten percent of the membership, whichever is fewer, are presented for such nomination.]

           b)***Prior to the Annual Meeting.*** A nominating petition for election as Club officer or at-large member of the Executive Committee signed (including valid signature or other verifiable method) by at least ten members or ten percent of the total membership, whichever is fewer, [may] shall be presented to the Corresponding Secretary for verification at least two weeks prior to the Annual Meeting. The Corresponding Secretary shall notify the membership of [an additional] a nominee not later than one week prior to the Annual Meeting, and the name shall be added to the ballot. [A nomination by petition made after this time but sufficiently prior to the Annual Meeting to enable the Corresponding Secretary to verify the petition shall be entered on the ballot at the Annual Meeting.]

           c) ***At the Annual Meeting.***At the Annual Meeting, there shall be no nominations from the floor**.** [for officers but nominations from the floor or for any other position may be made providing ten seconds or ten percent of the membership, whichever is fewer, are presented.]

***Section 4 - Petition Signatures [and Seconds]***

No member may sign more than one petition [or second a nomination from the floor] for the same position of Club officer except for Vice President, for which members may sign up to three petitions. Members may sign up to 16 petitions for at-large members of the Executive Committee. [for more than one petition or make seconds for nominees for other positions. Members of the Nominating Committee may not sign any petitions nor make or second any nomination from the floor.]

***Section 5 - Nominee Presentations***

A nominee desiring to speak will be granted not more than five minutes if the position is contested, nor more than three minutes if the position is uncontested. Nominees shall respond to questions from the floor, subject to a time limit set at the discretion of the Chair.

***Section 6 - Elections Committee***

The President, with the approval of the Executive Committee, shall appoint a three-person Elections Committee which shall be responsible for [the conduct of the election] counting the votes. [The committee shall report to the membership at the first Club meeting in January.]

***Section 7 - Voting Eligibility***

A new Club member in good standing as of January 1 of the election year shall be eligible to vote. A renewing Club member in good standing by the date of the Annual Meeting shall be eligible to vote.

***Section 8 - Conduct of the Election***

Nominees shall appear on the ballot for each position in last name alphabetical order. Voting shall be by secret [written] ballot. There shall be no proxy or absentee ballots.

           a) ***Officers.*** There shall be a separate ballot for each position of officer in the same order as listed in this Constitution. Each member eligible to vote [shall] may cast one vote for each position to be filled, and a majority of the votes cast shall be necessary for election. If no nominee receives a majority on the first ballot, a run-off vote shall be held between the two nominees with the highest votes. [the nominee with the fewest votes shall be dropped from the ballot and another vote shall be taken, until a nominee receives a majority.] Each member eligible to vote [shall] may vote for up to three nominees for Vice President [The Vice Presidents shall be elected by the balloting method of weighted choices,] with the nominee receiving the highest [total weighted] vote elected as First Vice President, the second highest as Second Vice President, and the third highest as Third Vice President. In case of a tie or ties, the Executive Committee shall assign the vice-presidential rankings.

           b) ***Executive Committee.*** [After the election of officers t] There shall be a single ballot for members-at-large of the Executive Committee**.**[A member nominated for a position of officer who is not elected shall be placed on the ballot for member-at-large of the Executive Committee unless that member indicates an unwillingness to serve.] Each member eligible to vote [shall] may vote for up to [no more than] sixteen nominees for the Executive Committee. The sixteen nominees receiving the highest number of votes shall be elected. In case of a tie among the nominees with the lowest votes, [a run-off vote shall be held] election shall be determined by a coin toss or another simple, unbiased method.

*Minutes submitted by Ira S. Bigeleisen*