

## *Explanation of Proposed Amendments to the FCLIR Bylaws, 2024*

The proposed amendments fall into several classes. There are two groups of substantive amendments, each affecting several Articles. There are a handful of other substantive amendments affecting single articles. Finally, there are a large number of "clean-up" amendments.

### **Clean-up amendments**

#### **Amendments that are matters of style only**

Change 5CLIR to FCLIR throughout; introduce and use the acronym FCI = Five Colleges, Inc.; avoid "he or she" where possible; etc.

#### **Amendments to reflect how things are actually done at present**

1. Council does not advise on the hiring of office employees. They are employees of FCI, which may (and regularly does) request input from FCLIR leadership. (IV.1)
2. The FCI employee who attends Council meetings is FCLIR's primary contact at FCI. Currently that is not the CFO. (IV.2)
3. Council often takes one or two months off per year. The amended bylaws specify that Council will meet at least 10 times a year. (IV.5)
4. Clarify the relationships between committees and the President and Vice President. (V.2, V.3)
5. Clarify the role of the secretary. (V.4)
6. Elections are now held online instead of by mail. (VIII.6)

### **Amendments affecting multiple articles**

#### **Changing the composition of Council**

The proposal is to change the composition of Council:

- ➔ FROM nine members serving staggered three-year terms and ineligible for immediate reelection
- ➔ TO six members serving staggered two-year terms with the possibility of being reelected once. Members would be ineligible for immediate reelection after the second of two consecutive terms.

This proposal is spelled out primarily in Article IV.4 but affects several other articles.

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### **Eliminating the Office of Assistant Treasurer**

As far as the Bylaws are concerned, the proposal is simply to eliminate the elected office of Assistant Treasurer in every article where that office is mentioned.

Although unspecified in the Bylaws, it will become the responsibility of the Finance Committee, which is chaired by the elected Treasurer, to identify and train an Assistant Treasurer. It is desirable that both the Assistant Treasurer and anyone seeking the office of Treasurer be a member of the Finance Committee in order to become familiar with FCLIR finances.

### **Other substantive amendments**

#### **Inclusivity and non-discrimination**

A new paragraph is proposed for Article II.

#### **Nominations and handling of vacancies**

Expand the sources of nominations for Council beyond seminars. (VI.2, VIII.1)

Allow the Executive Committee to appoint someone to fill a vacancy on Council when the preferred option, which remains to select someone who ran in the preceding election but was not elected, is not available. (VI.5)

#### **Amending the Bylaws**

The rewriting of Article X.1 is intended to clarify several points, without changing the substance of Article X.

1. Anyone may propose an amendment to the Bylaws by submitting it in writing to Council at least 90 days before a scheduled or special meeting of the membership. (no change!)
2. Council may modify and approve the proposal, or reject it, or fail to take it up in a timely manner. Council must act on any proposal in time to allow the proposed amendments, along with explanatory material, to be sent to members at least 30 days before the scheduled or special meeting (as stated in new X.4, old X.2.)
3. If Council fails to take up the proposed amendment, or rejects it, or makes modifications unacceptable to the proposer before approving it, the proposer may submit a petition to force a membership vote on the amendment as originally proposed.