

March 18, 2011

To: Delegates, 2011 WBCCI Delegate's Meeting

From: Chairman, WBCCI Constitution & Bylaws Standing Committee

Subj: Recommendations concerning the proposed new WBCCI Constitution

1. In accordance with the provisions of the present WBCCI Constitution, Article XVI, Section 3 and as required by the same, the following are the recommendations of this Committee concerning the proposed new Constitution to be presented to the 2011 Delegate's Meeting. The report is in four (4) sections:
 - A. Recommendation (Paragraph 2)
 - B. Synopsis of major changes (Paragraph 3)
 - C. Analysis of each Article/Section of the new proposed Constitution (Paragraph 4)
 - D. Warning (Paragraph 5)
2. RECOMMENDATION
 - A. After careful consideration of the new proposed Constitution, it is the recommendation of this committee that this new constitution NOT BE ADOPTED, certainly not at this time. In a few words, TOO MUCH, TOO BIG, NO INPUT (by the membership), NO TIME (really for a valid review. It is not that changes may be forthcoming, it is the manner being utilized in an attempt to rush this forward. At times in our history it has taken years for changes to take place and due to the scope and magnitude of the changes within this proposal, this definitely should be one of those times. WBCCI members and you are being asked to cancel a Constitution that has stood the updating and changes of some forty (40) years that fully meets the State of Ohio Code concerning nonprofit corporations for a new Constitution that would start the cycle of modification over again and is considered incomplete and flawed. The changes are MAJOR in scope and impact that demand due serious evaluation which is not being made available to the membership in the length of time offered. You are being rushed into a new document that is the lifeblood of any organization that almost completely modifies the operating procedures, emphasis and values of our nearly 56 year old organization. It is the Constitution of the whole Club and the whole Club deserves an ample opportunity to provide input. This proposed document further fails to recognize that WBCCI is a business in addition to being an RV Club (because we are owned by ourselves as a corporation). There are business practices to be followed to at least protect our nonprofit status, satisfy our insurance plan and to enhance and protect our relationship and written agreements with Airstream, Incorporated. All must be considered in a valid Constitution.

- B. It is to be noted that instead of a “blue ribbon” committee of knowledgeable and experienced members from a cross section of our organization to develop a new Constitution that meets the Ohio Code and the wishes and desires of our entire membership, the committee who developed this document represented primarily only a small segment of the interests of our membership. In fact, since there were no members of the Constitution and Bylaws Committee on this committee, it was in violation of Bylaws Article III, Section 8, and Robert’s Rules of Order (10th edition, page 474, lines 28 through 30) from the beginning: “A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee”. This task was not an emergency requiring minimum time and bypassing the wishes and input of the entire membership. This violation was reported at the July 5, 2010 IBT Meeting when the forming committee for this new Constitution was originated, but was not heeded.

3. SYNOPSIS OF MAJOR CHANGES

- A. The first of the major changes is the discontinuance of the Annual Delegates Meeting. Since the Club was formed in 1955 and incorporated in 1957, our organization has had an annual meeting beginning in 1958 which is required by the Ohio Code. The annual meeting is now known as the Annual Delegate’s Meeting and around this meeting has developed the present International Rally. Again, since we are incorporated, the regulations state that we MUST have an annual meeting (Ohio Code 1702.16). What the new Constitution is proposing is that this meeting be in the form of an annual member’s caucus where only discussions are held with no voting or decision making without any measure of a quorum. I have grave concerns that since this caucus will have only “discussion”, limited numbers of members will attend and be involved since attending would mean traveling up to thousands of miles. Items will have been well “debated” using electronic means. Further, this caucus need not be at the International Rally. The concept of a so called caucus in this form will further reduce the significance and attendance at the annual International Rally and member participation in the overall affairs of our organization.
- B. The second of the major changes is our overall voting concept and process. We now use a representative concept with delegates, both from the members in the Delegate’s Meeting and from the Units in the form of Region Officers on the International Board of Trustees. In this manner 100% of the regular members who choose to be represented are included at the Delegate’s Meeting and all Units are represented at the IBT. The Units now vote “regular member strength” which is an aspect of a continued membership effort. With the exception of the IBT, ALL OF THE ABOVE would be discontinued and voting on officers and future amendments to the Constitution would be by direct member vote, which in other organizations, including RV Clubs, has not proven to be an effective means of decision making. Again the Ohio Code (1702.16) states that the election of officers is to be at a

meeting, either the annual meeting or a meeting called for that purpose. It is one place in the Ohio Code for our corporation where the word "shall" is stated as a requirement.

- C. The third of the major changes is in the Nominating Committee process. Presently, the nominating committee selects a "slate" which Roberts strongly suggests be only one nominee for each office. The Nominating Committees in the recent past have utilized the concept of direct, face to face, interviews selecting the one they feel is best qualified for each office, or more than one if equally best qualified, or even no one if they felt no one was so qualified. Important functions of the Nominating Committee interview process are to insure that the candidates are in full understanding of their responsibilities and duties, they are prepared to accept some financial and travel obligations on behalf of the Club and they are willing to devote the personal time required. The new proposed Constitution would dilute this concept by requiring an additional listing of recommendations of candidates who meet only minimum qualifications. We should be interested in only the best qualified so as to not set the stage for an environment of campaigning which serves no purpose. This has happened in the past, especially with "nominations from the floor", and is generally very non-productive. Great expense is required of our officers over and above that which is allocated by the Club and campaigning would only increase their expense in time and money.
- D. The fourth major change is the deletion of the Third Vice President. Be aware that when this was first proposed, there was one major difference in our Club organization in that we had an Executive Secretary, a gentleman who among other things, traveled to procure International Rally sites and negotiated contracts. This was prior to the 2003 Rally which was the first wherein the International President had this complete responsibility. There has now been a total of ten (10) such procurements and negotiated contracts. What has not been accomplished is a survey of these ten Presidents as to whether this responsibility could have been accomplished properly within a three year time span which would exist if the Third VP was deleted. What sounds good may not in the long run be best for the WBCCI.
- E. The fifth major change is that the International Past President is removed from being an International Officer, however, would continue to serve on the Executive Committee. As such, he would no longer be a voting member of the IBT and about ten (10) years of "institutional memory" would be lost to the IBT. To maintain what the forming committee calls as institutional memory, it is proposed that the Secretary and Treasurer would serve two years alternating so as to have one person having one year to meet this concept. It is recommended that this is ~~is~~ advised as a weak substitute.

- F. The sixth change would allow members of the Club in the status as "Members At Large" (MALs) to serve as an International Officer after specifically stating that they cannot serve in a Unit or Region (document refers to Regions as Areas). This means that their experience level in the club organization is really nonexistent and ill prepares them for the duties as an International Officer, particularly in establishing an International Rally which is really a four (4) year effort. This change is ill conceived as it would place the MAL (as an International Officer) in a position of having no pre-training in Club management and accepting a major responsibility in the reality of not knowing what is fully expected of them.
- G. The seventh change is a movement to reduce the number of Regions and make them Areas such as was in existence in the mid 60s with seven Areas before the present 12 Regions. The proposed constitution would require them to have approximately the same number of members per area as the only criteria. Not listed is consideration as to the wishes of the members and Units concerned, the physical size, or the frequency of realignment. The members have come to identify with their Regions so having the same number should not be the only criteria listed, and members should have an input in this proposed reorganization. There are also IRS requirements to be considered as with Units who disband. The idea may have merit, but the approach is not appropriate. This should also be a completely separate action.
- H. The eighth deletes the requirement for an audit of the Club's finances at the end of the term of the International Treasurer. This is now required and has been for many years. To delete the audit is not in line with proper financial management. The audit does serve to satisfy our member's concerns about Club financial management. It also serves to protect the outgoing Treasurer and assures the incoming Treasurer that finances are in order.
- I. The ninth, and not least, of the major changes is in the amendment process. The new constitution proposes to have amendments as the officer election, accomplished by the membership direct. This is closely related to the procedure in Section 1 in the present Constitution which in the life of the Constitution has never been the method used to make an amendment. The past method of choice has been by Section 2 through the Delegate's Meeting. This method also more aptly defines our organization as a "deliberative assembly" by Roberts Rules where items are discussed and then voted upon. Discussion and voting can be widely separated in length of time, and with electronic input for discussion, equal discussion on matters is not available to every member of the Club. This is not a fair and fully open environment.

4. ANALYSIS OF EACH ARTICLE/SECTION

- A. STANDARD OF CONDUCT (Present Code of Ethics) This section has been rewritten, with the real “teeth” of the former Code removed, that is “To be ever mindful of what we say or print with respect to its effect on others so as to avoid disharmony.....”. In that this has been violated in the past has been a real cause of problems within the Club and a reason given for both not joining or retaining membership. To remove this portion would allow a continuation of this problem which does not provide an avenue for appropriate response. The Club could open itself to legal action if it permitted libelous comments to be made about its members or officers.
- B. ARTICLE I (NAME OF CORPORATION) Basically satisfactory, except that it implies an additional official name “The Airstream RV Association”. Our official name is “Wally Byam Caravan Club, Inc.” on our Articles of Incorporation. I submit that if this is an official new name it must meet the requirements of the Ohio Code 1702.05 and be included in our Articles of Incorporation with the State of Ohio. Further, we are “Airstream Owners” and not a component of the Airstream Company which is implied by Airstream RV Association. We would also have to insure that our written agreement with the Airstream Company would allow the use of “Airstream” in an official name and what would happen if the Club lost its use of the name “Airstream”.
- C. ARTICLE II (CLASS OF CORPORATION) Satisfactory
- D. ARTICLE III (VISIONS, MISSIONS AND OBJECTIVES) Section 3 – The objective “To coordinate the interest and activities of its Regions and Unit” has been removed. Should be included or state who has this responsibility.
- E. ARTICLE IV (OFFICES) Satisfactory
- F. ARTICLE V (POWERS) In Section 1 A the power to “charter Regions, Units and other subordinate groups...” has been removed. As such, Regions and Units are categorized as “groups” and are therefore considered as devalued levels of Club organization. (This appears to be a theme throughout this entire Constitution.) There is no specific authority in Article X (IBT) to authorize the charter of the Regions/Areas and Units or anywhere else in this document. Question the compatibility of “advising groups of WBCCI members” in Section 1 A and “managing, supervising and administrating the activities of the WBCCI” as stated in Section 1B. The use of the words “advising” and “supervising” in the two parts do not seem to be realistic and off set each other with opposite meanings.
- G. ARTICLE VI (QUALIFICATIONS OF MEMBERS) Section 1.C – Recommend that Intra-Clubs also be included for establishing no “other requirements” for membership. With the exception of Section 3 which is commented on as a major change on MALs holding International office (covered in Paragraph 3.F of this report), this article is satisfactory.

- H. ARTICLE VII (New REVENUE AND DUES which is Article XIV in present Constitution) The present Constitution already designates the membership year as the calendar year and the annual directory is promulgated on this bases and Unit elections and terms of service are also accomplished in this manner. The membership year should be included as the calendar year. Otherwise, the Article is satisfactory.
- I. ARTICLE VIII (OFFICERS AND THEIR ELECTION) This Article is considered as grossly unsatisfactory because of all of the following: Removal of both the Third and the Immediate Past President as International Officers, manner of election and two year terms for the Secretary and Treasurer. Comments are listed in Paragraph 3 of this report as subparagraph A and B on the election concept, subparagraph D on the removal of the Third Vice-President and subparagraph E on the removal of the Past President and the two year terms. The present procedure is that International Officers are elected as a part of the Delegate's Meeting normally on June 30. They are installed on July 3, and take office on the morning of the 5th of July. This is to allow the Officers to conduct the International Rally during their term of office. If the dates of the Rally were changed, the resulting dates for assumption of office should also be changed.
- J. ARTICLE IX (DUTIES OF OFFICERS) Section 1- Should be principal, not principle. Section 4 – Requirement for end of term audit omitted. Covered in Paragraph 3, subparagraph H. It is otherwise basically acceptable. The end of term audit is an affirmation to the membership of the stewardship of the officers concerning the finances of our organization and should not be omitted.
- K. ARTICLE X (BOARD OF TRUSTEES) Section 1 – Until the time that "Areas" are in place, the use of "Regions" should be utilized so as not to cause confusion within the Constitution. Section 2- Special meetings of the IBT not in the time frame of the International Rally represent a major expense to the Club funds; therefore, such a special meeting should be a majority of members of the IBT. This is a more proper way of determining the number since the number of IBT members may change with a reduced number of Regions/Areas and nothing would be gained in such a meeting if a majority did not vote for the cause of the meeting. In the present Constitution, Article IX, Section 4 is omitted in the new Constitution which states that the" IBT shall have full authority to construe and interpret the Club's Constitution and may delegate this authority to its Constitution and Bylaws Committee". If this new Constitution passes, there will be a considerable length of time where this Constitution and the "old" Bylaws are not properly interfaced, thus requiring considerable interpreting and an understanding of the concepts in the new Constitution. Also, if this is omitted entirely, who has this necessary and important authority? This Committee recommends that this be included and properly with the IBT who is THE administrative body as stated in Section 1 of this proposal. Section 4 – By stating a requirement for an IBT Meeting during the "first five days of July", this new constitution is specifying the dates of the International Rally without so putting it in writing. There has

long been an effort to change these dates, but it still requires an IBT Meeting during the first five (5) days which would make it a special meeting. Since all members who attend an International Rally pay to attend, the present IBT Meetings just before and then after the International Rally results in no expense to the Club for the meeting. If the dates of the International Rally were changed and this five day rule exists, a financial impact to the Club is potentially built in to the new constitution and it is noted that no financial impact is stated. Further, the current procedure allows and provides for the greatest number of members to attend both the IBT and Delegates Meetings while attending the International Rally. Section 6 – States that no member of the IBT can hold any other position. Now IBT Members hold positions on Standing Committees and Special Committees that the International President may so appoint. Because of the consistency of these committees, this proposed rule should be deleted.

- L. ARTICLE XI (EXECUTIVE COMMITTEE) Section 1 – Omits Third Vice-President. Comments previously made. Section 2 – Note that the Executive Committee does provide the Budget Standing Committee with basic guidelines at their May Meeting at Headquarters, so it is involved with the preparation of the annual budget. The Executive Committee does not approve the budget, only the IBT can. The use of “approval” is inappropriate in relation to the Executive Committee.
- M. ARTICLE XII (CLUB ORGANIZATION) Section 1 – Use of “Areas” for “Regions”. Regions should be used until Areas are adopted. Formal discussions of the “Area” concept date back to as far as 1998 where cost was considered to be excessive. The implementation of Areas is a completely different action and should not be in these proceedings. Section 2 – Charter to a new Unit should continue until the next IBT Meeting, otherwise gaps could exist from July 1 until the IBT Meeting if dates of the meeting were changed.
- N. ARTICLE XIII (MEMBER’S ANNUAL ELECTION OF OFFICERS). This entire Article is strongly not recommended as commented on in this report, Paragraph 3, subsection A and B. Section 4 – Again, the load on the Headquarters Staff has not been properly researched and with the soon downsizing of the staff, it will be more of an issue. Region ballots must be supervised as stated in the Bylaws, Article IX, Section 2.B.2 (page 22) and this is not considered in this constitution. The Staff at Headquarters is extremely competent and trustworthy, however, this places an undue responsibility and authority on them which is not really fair nor considerate and should not be expected of them.
- O. ARTICLE XIV (NOMINATING COMMITTEE) Issues in this article are not recommended as listed in this report, paragraph 3, subsection C. Section 2 – The use of the word “vision” should not replace the experience and management reputation known of a candidate which a Nominating Committee seriously considers. Section 4 – the use of December 31 has already been stated in Section 2 and its use here is somewhat misleading. It is also noted that Roberts Rules allows for nominations “from the floor”. Since this Constitution does not limit this, it would be allowable. One of the most important functions of the Nominating Committee, the affirming of requirements, responsibilities and duties is not

available to nominees from the floor, and as such, has resulted in nominees not knowing or understanding what would be expected of them had they been elected. It is recommended that all such "nominees" would entertain the advantage of undergoing the Nominating Committee process.

- P. ARTICLE XV (BYLAWS AND POLICY) There is a big question here in the Proviso due to the fact that the proposed new constitution committee had a year (actually July 5 to March 1) to accomplish their task with only eleven (11) pages as their source, and the IBT has from June 30 to about January 1 (half a year) to go over sixty (60) pages. This is further complicated in that if the rules of Article X are enforced, members of the IBT cannot serve on a special committee to update the Bylaws. (Reference subparagraph K in this paragraph).
- Q. ARTICLE XVI (ANNUAL MEMBERS' CAUCUS) This whole article is strongly NOT recommended, see paragraph 3, subparagraph A. It is noted in Section 1 that voting by the membership will not take place until after this member caucus. This is a portion of the discussion in the next Article (XVIII). Section 3 - A secretary normally prepares an agenda under the direction of the presiding officer and should not be a responsibility of the Headquarters Staff.
- R. ARTICLE XVII (PARLIAMENTARY AUTHORITY) This authority is moved to the Constitution from the Bylaws, Article 1. This is proper and recommended.
- S. ARTICLE XVIII (AMENDMENTS) The procedure for the proposed method of making amendments to the Constitution is not recommended, both by the method and the voting. Comments are in Paragraph 3, subparagraph I. Section - 2 - Present procedures for generating an amendment from a Unit requires a Unit meeting that follows the requirements of the Unit Constitution, then pass the Region Board or Presidents of the Units in that Region, then the membership in the Delegates Meeting. This gives a guarantee that it has been screened on all three levels and passed by a majority (at least) of all concerned. No such guarantee or procedure is contained in the proposed constitution and is another reason why it is not recommended. In the IBT an amendment is discussed and voted upon, and therefore is authorized for submission to the member voting process. Section -4 - It is understood that the time sequence is appropriate when within 6 months of the potential voting, however, it appears to be inappropriate when the measure, when completed, might sit for up to half a year before the next summer caucus.

5. WARNING

As Delegates to the 2011 Annual Delegate's Meeting you will probably receive a large amount of electronic and possible mail concerning whether or not to adopt this new Constitution. It is a HUGE decision that you have and it is extremely important in the direction WBCCI will take. I can only recommend that you consider all the input you receive and evaluate it in the light of what you consider to be the best for our Club. Be very careful of opinions from outside of your Unit except for the recommendations of your Region Officers. Stick to the facts. If the pattern of the last six (6) years is again put into place, you will receive many negative comments from outside your Unit concerning the Club organization and personalities will likewise be pictured in a negative vain. These are certainly not in line with the present Code of Ethics as it will be an effort to cloud the facts. We now have a Constitution that guarantees majority rule and the proposed one may very well remove that guarantee! Again, it is a decision that will most definitely have a huge effect on the Club for years and I urge you to carefully consider the impact that your choices will have on our future. And PLEASE be sure that your voice is heard and your vote is counted at this meeting.

Very respectfully submitted,

Don Shafer, Chairman, WBCCI Constitution and Bylaws Standing Committee

Forwarded by electronic means to Headquarters on this date to insure the time requirements of the Constitution