

## Comments on the WECA bylaws – Rafie Podolsky 11-30-21

- Overall: These bylaws are inappropriate for a small, unstaffed non-profit with a working (rather than a fundraising) board of directors. We should consider starting from the previous bylaws and modifying them to reflect desirable or necessary changes, rather than trying to make the most recent bylaws workable. In my opinion, the biggest overall problems with the new bylaws are:
  - They are very difficult to read. Everything should be written in plain language.
  - They are too complicated.
  - They are too long.
  - At times, they are internally inconsistent.
  - They are too rigid.
- Article I (General) – OK
- Article II (Office)
  - Are we required to have a “principal office”? What does the phrase mean?
  - If we have such an office, it should be in Connecticut, not elsewhere.
  - The ponderous phrase “The Corporation” should not be used in the bylaws. The phrase should be “West End Civic Association,” which the bylaws should abbreviate to “WECA.”
  - “Board of Directors” should generally be shortened to “Board.”
  - If we must have this article, it should be condensed into something like “WECA shall maintain a principal office at a location designated by the Board.”
- Article III (Membership)
  - 3.1 (Eligibility)
    - 3.1(A) (Regular members)
      - We should get rid of the concept of “classes” of membership.
      - We should reconsider the idea that membership is annual. In the absence of dues (or with dues of \$0), there is no need for members to renew their membership, particularly if membership is based on residence in the West End. “Membership” should be separated from fundraising. Instead of an annual request for membership renewals in order to raise funds, we should just have an annual fundraising drive. It is not in our interest to drop existing members from our membership rolls because they did not get around to sending in a renewal form that contains no new information. Nor is it in our interest to imply to new members on the membership form that they are expected to make a contribution to WECA. I have used zero-dollar dues as a way to encourage residents with little knowledge of WECA to sign up, since it costs them nothing.
      - As written, this section denies membership (and therefore voting rights) to long-term WECA members who contribute money to

WECA but have neglected to send in an annual membership form. This is not a good idea.

- The five sectors should be identified as five sectors, with all residents eligible to become members by submitting a membership form with contact information.
  - For residents of streets that are dividing lines between sectors (e.g., Whitney, So. Whitney, Elizabeth, and Farmington), do we prefer that the two sides of the street be in the same sector or in different sectors? The bylaws should be clear on this. The Southwest Sector recommended in earlier years that both sides of South Whitney be in the Southeast sector and has long functioned on that assumption.
  - The bylaws should be clear as to whether membership is individual or by household. Does each member of a household have a separate vote? If so, should this affect what the membership form looks like? In either case, should it be possible to register all members of a multi-member household on one form?
  - The paragraph on voting by “regular” members does not really make sense, since members can vote only at membership meetings. The Communication Coordinator and the Newsletter Coordinator should not be bylaws positions but, if they are, they should not be elected at membership meetings (they should be chosen by the President and the Board). Similarly, WECA representatives to other organizations should not be elected.
- 3.1(B) (Associate members)
    - In regard to “associate” membership, we need to decide what rights we want these entities and persons to have and how we determine who is eligible for this status. The bylaws provide for three different types of associate members (although it lumps two of them together). They are (1) non-residents who own property or conduct business in the West End, (2) businesses and institutions that own property or conduct business in the West End, and (3) non-residents who are “active in community affairs in the West End.” Some of this may be driven by an effort to comply with the NRZ Act.
    - It appears that an associate member that is an entity (rather than an individual) is a member in the name of the entity. It is not clear how that entity exercises a right to participate or vote. Presumably, it is through some designee, but the designee is not a member. Perhaps this should be clarified. It may take on significance if the associate member is permitted to be a member

of the board and therefore has board voting rights and not merely membership voting rights.

- Associate members must be individually approved to become associate members. Their status alone (e.g., being a non-resident property owner) does not make them a member. Is that what we want?
  - This individual approval cannot be made by the board. Each individual associate member must be approved by a vote of the membership at a membership meeting. This may be in conflict with later provision on membership voting rights.
  - Associate members can vote for the board at the annual membership meeting but have no other voting rights. This may be in conflict with provisions allowing them to serve as voting members of the board. Or perhaps they cannot serve as voting members.
  - We need to relate the status of associate members to the requirements of the NRZ Act. If not otherwise required, it seems to me that only residents should have voting rights. This, however, is probably inconsistent with WECA's NRZ status. It may be that non-residents and businesses must receive voting rights when WECA acts as an NRZ Committee, in which case associate members would either have to be full members or WECA would have to be clear when it is functioning as an NRZ and when it is not. This probably requires additional discussion and sorting out.
- 3.1(C) (Member list) -- The bylaws should not require that WECA have an "administrative assistant" to keep a list of its members. That should be a board issue.
  - 3.1(D) (Fees) -- The bylaws should not provide that new and renewing members "are invited" to make a donation. How to raise contributions from the membership should be a board matter. It may not be a good idea strategically (and may be inconsistent with NRZ requirements) to imply in written materials to new and renewing members that they are "supposed to" make a "contribution" at the time of joining or renewing. We currently suggest in our membership form an actual dollar amount for a new member contribution, even though we have no dues.
  - 3.1(E) (Transferability) – I'm not sure what this section means (how could someone transfer membership), and I don't think it is necessary, unless it somehow relates to business membership.
- 3.2 (Term of membership)
    - Calendar-year membership should be reconsidered (see above).
    - To the extent that membership must be renewed, do we really want to tell people who sign up in November that they have to sign up again for the next calendar year? Most people think that a one-year membership should last for a year. I understand that becomes administratively

complicated for WECA, but to me that is an argument for continuous membership, which would also get rid of the need for a two-month grace period. We could also provide that membership forms filed after a certain date (e.g., July 1) are good for the rest of the calendar year AND the next calendar year.

- Do we need detailed rules on how to resign? Wouldn't it be enough to say that any member can resign at any time? To the extent that membership is based on residence, it might make sense to say that members who move out of the neighborhood are no longer members. This throws us back to the question of whether non-members have voting rights or can serve on the board.
- 3.4 (Regular membership meetings) – I find this section puzzling, although I think I may have started to figure it out. First, as a technical matter, this section allows the “Executive Board” to call a membership meeting, but there is no Executive Board. It presumably refers to either the Executive Committee or to the full Board, but it is not clear which. Second, although it allows the Executive Board or the membership (by petition) to call a membership meeting, it permits no business to be conducted at such a meeting except to remove a “director.” In fact, this section more broadly prohibits any business from being conducted at a regular membership meeting that “warrants voting by the membership.” This is consistent with Sec. 3.7(b), which prohibits the membership from ever voting on anything at regular meetings other than the election of directors. It seems to me that this is an unreasonably constricted view of the rights of membership.
- 3.5 (Special membership meetings) – This section provides that the membership can't vote on anything except director removal at special meetings either. In that case, what is the difference between an “additional” membership meeting under 3.4 and a “special” membership meeting under 3.5? Both deny the membership a vote on the issue for which the meeting was called. This does not make sense to me.
- 3.6 (Place of meetings) – Why would we permit a membership meeting to be held outside of Connecticut?
- 3.7 (Notice of meetings)
  - I do not think that “Director” is a commonly understood shorthand when referring to a member of the board (in common parlance, organizations have “directors” (usually an executive director) while boards have members. Even though it is two words rather than one, I would substitute “board member” for “director” wherever it occurs in order to minimize confusion, although the downside, I suppose, could be confusion between board meetings and membership meetings.
  - It should not be permitted to post notice of a regular membership meeting solely on the WECA website, as is permitted by Sec. 3.2(b)(2). Members don't routinely go to the website.
  - Sec. 3.7(b) refers to the board conducting business at a regular membership meeting. Why is that allowed, especially since the

membership is prohibited from conducting business at such meetings?  
**The whole division of responsibility between the board and the membership should be reviewed.**

I also don't understand the lengthy procedure for a member who missed a meeting to get an after-the-fact summary of what happened. It also isn't clear to me if the verbiage at the end of subsection (b) means that yet another meeting has to be called. The same considerations apply to Sec. 3.7(c), which refers to special meetings. All of this language seems unnecessary, or at worst it could be condensed into a sentence or two.

- Sec. 3.7(d) seems like a bad idea. It says that, if a meeting is continued to another date that is announced at the meeting, no new notice has to be given to anyone, including the members who weren't at the meeting and therefore didn't hear the announcement of the new date.
- 3.8 (Waiver) – This section seems unnecessary. It is easier to send notice (presumably electronically) to everyone on a list than to respond to individual requests for waiver of notice. Members who don't want to be notified should just not read the notice.
- 3.9 (Record date) – This provision is unreasonably long, in light of real member behavior, especially when combined with annual renewal requirements that ongoing members sometimes forget to file. It effectively allows the board not only to prevent new members from voting but also old members who have not renewed well in advance of the applicable meeting. It allows the board to prevent voting by anyone joining during the 70 days before the meeting, and it prohibits the board from allow anyone to vote if they signed up during the preceding month. I would recommend a fixed 15-day advance membership requirement, or at most 30 days.
- 3.10 (Members' list) – It should be possible for members to check the list electronically.
- 3.12 (Quorum) – The term should be “members,” not “members of the Corporation,” which is confusing. The meaning of this section is confusing. I think it means that, since there is no proxy voting, only members “present in person” can vote, and that there is no quorum (i.e., a quorum is defined to be “whoever shows up at the meeting,” with no minimum number). I don't object to this, but others should note that the title – “quorum” – actually means that, if only one person shows up for the meeting, a quorum is present. This also raises the issue of whether virtual or hybrid meetings should be possible? What does “in person” mean?
- 3.13 (Vote) – This section created huge problems for the Nominating Committee.
  - Note that the 30-day minimum from Sec. 3.9 (here, inconsistently referred to as a one-month minimum) is repeated.
  - This section also raises the question of whether membership is individual or household. I assume that we are sticking with individual.

- Do we want to retain the secret ballot requirement? It would not have been practicable to comply with such a requirement this year.
  - What are “untitled” directors? What are “titled” directors? Are the titled directors the officers? The sector reps? The committee chairs? Does “untitled” mean “at large”? If titled directors are supposed to include committee chairs, how can that be possible? The committee chairs are not appointed until after the election. In fact, the committees themselves are not known until after the election.
  - Note that the officers and sector reps require a majority vote, while the untitled directors require only a plurality.
  - Sec. 3.13(3) refers to “nonprofit organization directors.” This category does not seem to exist elsewhere in the bylaws. There is a subcategory of associate members that includes “businesses” and “institutions,” some of which may be non-profit. The provision seems to imply that non-profit organizations can be elected to the board as directors.
  - The bylaws anticipate the election of two “coordinator” directors. This provision should be deleted. To the extent the positions exist, they should be appointed positions, probably as committee chairs.
  - To the extent that Sec. 3.14 is necessary, it should probably apply to all meetings and should be in the section on Officers.
- Article IV (Officers)
  - 4.1 (Qualification)
    - All directors must be WECA members. That seems fine. How does that apply to associate members, some of which may not be individuals?
    - This section says that directors do not have to be Connecticut residents (or West End residents, for that matter). Is that OK?
  - 4.2 (Voting)
    - There is a 30-member limit on the number of voting members of the board. There is also provision for non-voting “members,” so 30 persons is not a maximum for the size of the board but rather for the number of board members who can have voting rights.
    - The bylaws say that the voting members include (but does not limit the board to) five officers, five sector reps, and 13 “untitled” directors. This adds up to only 23, which leaves room for seven others. It isn’t clear in the bylaws who those seven could be. The bylaws identify four categories of non-voting members: (1) coordinator directors, (2) alternate sector reps, (3) WECA reps to other organizations, and (4) “any others so prescribed by the voting directors of the board.” So how is it possible for the board to have between 24 and 30 voting board members? The Nominating Committee initially thought to resolve this with “non-profit organization directors” from Sec. 3.13(3), since the bylaws refer to them as “directors.” Ultimately, however, the Nominating Committee concluded that committee chairs were “titled” and chose to nominate 20 at large directors with the understanding that

at least seven would be named committee chairs and therefore, by becoming “titled,” would bring the number of “untitled” directors down to 13 or fewer. None of this made sense to us, and it has to be changed.

- Each sector has one sector rep and one alternate sector rep. This is a complete reversal of previous bylaws, which allocated sector reps by the population of the sector. That resulted in four sector reps for Southeast, two for Southwest and Central East, and one for Central West and North. This allocation should be restored (a total of ten sector reps). We should note that the Nominating Committee in 2020 recommended that the south-of-Farmington representation be changed to two from Southwest, two from Southeast, and two from south of Farmington at large.
  - My own view is that the voting membership of the board should consist of five officers, ten sector reps, all committee chairs, and a maximum of additional voting board members such that the total voting membership will not exceed 30. This presents some practical but solvable problems in knowing, at the time directors are being elected, how many committees there will be.
- 4.3 (Terms)
    - (A) Three-year terms – The bylaws require staggered three-year terms. I think that this is a bad idea and that all terms should be one year. Three-year terms represent a solution that is worse than the problem. Such terms will stagger themselves through natural turnover. If there needs to be a guarantee of some turnover, then it can be done by setting a minimum number of directors who may not run for reelection – the directors themselves or the Nominating Committee if necessary can decide who must leave the board (I do not recommend this alternative, but it is preferable to three-year terms). There are at least three major problems with multi-year terms in an organization such as WECA:
      - It discourages new blood from accepting appointment. Most potential new board members will not want to make a three-year commitment and will therefore resist accepting an appointment. This will have a serious negative impact on recruitment. We did not disclose the length of terms to newly-recruited board members this year unless they asked (almost none of them asked).
      - It makes it very difficult to get rid of inactive board members. We are stuck with them for three years. This is especially true because WECA’s board is an active working board, not a passive supervisory board. WECA needs board member attendance and activity for the organization to work well, and there needs to be a gentle way to remove inactive directors.
      - On the other hand, there are numerous reasons to keep people on the board who are active and involved. The existence of a one-year term has never inhibited good board members from staying

on the board. There is simply no problem that makes this “solution” necessary.

- (B) Term limits – The bylaws limit directors to six years (two consecutive three-year terms). In my opinion, this is as bad, or possibly even worse, than three-year terms for members. It will effectively deprive the board of its most important members – the “worker bees” who care passionately about WECA as an organization -- and of its institutional history. It is hard, not easy, to get people to be willing to join the board AND become worker bees. It is a tremendous benefit to WECA when we are fortunate enough to find such people. Forcing them off hurts the organization. The bylaws allow such term-limited members to come back after a year off. In real life, most such people will not come back.
- (C) Ex-officio directors – This is another confusing section. The bylaws provide that the board “may invite” an officer of a non-profit organization to serve ex officio as a non-voting member of the board. The person must be an officer of the non-profit. Sec. 4.2 already allows the board to add “any” person to the board. Is this intended to limit the board to non-profit representatives? The bylaws anticipate the WECA board choosing the representative from another non-profit, although the bylaws permit the WECA board to allow the non-profit to choose its own representative. This is bizarre. Another organization should obviously be allowed to choose its own representative. But should such a representative be a director of WECA or rather a liaison from the other organization? To me, the bylaws have it backwards. We should promote liaison relationships with other organizations, but the liaisons, while specifically invited to participate in board meetings, should not be board members unless the board wants them to be full members, in which case they should be able to vote. For example, we might want a representative of the Farmington Avenue Alliance or the Farmers’ Market to combine liaison status with full board membership (Will McNair and Rachel Taylor probably effectively play these roles now). We may also want to have a liaison relationship with the UConn Law School, where we would not be looking for a full board member but we might want to ask that a liaison come to our meetings regularly. We certainly have that kind of relationship with the City of Hartford (although we may need a voting City member to comply with NRZ requirements). Bottom line: I don’t see a need for ex-officio non-profit directors but do see a need for liaisons.
- 4.6 (Vacancies) – The bylaws provide that the board fills all board vacancies except for sector rep, and the choice of replacement for President is restricted to two people. I would allow the board to fill sector rep vacancies in the same manner as other vacancies (except that the replacement must live in the sector). I would allow the board to fill a vacancy for President from any of its members

and not solely from the two Vice Presidents. There will be circumstances in which the best fill-in will be someone other than a Vice President.

- 4.7 (Board meetings)
  - (A) (Annual meetings) - I would change “directly after” to “after” in the first sentence regarding the first board meeting after the election meeting.
  - I would not prohibit members from attending the annual board meeting (or other board meetings). Why aren’t all board meetings open to observation by the membership?
  - (B) (Regular meetings) – I would not deny notice to members of regular board meetings, but I would permit the notice to be part of any publication (e.g., West End News) that is delivered electronically to all WECA members.
  - (C) (Special meetings) – I would not allow the board to hold special meetings out-of-state. I would require the same notice to members as for other meetings.
  - (E) (Waiver of notice) – This section seems unnecessary.
- 4.8 (Quorum) – I think that the minimum quorum should be greater than two.
- Article V (Committees)
  - 5.1 (Standing committees)
    - Change the second line to say “...there shall be at least three standing committees, including...” The purpose of this change is to make clear that the board can create other standing committees. The bylaws seem to imply (without actually saying) that there are only three standing committees and that all other committees are ad hoc. This has created a problem for the Nominating Committee, since it leaves unclear the duration of an ad hoc committee. I think that the bylaws should authorize the board to create both standing and ad hoc committees.
    - Who is responsible for the appointment of committees – the President or the board? It seems to me that the bylaws should either assign this duty to the President alone or to the President with the approval of the board. I would not make the board the sole appointing authority to the exclusion of the President.
  - 5.2 (Advisory Council) – This section should be deleted. There is no need for such an advisory body. Persons whose advice we know we want should either be put on the board or be encouraged to come to board meetings, not to be a “shadow board” and have their meetings without us.
  - 5.3 (Ad hoc committees) – The bylaws downgrade non-board membership on committees. The section should be revised substantially.
    - Non-board members should be able to chair committees, and the bylaws should say so.
    - The chairs of all committees, whether board members or not, should be encouraged to involve non-members in their committees.

- The board itself should also be required to encourage non-members to participate in committees.
  - Non-board committee members are not “advisory” members of those committees – they are members. They get to participate just like anyone else. Non-board members can vote at committee meetings. They can also lead projects and chair subcommittees. The bylaws should not devalue them.
  - The last sentence of this section should be deleted. The bylaws already say that it can appoint any committees that it wants. The committees theorized in the last sentence are ad hoc committees that are already covered by the section.
  - We need a full discussion about the relationship between committee chairmanship and the election of board members (the titled vs. untitled question). It is generally in the board’s interest to have committee chairs (or, at least, committee co-chairs or committee liaisons) on the board (or at least present at board meetings). To the extent that committee chairs are not on the board, then the board needs to have a liaison system. To the extent that the board wants committees represented at board meetings, it should answer the question as to which comes first – electing a person to the board at large and then assigning a committee, or choosing a person for the board so that the person will be a committee chair.
- 5.4 (Committee authority) –
  - The bylaws allow the board to delegate power to committees only if the committees are 100% board members. I think that the board should in general be hesitant to delegate full power to committees, including committees made up only of board members. I think, however, that there may be situations in which the board should be able to delegate decision-making power to a committee, even though the committee contains non-board members. I can see such a situation arising when WECA’s position must be articulated immediately if it is to be considered and there is no time to get a board meeting together. I would rewrite the section so as not to make the inclusion of non-board members on a committee to be the central factor in delegation. It is the scope of the delegation itself that should be central.
  - Sec. 5.4(1) prohibits committees from filling “vacancies” on any committee, “except as provided in this section.” I did not see anything in Sec. 5.4 overriding that provision. To the extent that it prohibits committees from expanding their own membership, it is undesirable. Active committees do that all the time.
- Article VI (Officers and Sector reps)
  - 6.1 (Sector reps) – This section provides that the membership chooses the sector reps. Elsewhere, the bylaws provide that only members living within a sector

can vote for their own sector rep. This is fine, but it raises questions as to when that election should occur. Presumably, this will be at the annual meeting.

○ 6.2 (Officers)

- The wording of this section makes it unclear whether there can be nominations from the floor for either Vice President position if there is no nomination from the Nominating Committee.
- Subsection (a) requires a three-year term for officers, with a maximum of two consecutive terms. I believe that we should return to one year terms with no term limit. See also Sec. 6.3(A). These provisions suffer from some, but not all, of the same problems that are created by the same rule as applied to board members generally.
  - Three-year term: A three-year term will probably not be an obstacle to recruitment, but it will present a major problem if the officer is not performing satisfactorily. In effect, it makes it extraordinarily difficult to get rid of an officer whose behavior (which could be either action or inaction) is damaging the organization. An ineffective President could bring WECA to a standstill and undermine its status with the City government. An incompetent Treasurer could put WECA's finances at risk. One-year terms make it much easier to replace key officers whose work, for whatever reason, is harming the organization. A three-year term is not necessary to retain good officers. They will want to stay, and the problem will take care of itself. And, if they want to leave, no one can stop an officer from resigning before the term expires. There is no actual problem that requires fixing, and the longer term creates problems of its own.
  - Term limits: These create the opposite problem. It is hard to find members willing to take on significant time-intensive tasks, particularly the presidency. Both Carl Dudley and David Barrett served for about ten years each as President, and each was critical to the revival and success of WECA. The quality and consistency of this leadership would not have been possible with term limits. David Klein served as Treasurer for 20 years. While we hope that his successor will do well, WECA has enjoyed two decades of stable financial management. Why should we risk that if there is no problem? As with membership term limits, this is a non-problem that does not need to be fixed. At the same time, it creates its own dynamic, which is likely to cause actual problems.
- Sec. 6.2(c)(ii) says that the "vice presidents" are to chair the Governance Committee. In contrast, Sec. 5.1(c) says that one of the vice presidents is to chair that committee.

○ Sec. 6.3 (Sector reps)

- This section gives one sector rep to each sector, regardless of population. The prior bylaws apportioned sector reps by population, resulting in four

sectors reps for Southeast, two for Southwest and Central East, and one for Central West and North. The apportionment by population was intended to recognize the concentration of population in the Southeast Sector. It has been a problem to fill the multiple sector rep slots from Southeast, but that is a reason for working harder, not abandoning the concept. I recommend returning to the former allocation or to the compromise version recommended by the 2020 Nominating Committee.

- Article VIII – Amendments
  - Sec. 8.1 requires the bylaws to be amended by the board, rather than by the membership. Is this a good idea?
- Article IX – Miscellaneous
  - Sec. 9.3 (Delegates) allows the President, with board approval, to appoint “delegates to other organizations.” Is this the same as “liaisons.” How does this relate to the “ex officio directors” in Sec. 4.3(C)?