



Black Rose Bylaws Amendment 2019

Executive Summary

This bylaws amendment consists of four separate amendments to Articles II, III, and XI of the Bylaws. Article II is changed so that the membership of a Director, the Arbiter, or the Ombudsman cannot be revoked without first removing them from their position. Article XI is changed so that, in the discussion of the Grievance Procedure, the Article refers to the proper section of Article II. Article III is changed in two places. First, the section forbidding professional dominants and submissives from serving on the Board of Directors is changed to make it clear that a person cannot serve as a professional dominant or submissive while serving on the Board or during the year prior to their candidacy, but can have done so at earlier times. Second, the term of Directors is reduced to one year.

In 2007, Black Rose moved from one-year terms for its Directors to two-year staggered terms, to ensure continuity in the Board of Directors. However, since that time, it has proven difficult to recruit candidates for election, and almost every fiscal year has seen at least one Board resignation. This does not serve the purpose of continuity of the Board of Directors, nor is it good for the stability of the Corporation.

This amendment is open for comment until February 10, 2019. Send comments to secretary@br.org.

Bylaws Amendments and Discussion

In the amendments below, text shown in ~~strike through~~ is deleted from the original text, while text in **boldface** is added to the amended text.

Article II, Section 2.13

Original text

"... any applicant may be denied membership and any member may be removed from membership by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, ~~excluding the vote of the member under consideration for removal if such member is a member of the Board.~~"

Amendment

"... any applicant may be denied membership and any member, **other than a Director, the Ombudsman, or the Arbiter**, may be removed from membership by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present."

Discussion

Articles III and XI provide that Directors, the Arbiter, and the Ombudsman may be removed from office by a unanimous vote of the Board (except for the Director under consideration, if applicable). However, under the current wording of Article II, the memberships of these individuals could be removed by a 2/3

vote, which would have the effect of removing them because they would no longer be eligible to serve in those positions. This amendment would make Article II consistent with the intent of Article III and XI.

Article III, Section 3.02(d)

Original text

~~"Individuals working as professional dominants or professional submissives are not eligible to serve on the Board."~~

Amendment

Candidates for election must not have worked as professional dominants or submissives for at least one continuous year by April 30 of the year in which they seek election and cannot work in these roles during their terms.

Discussion

This section of the Bylaws has always been interpreted to mean that pro-doms and pro-subbs may not serve on the Board at the same time as working in these roles. This amendment makes this interpretation clear in the Bylaws. In addition, pro-doms and pro-subbs cannot work in these roles during the year of membership that would make them eligible for election to the Board. This section of the Bylaws has been completely reworded to be parallel with Section 3.02(b).

Article III, Section 3.02(i), 3.02(j), 3.02(k), 3.02(l)

Original text

~~(i) Directors shall be elected for terms of two years. Three Directors shall be elected in odd numbered years, four in even numbered years. Terms begin on July 1 and terminate on June 30 or when the election committee has certified the results of the next election, whichever comes later. Should a vacancy occur, the Board may appoint a replacement to fill out the remainder of that term, as provided for in §3.02(j) of these by-laws. All Directors shall be required to maintain their continuous memberships throughout their term in office.~~

~~(j) Should fewer than the requisite number of candidates ...~~

~~(k) In the event that two or more candidates ...~~

Amendment

(i) Should fewer than the requisite number of candidates ...

(j) In the event that two or more candidates ...

(k) Directors shall be elected for terms of one year. Terms begin on July 1 and terminate on June 30 or when the election committee has certified the results of the next election, whichever comes later. Should a vacancy occur, the Board may appoint a replacement to fill out the remainder of that term, as provided for in §3.02(i) of these by-laws. All Directors shall be required to maintain their continuous memberships throughout their term in office.

(l) Any Director serving the two-year term that would otherwise have ended on June 30, 2020, shall not stand for election in 2019 but instead shall serve out the remainder of the term as duly elected or appointed.

Discussion

In 2007, Black Rose moved from one-year terms for its Directors to two-year staggered terms. The intent of staggering terms in this way was to ensure continuity in the Board of Directors. However, during that time, two unanticipated problems have arisen. First, Washington is an unusually transient city, with people arriving suddenly for short fellowships or similar temporary positions and leaving just as quickly. This has made it difficult to recruit candidates for election because people often do not know when they will be leaving their current position and therefore cannot commit themselves to the two-year term. Furthermore, almost every fiscal year since 2007 has seen at least one resignation of a sitting Director. Of the 31 people elected to two-year terms during this time, 12 have served those terms to completion. The current state of affairs does not serve the purpose of continuity of the Board of Directors, nor is it good for the stability of the Corporation.

Article XI, Section 11.01

Original text

"An Ombudsman shall, at the request of the Board, conduct fact finding regarding any appeal of a Board decision regarding membership status, as provided for in ~~§2.08~~ of these Bylaws, or for any member who files a grievance against the Board, as provided in ~~§2.09~~ of these Bylaws. ..."

Amendment

"An Ombudsman shall, at the request of the Board, conduct fact finding regarding any appeal of a Board decision regarding membership status, as provided for in **§2.14** of these Bylaws, or for any member who files a grievance against the Board, as provided in **§2.15** of these Bylaws. ..."

Discussion

Over the course of time, as Article II of the Bylaws has been amended, Article XI has not been amended to keep pace with the changes. This amendment changes Article XI to refer to the proper sections of Article II.

The Board in principle approved the amendment at the December board meeting. Notice of the amendment was first sent out in the BR Members Announcements on December 23, 2018. In accordance with Article IX, Section 9.04(a) of the bylaws, this amendment is open for comments from membership until February 10, 2019. Please send comments to secretary@br.org.