

PROPOSED AMENDMENTS TO THE CONSTITUTION OF NJTL, submitted by Andrew Flothmeier, Individual Member, Chair of the Technology Committee (Standing) (4/3/04):

PROPOSED AMENDMENT (to replace Article VIII, Section 2):

Amendments must be submitted to the secretary or president at least sixty (60) days prior to the date of the meeting on which they are voted on.

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PROPOSED AMENDMENTS TO THE BYLAWS OF NJTL, proposed by Andrew Flothmeier, Individual Member, Chair of the Technology Committee (Standing), (3/27/04):

Amendment #1 (to be added to Article VIII):

Board meetings and general membership meetings must be announced at least fifteen (15) days before the date of the meeting.

The above amendment requires that ample notice be given to members as to the date of the meeting. This is to give all voting members the opportunity to attend and accurately voice their opinions on any matters that may be presented before the body.

Amendment #2 (to replace Article VI, Section 5)<sup>1</sup>:

It shall be incumbent upon the members of the Board to attend all Board and membership meetings. If a member shall be absent without due cause for two (2) consecutive meetings, said member's office will be considered negated and the member will be relieved of office by the Board. If the member is a Company representative, the Company will be required to appoint a new representative within 30 days of the negation.

This amendment removes the confusion as to how many and which type meeting are to be held throughout the year. It requires that Board members attend the four general membership meetings, one of which is to be held each quarter of the year<sup>2</sup>. Previously, Board members were required to meet four times during the fiscal year, which could have meant four meetings in addition to the four membership meetings or just the membership meetings themselves. At this time, it does not appear that the Board needs to meet more frequently than once each quarter at the membership meetings.

Amendment #3 (to be added to Article VI):

The Board shall consider, promote and transact the business of the League in the intervals between all meetings. In order to accomplish this, the Board may use any means, including electronic, as long as the method used adheres to the conditions listed below.

1. Any method used must be previously approved by the Board at a meeting by a two-thirds (2/3) majority vote.

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<sup>1</sup> This new amendment is identical to Article VI, Section 5 except that it removes the first sentence and adds the phrase, "and membership meetings" at the end of the second sentence.

<sup>2</sup> Required by NJTL Bylaws, Article VIII, Section 3

2. Any method used permits all Board members to have their opinion made known to all other Board members, as well as provide a method to make subsidiary motions.
3. Board members must have at least seventy-two (72) hours from the notification of the motion to until when their vote must be cast.
4. The motion must be on an issue in which action must be taken before the next meeting or within the fifteen (15) days required to call another meeting. If the motion can wait more than fifteen (15) days a meeting must be called to decide the issue.
5. This method may not be used to pass amendments to the constitution or bylaws, restrict the rights of members, suspend or dismiss members, and otherwise approve motions where the vote of the full membership is required.
6. A motion that is carried does not go into effect until twenty-four (24) hours after the close of voting, in this time, a motion may be made to reconsider the previous motion as long as it meets with conditions for reconsideration.
7. Motions may come from any League member. This motion should be given to the President who then shall initiate and preside over the decision process.
8. All communication resulting from the motion made via this method must be entered into the minutes of the next meeting as business conducted between meetings.

This amendment would authorize the use of decision making for the League which would not involve in-person meetings, which I stated earlier are necessary especially in a large statewide organization. Several provisions are built into this amendment that attempt to ensure that the process is fair.

The first provision requires that all methods are approved by the Board at a prior meeting. This way all members have a way of debating and deciding upon a voting method. It must be approved by a two-thirds majority since the voting method could potentially be seen as taking away rights of members if someone is unfamiliar with the format or medium used.

The second and third provisions should be fairly obvious as to their purpose. They promote the nature of the deliberative decision making process. They require that all persons have a say on any motion proposed via this method and that all persons have ample time to receive, view, voice their opinion, ponder, and respond to the motion. The subsidiary motions referred to in the second provision are those which, "...assist the assembly in treating or disposing of a main motion (and sometimes other motions)."<sup>3</sup>

The fourth provision basically makes sure that as many decisions as possible are deliberated within the meeting setting. Only motions which need to be passed on an expeditious schedule should be decided upon via a non-meeting format.

The fifth provision limits the type of motion that can be deliberated in this format. Major changes to the way the League operates should be decided in a more formal setting.

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<sup>3</sup> RONR (10<sup>th</sup> ed.), p. 60, I. 3, 4

Therefore changes to the League constitution and bylaws, restrictions to the rights and privileges of members as well as their censure should not be allowed. Also, in order to prevent measures that should be decided upon by the whole membership from bypassing that group, decisions that must be made by the whole membership should not be decided using a non-meeting format.

The sixth provision allows for a “cooling off” period that naturally happens after a vote has been taken and is usually built into a meeting format. During this time motions can be reconsidered as long as they meet RONR’s conditions for reconsidering, which can be found on pages 304 thru 324.

The seventh provision states that any League member can originate a non-meeting motion. However, the motion must be presented to the President who then, as in a regular meeting, should initiate and preside over vote. He or she should also determine whether the non-meeting voting method is valid based on the motion. If not valid, a meeting should be called to debate the issue, if an existing meeting will not suffice.

The eighth provision simply requires that any communication originating from the decision making process is recorded. This step serves the same purpose for creating minutes for regular meetings.

It’s also imperative that NJTL clarify whether the membership or the board is required to approve financial expenditures. The answer depends upon the expediency that the financial expenditure need to transact as to which body must approve the measure. Currently the only stipulations to which the Treasurer must abide by before distributing funds is that, “... funds as are supported by a signed order or voucher.”<sup>4</sup> RONR is more decisive on this issue, it states, “... [the Treasurer] cannot disburse funds except by authority of the society or as the bylaws prescribe.”<sup>5</sup> In this case the society would be the full membership of the League. However, if the financial expenditure needs to transact before the next meeting of the League, it is incumbent on the Board to approve the expenditure. This is again due to Article VI, Section 3, which states that “The Board shall ... transact business of the League in the interval between meetings.”

Since it was earlier recommended that the Board cannot transact business between membership meetings without themselves meeting, and the next meeting is only one week away, the expenditure should be approved by the membership at that their meeting in one week. The League must also consider regulating finances better than it does today. Currently there are no requirements to come up with a yearly budget, nor are their clearly defined rules as to how funds should or should not be spent. To this issue I suggest the making the amendments to the bylaws listed below.

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<sup>4</sup> NJTL By-laws, Article V, Section 5

<sup>5</sup> RONR (10<sup>th</sup> ed.), p. 445, I. 1-3

Amendment #4 (to be added to Article V, Section 5)<sup>6</sup>:

Funds distributed must be accounted for in the yearly budget of the League or otherwise approved by the Board. If any distribution of funds totals more than five (5) percent of the yearly budget, the expenditure must be approved by the membership.

This amendment would be added to the duties and requirements for the Treasurer. It requires that the Treasurer can distribute funds, if they are for expenditures in the approved budget. If they are not in the budget, then the Board must approve that expenditure. If the amount of the expenditure is more than five percent of the yearly budget then the full membership must approve the expenditure. This ensures that the entire membership approves the large expenditures, and that the threshold for requiring this vote adjusts as the NJTL budget may fluctuate over the years.

Amendment #5 (to be added to Article VII):

A financial committee shall be created at least sixty (60) days prior to the Annual meeting that consists of the Treasurer, President, and three members appointed by the President and approved by the Board. This committee is charged with developing the yearly budget for the following fiscal year to be approved by the general membership at the Annual meeting. The Treasurer shall serve as chairperson of this committee.

This amendment requires the creation of a financial committee every spring to create the budget for the following fiscal year. The budget that is devised by this committee must be approved by the membership. Creating a budget is essential to financial accountability of the League and to avoid being fiscally irresponsible with League funds.

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THE FOLLOWING WERE MADE SUBSEQUENT TO THE 3/27/04 MEETING:

ADDITIONAL REQUESTS FOR AMENDMENTS TO THE BY-LAWS:

Submitted by Timothy DiVito, Company Rep for The Livingston Theatre Company (4/1/04):

PROPOSED AMENDMENT (To be added to VII. COMMITTEES, Section 2):

That an Amendment be made to add a Standing Committee to the By-Laws, that Committee being a Membership Committee. It would be intended that the Chair of this Committee would work hand in hand with the Vice Presidents to promote membership of the League.

Submitted by Andrew Flothmeier, Individual Member, Chair of the Technology Committee (Standing) (4/22/04):

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<sup>6</sup> It is suggested that this amendment be added at the end of Article V, Section 5 and not replace it.

Amendment #6 (to replace Article VII, Section 2):

The Standing Committees shall be as follows:

- Children's Theatre
- Communications
- Education
- Festival
- Historian
- Membership
- Parliamentary
- Public Relations

This sort of puts the other committees that were proposed into the text and formatting of the By-laws. The by-law committee I called the Parliamentary committee, so that it can cover more than just by-law issues, but the way we conduct business itself. I renamed the technology committee to communications to reflect more closely what I do with the website and post office box. I also included Tim's idea of the membership committee. The specific duties of these committee's are covered as part of Article VII, Section 4, which requires the "Code of Standing and Special Committees" which must be drafted by the President and approved by the board annually.

Amendment #7 (to replace Article VIII, Section 1):

The Annual Meeting of the League shall be called at a time and place to be determined by the Board. The meeting shall be announced to all members at least 30 days prior to the date of the meeting. The Annual meeting must be held within the last quarter of the fiscal year, preferably towards in the second month of the last quarter.

This amendment establishes the Annual meeting of the League, which in other parts of the by-laws is where Officers are elected and (in current amendments) the budget for the following fiscal year is determined. Changes made for the original by-laws make the calling of the meeting conform to calling of general membership meetings. This also requires that the meeting be in the last quarter of the fiscal year; the current by-laws require it to be within one month, which is May.

Amendment #8 (to replace Article III, Section 4):

Members shall be declared in arrears if dues remain unpaid after the end of the second quarter of the fiscal year.

This is the same length of time that the current by-laws define (which is January 1st), but it defines the date relative to the beginning of the fiscal year. This is also essentially the final due date for dues to be paid.

Amendment #9 (to replace Article III, Section 3):

Dues are payable beginning at the end of the Annual meeting of the League for the following fiscal year.

Again this defines when the dues should be paid from. They must be established by the Annual meeting, so it makes sense to have them payable from then, for the next year starting at that point.

Amendment #10 (to be added to Article III):

The fiscal year of the League shall begin July 1st and end June 30th of the following year.

Amendment #11 (to be added to Article III):

The fiscal year of the League shall begin January 1st and end December 31st. The fiscal year at the passing of this section shall be extended to December 31st, 2005.

The previous two amendments set the beginning and end of the fiscal year. The first sets it to what it is currently, which is from July 1st to June 30th. The second is put up more for debate than anything. We have noticed in the past that it is difficult to get people to attend the Annual meeting that is in May, since most theatre companies are busy producing shows then. This amendment would change the fiscal year to be the same as the calendar year. If the previous amendments pass, this would put the Annual meeting in November, or if not possible either October or December. The second part of this amendment just extends the year so that terms of office are extended for more than just 6 months.