

Frequently Asked Questions – PVRC 2019 By-Laws Update

1. Which sections of the By-Laws are proposed to be updated?

Article IV of the By-Laws called “Board of Trustees” is the only section of the By-Laws proposed to be updated at this time. The current and new text are shown in the Appendix of these FAQ’s.

2. Why are these changes being proposed?

Article IV of the By-Laws dates back to the earliest days of PVRC where the club was smaller, more informal and most members lived within easy driving distance. After reviewing the document, the By-Laws Review Committee has identified five aspects of Article IV which we recommend to be addressed:

- i) Minimum Standards: There are currently no qualifications listed for Trustees in the current By-Laws. We recommend adding a requirement to be an Active Member, since the present By-Laws allow only Active Members to vote.
- ii) Maximum Size: The current By-Laws set no upper limit on the size of the Trustee group, as a “minimum number of three” was deemed sufficient criteria in the early days of the club. We recommend adding an upper limit of nine to both A) ensure a sufficient pool of wisdom and Trustee experience is available to the Officers, while B) facilitating the efficient interaction between Officers and Trustees during the normal course of business. We recommend populating the Board of nine Trustees as shown in the following two items.
 - a. Northern Region: Includes MD, DC, DE and PA (3 Trustees)
 - b. Central Region: Includes VA and WV (3 Trustees)
 - c. North Carolina: North Carolina only (1 Trustee)
- iii) Regional Trustees: The PVRC Circle was expanded two decades ago and now includes members spanning more than 250 miles. See the table in item 6, below, for information on where members live. We recommend to establish a Regional Trustee selection process to reflect and formalize our geographic reach. These Regions are proposed to be:
 - a. Northern Region: Includes MD, DC, DE and PA (3 Trustees)
 - b. Central Region: Includes VA and WV (3 Trustees)
 - c. North Carolina: North Carolina only (1 Trustee)
- iv) At Large Trustees: To complete the Trustee group, we recommend to create two At Large Trustee slots to allow for additional qualified candidates to serve.
- v) Extending and Staggering of Terms: Trustees’ current terms are one year. We recommend setting all Trustee terms at three years. These terms would be staggered, so only three of the nine Trustee positions would come up for renewal every calendar year. We propose to stagger these extended terms to ensure continuity within the Trustee group and preserve institutional memory.

3. Why doesn't every Chapter get a Trustee?

The Committee considered this issue in depth. As background, there are now 16 PVRC Chapters and 17 trustees. We identified several reasons not to recommend one Trustee per Chapter:

- By design, there is no limit to the number of Chapters allowed. It is easy for small groups of contesters to create new Chapters as needed. It is good for the club to increase membership and to form additional Chapters as membership grows. However, an increasing number of Chapters would also result in an increasing number of Trustees. There would be no way to limit that number without suppressing the formation of new Chapters. We do not think an unlimited number of Trustees is desirable; our recommendation to cap the number of Trustees reflects that conclusion.
- The existence of Chapter Chairs ensures that no Chapter is without a direct means of communicating the group's concerns and suggestions to the Officers. This is true now and would continue to be true under the recommended changes to the Board of Trustees. We concluded that open lines of communication between Chapter Chairs and the Officers prevent any Chapter from becoming isolated and unheard.

After careful discussion and consideration, the Committee concluded the combination of Regional Trustees and At Large Trustees was a more elegant solution.

4. What do our Trustees do?

Our Trustees serve as a sounding board for the Officers who run the club. In that role, Trustees have functioned as the institutional memory of PVRC since its founding in 1947 and provide historical context and guidance for our Officers.

5. What kind of club decisions are brought to our Trustees for review?

Our By-Laws state "major club decisions" must be passed by our Trustees for review. That phrase is deliberately broad. Some examples of "major club decisions" reviewed by the Trustees in recent years have included:

- 1998 decision to expand the Circle
- 2013 decision to hire a CPA and register PVRC as a 501c7 entity
- 2014 decision to add NAQP contests to the 5-Meg program on a trial basis
- 2015 decision to maintain NAQP contests in 5-Meg permanently
- 2017 decision to introduce the PVRC Olympics program

In an extreme case, the Trustees have the ability to hold a vote of "No Confidence" and call for new elections.

6. How big is PVRC and where do our Members live?

PVRC has over 1,000 “Members for Life” of whom 259 members submitted at least two 5-Meg contest scores during the 2018-2019 5-Meg Program year. Those 259 Members are grouped by State and by proposed Regional area in the table below.

<u>By State</u>			<u>By Geographic Region</u>		
<u>State</u>	<u>#</u>	<u>%</u>	<u>Region</u>	<u>#</u>	<u>%</u>
VA	106	41%	MD/DC/DE/PA	117	45%
MD	106	41%	VA/WV	109	42%
NC	28	11%	NC	28	11%
PA	6	2%	<u>Other</u>	<u>5</u>	<u>2%</u>
DC	4	2%			
WV	3	1%			
MO	1	0%			
NJ	1	0%			
TN	1	0%			
WA	1	0%			
FL	1	0%			
<u>DE</u>	<u>1</u>	<u>0%</u>			
Total	259	100%	Total	259	100%

7. Who serves on our By-Law Review Committee?

There are seven members. None are current PVRC Officers or Trustees:

Chair

KD4D, Mark Bailey: PVRC Past President, 2010 and 2011 (and By-Laws Committee Chair)

Members (in callsign order)

AA3S, Doug Hart: PVRC Chapter Head, Laurel
K4ZW, Ken Claerbout: PVRC President, 2008 and 2009
KE3X, Ken Low: PVRC President, 2014 and PVRC Trustee 2015
N3KN, Kay Craigie: ARRL President, 2010-2016
N4YDU, Nate Moreschi: PVRC Chapter Head, North Carolina East, 2016-2018
W4YE, Buddy Smith: PVRC President, 1973 and 1974

8. What is the process for member review of the Proposed By-Laws?

Procedures for the Amendment of By-Laws are contained in Article VIII:

“The PVRC By-Laws may be amended provided:

1. The proposed amendment is distributed the membership
2. Two-thirds of participating membership voters approves the amendment
3. Voting on the proposed changes to occur after a 30-day review and comment period”

We recommend the 30-day review and comment period be held during the month of September 2019, after which voting on the new By-Laws would take place during the normal election cycle in November 2019. If approved, the new By-Laws would go into effect January 1, 2020 and govern the Trustee election in November 2020 for Trustee terms beginning in 2021.

To encourage full transparency and discussion, there will be several venues available including:

- Distribution to the membership via email
- Announcement to the PVRC Reflector
- Discussions in person at Chapter Meetings
- A moderated Town Hall meeting via webinar
- Direct feedback to the Committee via: 'PVRCByLawsComments@gmail.com'

9. Who can vote, how will voting take place, and how will votes be counted?

No change is proposed regarding which members are eligible to vote. In the present By-Laws, Article II, Section 2 indicates that all PVRC Active Members can vote. The term "Active Member" is defined In Article I, Section 2, of the current By-Laws as a member "who participates in club activities and has paid current dues." The "participates in club activities" requirement for Active Membership has been interpreted in recent years as attending in-person meetings. There have been no dues assessed in recent years, so the "paid current dues" requirement is not applicable. Voting will take place at in-person Chapter meetings.

All Active Members will be eligible to vote for all candidates on the list of nominees, up to the number of positions available for election in a given year. The process is described in Appendix A, Proposed Text, Section 1, Paragraph 2.

Administration of elections is the responsibility of the Officers, as has been the case in the past.

10. What is the proposed transition plan for the initial staggered Trustee terms?

If the By-Laws amendment is voted into effect as of January 1, 2020, it will govern the November 2020 election for Officers and Trustees whose terms start in 2021. To ensure the proper staggering schedule over time, the initial terms of some Trustee positions need be abbreviated (i.e. less than three years).

The schedule for initial Trustee terms is proposed to be:

Northern Region Trustee #1	Serves through 2023	(candidate from Northern region receiving the most votes from all Active Members)
Northern Region Trustee #2	Serves through 2022	(candidate from Northern region receiving 2 nd most votes from all Active Members)
Northern Region Trustee #3	Serves through 2021	(candidate from Northern region receiving 3 rd most votes from all Active Members)
Central Region Trustee #1	Serves through 2023	(candidate from Central region receiving

		the most votes from all Active Members)
Central Region Trustee #2	Serves through 2022	(Candidate from Central region receiving 2 nd most votes from all Active Members)
Central Region Trustee #3	Serves through 2021	(Candidate from Central region receiving 3 rd most votes from all Active Members)
North Carolina Trustee #1	Serves through 2023	(Candidate from NC region receiving the most votes from all Active Members)

After all the Regional Trustee positions are assigned, votes cast for all remaining candidates determine the At Large Trustees:

At Large Trustee #1	Serves through 2022	(Candidate from any region receiving the most remaining votes from all Active Members)
At Large Trustee #2	Serves through 2021	(Candidate from any region receiving the 2 nd most remaining votes from all Active Members)

11. Why does everyone vote for all Regional Trustees and not just the Active Members residing in each candidate's own Region?

The Committee considered this question very carefully. At first glance, it might seem simpler for only those Active PVRC members in each Region to vote for the Regional Trustees in their "home" region.

However, the Committee understood its mission was to update the By-Laws to encompass the entire PVRC and to encourage a "one club" environment. Having all Active Members vote for all Trustees including Regional Trustees outside the voter's own Region furthers this objective.

12. Do any other Articles of the By-Laws need revision?

The committee recommends that other Articles of the By-Laws would benefit from review and revision to ensure clarity and consistency. However, we have not as yet discussed or developed any recommendations about other Articles.

(Additional FAQ's addressing comments received through September 12.)

13. What if a trustee cannot complete his or her term?

The current By-Laws state: "The PVRC Officers in the event of a vacancy on the Board of Trustees may authorize a special election." This sentence could certainly remain in the final version of Article IV.

14. Why is “Active Member” not specifically defined?

We have received a few inquiries about a more specific definition of “Active Member” than appears in the present By-Laws, but we recommend deferring that topic for future consideration.

15. Can an Out-of-Circle member vote on this revision?

Yes, by attending a Chapter meeting in November 2019 when votes are being held. We recognize this is a disadvantage for members living far outside the PVRC Circle (Florida, etc.), but electronic voting is a complex enough project we considered it outside the scope for this revision.

16. What about the removal of a Trustee?

As the current By-Laws do not cover the removal of a Trustee, we did not see the need to insert new language. We assumed any 'not suitable' Trustee would not win reelection.

17. What happens if the number of Trustees drops below three?

The Articles of Incorporation state we need at least three Trustees. If there were ever any fewer than three, the Officers would solicit additional nominations.

18. How to determine the address of a Member for Regional Trustee eligibility?

Like other aspects of implementing elections, that determination is left to the Officers. As a starting point, it would seem logical to use a member's QRZ.com or PVRC Directory address unless special circumstances dictated otherwise.

APPENDIX: Current vs Proposed Text of Article IV

Current Text

Section 1.

The PVRC members shall elect the Board of Trustees. The minimum number of Trustees is three

Section 2.

The terms of the Board of Trustees and Officers shall commence January 1 following the election. The Board of Trustees shall serve for one year or until their successors are elected. The PVRC Officers in the event of a vacancy on the Board of Trustees may authorize a special election.

Proposed Text

Section 1.

The PVRC members shall elect the Board of Trustees. The minimum number of Trustees is three and the maximum is nine. Trustee positions may include At Large Trustees (a maximum of two) and Regional Trustees (a maximum of seven: three from MD/DC/DE/PA, three from VA/WVA, and one from NC).

Candidates running for Regional Trustee positions must reside in the specified Region. All Active Members vote for all candidates. Candidates in each Region are ranked by number of votes. The candidate or candidates residing in a specified Region with the highest number of votes is/are elected to the available positions in their Region.

All candidates are eligible for At-Large positions. After the Regional positions are filled, the remaining candidates are ranked by number of votes. The candidate or candidates with the highest number of votes is/are elected to the available At-Large Trustee positions.

Section 2.

The terms of the Board of Trustees and Officers shall commence January 1 following their election. Trustees shall serve for three years or until their successors are elected. Trustee terms shall be staggered, with three Trustee positions coming up for election each calendar year. Trustees must be Active Members.

Section 3. (no changes)

September 13, 2019

2019 PVRC Ad-Hoc By-Laws Review Committee