

Federation of Community Councils

Bylaws Committee Meeting #1

April 1st, 2025 at 6pm

1. Meeting Opening – Welcome & Introductions

- i. Question: Why did you join the Committee?
- ii. Attendees
 - Sarah Preskitt, Mike Edgington, Arianna Bellizzi, Kaitlyn Jackson, Darrel Hess

2. Education & Discussion

- i. Bylaws vs. policies vs. procedures
 - This was an overview of what bylaws are and why they are different from policies and procedures. This created a clear guidance on what the role of this committee is.
 - It has been 20 years since the last bylaw review.
 - Chose not to do small sections and bringing those to the board. Instead, the committee will do a full review of the bylaws so that the document is cohesive.
 - Bylaws are supposed to be the difficult thing to change. Policies can be changed at a single Board meeting. Procedure can be changed by staff.
 - This relates to the MOA Grant. Some of the grant language such as the anti-discrimination and insurance requirements should be part of the bylaws. However, not everything in the grant should be part of the bylaws.
- ii. Existing Bylaws
 - Some of the notes from this will be listed in pros & cons, for ease of understanding.
 - FCC is a non-member organization though we act as a member organization.
 - Set forth every CC gets one vote and how are CCs recognized.
 - The Delegate is supposed to be communicated to the organization.
 - Quorum is special for the FCC – 51% of seated delegates. Delegates can be removed or considered unseated if no one from the Council attends. Noticing regarding unseating has helped clear up miscommunications.

- 16 CCs don't mention the FCC or Delegates in their by-laws.
- Some Councils have Delegates and alternates but the role of alternates is not discussed in bylaws.
- 4 officers for 1 year each, with only two years allowed. No clarity if they can run after not running for one term (language seems to not allow more than 2 years of serving).
 - Community Councils have short terms to avoid being seen as controlled by one individual for too long. But stability can be helpful for us.
 - Elections are in May and officers don't take position until July.
- Fiscal year is July to July.
- Standing committees are executive committee and finance committee.
- Any action of Executive Committee will be ratified by the Board at the next meeting.
- Use Roberts Rules of Order.
- Bylaw amendments are outlined.
- Generally too light but also sometimes too detailed.

iii. Timeline for updating bylaws

- Late Fall, ready to go before the Board.
- Full discussion and voting before the end of the year.
- Holding worksession(s) with detailed walkthrough so members can ask questions. Worksession would be held before late fall so that there can still be edits.
- Opening meeting to discuss pros & cons
- Next meetings starting to work through the Foraker template

iv. Additional Relevant Documents

- Membership template
 - Membership is generally separate from the Board.
 - Our Board acts as our membership.
 - Could also view all CC members as membership, and they "elect" our Board.
 - Hard to have stability/consistency when our Board is always changing.
 - Election has occurred
 - Someone dropped out
 - Someone ran for office

- Consider if FCC moves to have 37 members and have those members elect their Board.
- List membership as CC chair or their designee, which tells us who the FCC members are.
- HOAs limit members to homeowners, not renters. Most HOAs are membership based, and owners are the members. Each unit has one vote per property.
- Maybe make a move to get all CCs to have Delegates listed in CC bylaws.
- This model is not unique – Cincinnati InvestInNeighborhoods has a membership model.
- If we change our bylaws to say that Board members are the CC Chair or their delegate, then they would be unknowingly become legally and fiduciarily responsible for our organization.
 - Side note: FCC covers Board & Officers insurance
- Role of the FCC to CC. The organization is both:
 - Contractually providing services
 - A coalition space for CCs
- Board size can be “no more than” and “no less than” (ie no less than 7, no more than 11) so that if one person has to step up, immediate special elections are not necessary.
- Pros are
 - quorum are easier
 - stability
 - Separation between the FCC and the Coalition work
 - Consistency of members
 - Buy-in from members
 - Better idea of what the Board is getting itself into.
 - Smaller Board can have focused conversation

3. Discussion Topic

i. Pros & Cons

▪ What is Working?

- Quorum being 51% of seated delegates helps with achieving quorum or having ongoing non-attendance.
- Ratification is helpful when people are disengaged because the conversation doesn't have to devolve into excessive

debate. Board members either accept or vote down the policy/action as written.

▪ What isn't Working?

- Officer terms are short and keep the rotation of officers high, which leads to inconsistent leadership. This is also not followed in practice because it is hard to get people to run.
 - If we aren't following the rule, then something needed in the bylaws about what to do if we need break the rules.
 - Limiting our possibilities – term limits are elections and short terms punish successful leadership to short tenures.
 - Need verbiage for people to run again in the future after they take a break. “after sitting out one term or two terms”
- Elections are in May, officers take position in July (which is our picnic and not a formal meeting). So they really don't take their position till August.
- Fiscal year is July 1-June 30 but our grant is run in calendar year, so there is a disconnect.
- Nominating Committee – would a governance committee work better? Someone in charge of officers and the life cycle of board members.
- Printed ballot – language is unclear on if we need a printed ballot or if we can do a uncontested slate.
- Tweak to Article IV, Section 7 on board members stepping down if running for office.
- Any action of Executive Committee will be ratified by the Board at the next meeting.
 - Is not in line with the policies and the current way the organization is run.
 - Additionally, this clarification may not serve the organization as the Chair may need to be able to take specific actions.
 - Only time in the bylaws that the action of the body are clarified – through ratification.

- Policies are not mentioned and not empowered as part of bylaws.
- There is no policy or bylaw regarding how resolutions, amendments, or policy are put before the body.
- No mention of insurance.
- Need Officer job description/responsibility (and potentially board responsibilities)
- Make the Board odd number.
- Additional officers – assistant secretary or treasurer.
- Use “no less than” and “no more than”
- Consider the definition of “elected official”
- Clean up and make relevant the purpose