

Presentation to the SRRA Board of Directors – authored by Scott Flory, Jan 20, 2022.

I have requested time in this Board meeting to ask that the Board reconsider its recent actions regarding the proposed revisions of the Bylaws that were sent out to the membership on December 24th, 2021. I ask that these comments I am making be included, in full, in the minutes of this meeting. I will be providing a PDF copy of these comments directly to the Secretary for inclusion.

I served on the Bylaws committee since the Fall of 2019 in order to provide a clearer set of governing policies for the SRRA and its Board of Directors. I have been a member since 2002 and have been a member of the Board of Directors for 4 seasons. I know the other members of the committee also took this task to heart and committed a great deal of time over 2 years to make the proposed revisions we submitted to the Board.

First, I'd like to present a quick summary timeline:

From Fall 2019 through August 2021, the committee worked on their proposed revision of the bylaws. On August 30, 2021, the committee provided the proposed revision to the Board and gave the Board a period of comment and review.

For most of September 2021, The Board reviewed the proposed revision and provided the committee with good feedback and lots of questions. The committee received the last of the feedback from the Board on September 27, 2021.

In October 2021, the committee placed all the Board's questions and comments (just over 100) in a large spreadsheet and for each one we either made changes to the bylaws, provided an explanation, or created an FAQ item, or sometimes all three. This spreadsheet and the resulting proposed revision of the bylaws was then submitted to the board on Nov 8, 2021 along with an offer that the committee would be "available to discuss and address any further questions".

The Board discussed the revision in their November and December meetings and had questions/issues, but did not bring them to the committee. As the committee was made aware of this, we asked again through our chairperson to have a meeting with the Board to discuss these issues.

On December 24, 2021 – the Board announced to the membership their proposed revisions to the Bylaws, touting the work of the committee.

There are several problems here, but the primary problem at hand is that the communication sent to the membership on December 24, 2021 announcing the proposed revisions to the bylaws indicates that this revision is the “direct result of the two years of time and effort put in by sub-committee members”. Yet, the document they shared with the membership is not the one the committee proposed and in several sections is in direct conflict with what the committee proposed. This is misleading to the membership, and they deserve to know that the revision they were sent was not the one recommended by the committee.

The secondary problem is that the committee has been willing and interested in continuing the discussion on these sections, but the Board has not responded to those requests. The need for a final discussion was first outlined in the email notice to the board on August 30, 2021, then reiterated when the committee sent the second revision (including the Boards feedback) on Nov 8 2021. In December, our chairperson also indicated they had relayed the committees desire to have a discussion on these points. We asked again after we saw that the Board released their revision, but the Board’s response to that did not mention wanting to discuss the changes. The committee would still like to engage the Board in this discussion and get to a common ground on these final few modifications so that the Board can present a revision they know will have the support of the committee and benefit from the committee’s experience.

I would like to hear the Boards response to how these two problems may be resolved.
Thank you for your time.

Summary of changes made by Board to the revisions from the Committee are below. Most of these are quickly resolved if there were to be discussion:

- Added Introduction before Article I
- Article II Section 1 – added override of requirement for a Board member to have been a member for at least 6 months
- Article II Section 2 – removed the clause providing for how the terms will not all expire in the same year and will be alternating
- Article II Section 3 – removed all wording related to holding elections as a meeting along with the timing of notices to the membership regarding the ballot. Sending the ballot is now no longer in the bylaws.
- Article II Section 5 – removed wording around timing of when officers serve their position
- Article II Section 13 – removed requirement for directors to have cause before they are able to remove an officer
- Article III Section 1 – removed wording related to annual election meeting
- Article IV Section 5 – removed entire section that required the Board to make decisions only during meetings where people can discuss the topic
- Article IV Section 6 (formerly 7) – changed to ALLOW directors to vote by proxy in Board of Directors meetings – directors purpose is to be present and discuss topics
- Article V Section 7 – removed wording related to annual election meeting
- Article V Section 10 – removed specified maximums of swim/dive reps as well as removed proposed volunteer term limits
- Article VI Section 7 – removed the need for the accounts of SRRRA to be reviewed by an independent CPA – allowing it to be anyone outside the Budget and Planning committee
 - changed the audit to be every 5 years instead of 3
 - removed the requirement for the audit to be done by an independent CPA
- Article VI Section 8 – removed the requirement for anyone to obtain Board approval before using personal funds for the purchase (or donation) of materials, supplies or equipment
- Article VI Section 10 – changes wording from separate “account” to “dedicated line of accounting”
- Article VI Section 10.2 – removed restrictions on use of the bond redemption fund
- Article VII Section 2 – removed whole section regarding use of Roberts Rules where applicable
- Article VII Section 3.4 – added clause to charge the member for the cost of providing records requested

Detailed Timeline for Reference (copies of emails can be provided):

- **Fall of 2019 through August 2021**
 - – Committee work on bylaws – regular meetings, processing bylaws section by section.
- **August 30, 2021 email subject “Proposed Revision of the SRRR Bylaws”**
 - First Presentation of Revisions to the Board for a review period – after which the committee will generate responses to any questions and then have a special meeting with the board for a final review.
- **September 2021**
 - Board reviews revisions and generates questions and feedback
- **September 27, 2021**
 - Final feedback/questions from the Board received by the Committee
- **October 2021**
 - Committee reviews questions and feedback, makes changes to the bylaws, adds responses to feedback and generates FAQ to be added to the bylaws for some questions.
- **November 8, 2021 email subject “Committee Presentation of Revised Bylaws to the Board”**
 - Second Presentation of Revisions to the Board for their approval along with an offer to discuss and address any further questions should there be any.
 - November 23, 2021 – Travis informs committee there has been some discussion and some further issues and that the next meeting they are doing is on Dec 9th and he will report back after that – so we wait.
 - December 16, 2021 – Travis informs committee they have made changes and the board voted and agreed on those changes.
 - December 20, 2021 – Scott replies and re-iterates the request to discuss these with the board.
- **December 22, 2021 email subject “Bylaws”**
 - Travis sends the committee the new revision after the board’s changes.
 - Scott replies asking that if they will not discuss to remove his name.
 - Travis responds that he had previously let them know we wanted to discuss the changes and that he will re-iterate it once again.
- **December 24, 2021 membership email “SRRR Bylaw Revisions for Bond Member Review”**
 - – Board sends a notice to all members with their revision of the bylaws, but crediting the committee for the work.
 - “The documents you have are a direct result of the two years of time and effort put in by sub-committee members.”
- **December 24, 2021 email “Thank you from the SRRR Board”**
 - – Board sends a thank you note to the committee
 - Scott replies with surprise and requests they retract the announcement and we try to meet to discuss the differences.

- **January 2, 2022 email “SRRA Bylaws”**
 - From membership@sideburnrun.com - reply directly to Scott – BCC others in the committee. Incorrectly stated that the board followed procedure we laid out (they ignored requests to discuss their issues). Indicated that the committee was dissolved – yet there is no record of that in the minutes of any meeting. Indicated the committee members are free to participate review period and the voting and discussion at the members meeting.
 - Scott replied on Jan 4 – restating the issue that the board misled the membership and requesting once again that the board retract the bylaws or at least inform the membership that the revision they read is not approved by the committee that worked on it for 2 years.
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