

# **The Case for the Bylaw Changes**

by Alicia Mattson - 2007

I am proposing some extensive changes to the bylaws this year. While some are simply detail clarifications that we might as well make while we're at it, most of these changes are important. I'm asking for the support of our convention voters to enact these proposals. These changes will help the LPTN move in the direction of being a more professional, organized and effective party. Since there is limited time during convention to discuss and vote on these changes, I want to publish these proposals well in advance, along with my some of my reasons for requesting them so that you can give them due consideration.

## **The Big Picture**

If you look at the overall design of our current bylaws, the LPTN is envisioned to be just a support staff for the county parties. Even the primary job definition of the state chair is "to find, develop, and assist coordinators and county chairs". In previous years, great effort has been made to develop active county parties in all 95 counties in the state. But because most county parties were nothing more than just a single person appointed as a figurehead chair, and there was no actual county party activity, within a few months most of those county parties atrophied. County chairs would move and change email addresses without notifying the state party. We would lose contact with them, and there was often no other activist in the county to take over, and our website visitors would get no responses to their inquiries to those county chairs.

The reality is that we only have a handful of county parties (maybe 5) that remain independent, active, organized, and responsive to new people making inquiries about the LP. So the expectation that grassroots activity would be the driving force of the LPTN is simply not playing out. It's a nice theory, but that's how it has worked. Why have a state party designed to support a non-existent grassroots movement? County chairs are granted powers and responsibilities in our bylaws, but when the county chairs don't do their responsibilities, or those county chairs disappear, it cripples the design.

## **Organizational Structure**

There are things the LPTN needs to accomplish, with or without any county party organizations. What our bylaws create now isn't good design for getting those things accomplished. The state party needs to recruit candidates for office, fundraise, get the LP presidential candidate on the ballot, plan conventions, manage the state party PAC, work state legislative issues, etc. Those aren't in the itemized lists of things our officers are to do. Who is responsible for these things? Who has the authority to get them done?

Under the current bylaws, the only authority to accomplish any of that lies with the chair in his/her power to appoint coordinators. No one else in the organizational structure has any say in whether or how those things are accomplished. No one but the chair is particularly obligated to feel any ownership of those responsibilities. The only input the bylaws grant to others is summed up in the officer/regional coordinators' authority to spend the reserve funds. That's too

much to drop in the lap of a part-time volunteer chairperson, especially in a state party where many are more prone to spend their time debating on discussion lists than volunteering to help get even small projects accomplished.

What if we had a state chair who would do nothing? How would those and other important jobs get accomplished? The bylaws do not grant anyone else the authority to make sure they get done in spite of a chair who might be an obstacle. With our current structure, we're just hoping that the chair gets it all done, or that in the event of a non-productive chair, someone other interested person will simply claim authority they don't really have to take over a project and get it done.

On the other hand, if the LPTN had a state chair who would abuse his/her authority, the current bylaws would allow such a person to have too much power. The chair gets to appoint 4 of the 8 people with the power to spend the reserve funds of the party. County chairs have the power to remove a state officer, but the county chairs are appointed by the state chair. If there were an effort to remove a state chair, the state chair could simply appoint/remove county chairs as needed to protect his/her position. The LPTN has not adopted any parliamentary authority or convention rules whatsoever, which means there are no defined rules about how the chair should run a convention.

The current bylaws put too many restrictions on the financial management of the party. The budget is defined at an annual state convention by delegates, many of whom ONLY participate in the one-day-a-year convention. Not to demean our convention attendees in any way, but they may have no idea what things need to be accomplished in the upcoming year, nor do they have any knowledge about how or by whom those things will be done, or what a reasonable cost is. The budget for the next year is limited to what is in the bank account on the day of the annual convention. What if a fabulous opportunity for a large and liberty-promoting project comes along during the year, and the budget set at convention didn't anticipate it? There is no bylaw provision to allow reallocation of funds between budget categories as needs and opportunities change throughout the year. There is no bylaw allowance for the LPTN to send out a fundraising letter, gather funds for a specific project, and use those funds for the project without first going through a budget-setting cycle at a state convention. That system pretty much guarantees that we'll not be able to accomplish anything large or noteworthy if we need to raise funds for it. The current bylaws say the treasurer should propose budgets in which we spend our money in the same general way for operations as the previous year, but the way we've spent money before hasn't been terribly successful for us, so why must we be locked into the pattern?

To address all of this, we should adopt a structure commonly used in most professional organizations throughout the world. We need an executive committee (all elected by LPTN members) that is collectively entrusted with the management of the party and a chair who serves as CEO to make daily decisions. The executive committee has the authority to manage the funds of the party as needs/opportunities change, has the authority to override or work around a do-nothing chair, has internal accountability in the authority to remove people who are not doing their jobs, etc. The ExComm/CEO structure grants the chair authority to make routine decisions without requiring a meeting for every detail, but gives more people ownership of the larger responsibilities.

It is better design for these sorts of powers to be vested in a group of people elected by the LPTN membership, not appointed by the chair, and the actions of the chair and the ExComm should be regulated by a well-tested parliamentary authority like Robert's Rules of Order. Our current structure is just asking for trouble if we elect the wrong person as chair.

Consider the current bylaws procedure for removal of an LPTN officer, should such a thing become necessary. It requires action by 1/2 to 2/3 of the entire LPTN membership, not just 1/2 to 2/3 of the people who attend an annual convention. Is it realistic to think that we could ever get 2/3 of the LPTN membership to somehow participate in a vote on such a question? We don't even have a good way to identify, much less contact, all of the people that some want to define as members (more on that later), much less get 2/3 of them to vote to remove an officer. In reality, it would NEVER happen, no matter how desperately an officer needed to be removed. But creating an ExComm with the power to remove an officer is a procedure that could actually happen, should it be needed.

If we were to qualify as a political party under state law, there are duties defined within the law for a party's Executive Committee. Within the minor party bill that we have been considering by the state legislature is a provision for an Executive Committee to appoint replacement candidates, should the originally nominated candidate withdraw, die, or be disqualified. The state legislature expects political parties to have Executive Committees, like most other professional organizations.

My proposed bylaw amendments would create an Executive Committee that consists of 7 people, the four state party officers and three at-large members. This is roughly the same size of the group of 8 that has authority to expend reserve funds now. The three at-large members would serve terms that are staggered from the terms of the four officers. That will provide some continuity from one Executive Committee to the next, plus it means we don't have to arm-twist 7 people all at once to serve in the state party. We only need to find and elect 3 or 4 people each year.

## **Membership**

Our definition of our membership is built upon the premise of the Unified Membership Program (UMP), which no longer exists. (For those of you not familiar with UMP, it was a plan under which a portion of dues paid to the national LP were shared with the state parties.) The UMP language must be removed, and our membership needs to be redefined to something clearly identifiable and manageable.

So what's wrong with removing only the UMP terminology from the membership definition and leaving the rest the way it is? Current definitions say that you are an LPTN member if you're a member of the national party through the UMP program, or if your county chair has followed the Article III Section 2 procedure to certify you to the state party as being a member of the your local county party. Here's why that needs to change:

1) The LPTN is supposed to send bylaw change notifications to all LPTN members in the pre-convention issue of the Voice of Freedom newsletter. (And I'm proposing that convention notice must be sent to all members also, regardless of whether or not there are bylaw change proposals that year.) Now that the national party has adopted a zero-dues membership plan, anyone who has ever signed the pledge is a member of the national party. In Tennessee alone there are currently 1886 such people. Including printing and mailing costs, our last VOF mailing cost \$1.71 per person. To send such a mailing to 1886 people would cost \$3225.06. Our current monthly income (net of bank fees) is around \$250/month, so it would use up more than a year's worth of revenue just to comply with such a requirement. We cannot currently afford to define our membership as anyone who has ever signed the national party's membership pledge. If we did a less expensive black and white mailing at \$0.80 per person, it would cost \$1508.80, using 6 months worth of current revenue levels just for the pre-convention mailing.

2) If you're not a national member through UMP, you can be an LPTN member if your county chair follows the bylaws procedure to certify you to the state party as a local member. The deadline for this certification happens twice a year. In the two years since this provision was implemented in the bylaws, only two county chairs have ever certified any local members to the state party. So we have activists who are members of local affiliates, but the state party doesn't know who they are. They don't get state party newsletters, and they aren't eligible to vote at convention if the county chair hasn't certified them. Their membership is dependent on the actions of their county chairs, rather than being under their own control.

3) There is no way for someone to be a member of the state party unless they are a member of the national party or unless they live in a county with an organized affiliate that will certify them to the state party. Right now, if someone in Lake County wants to join the TNLP without joining the national party, they can't, even if they give us money.

4) The LPTN charged membership dues before the UMP program was instituted. According to an old VOF newsletter copy, we had around 400 members who were willing to pay membership dues. The UMP program provided an alternative way for the LPTN to get income from its members with which it could meet its obligations to its members, and it gave us a way to clearly identify our members. So LPTN dues were eliminated. That situation is no longer practical. UMP is gone, removing our regular cash flow from our membership. If our bylaws require that we provide services to our members that cost the party money, the members should be required to financially support the LPTN to cover those costs, besides to support the overall operation of the state party.

5) Our financial situation is not strong. We have implemented a pledge program, and as mentioned above, the net income from it is around \$250 per month from approximately 20 people. The state party can't even do the basics with a \$3000/year budget. My bylaw change proposals would grant the ExComm authority to set dues. If we set them at, say, \$25 per year, and we had half of the dues-paying membership that we had pre-UMP, it would boost revenues from \$3000 per year to \$8000 per year.

6) It makes nice theory that we'll acquire more donors and activists if we don't require membership dues, but that theory just simply has not proven itself in reality. Since the national

party eliminated membership dues, they have lost 1/3 of the active donors from Tennessee. These were people that were previously willing and able to pay for membership, but they no longer do so. In the year that we've had no cash flow from dues in the LPTN, we've had only about 25 donors.

7) If membership is a broad, subjective, somewhat vague thing, and if it includes all zero-dues members of the national party, it makes it nearly impossible to meet the current bylaw requirements of a 2/3 membership vote should we need to remove an officer. We don't have current addresses or contact info for many people that were dues-paying members years ago but have since faded away.

### **Affiliate Parties**

The bylaws currently grant powers (officer removal), responsibilities (local member certification), and privileges (request for funding from the Reserve Fund) to county parties. Yet there is no definition of what constitutes a county party or what its relationship is with the state party. The only thing mentioned in our bylaws is that the state chair is to find, develop, and assist county chairs. I'm proposing to add an article to define county parties and how they come to exist. Allowing an Executive Committee the authority to charter them creates a means by which to resolve any disputes/questions which could potentially arise over competing groups in the same county, as has actually happened in other state parties. If in the future we have to (or accidentally) become an FEC filing entity, there are rules that specifically associate the actions of local party committees with their state party committees. Should that occur, there should be a more formally defined relationship between the two levels. This is the sort of structure that should be in place before the circumstances require it.

### **Parliamentary Authority**

The LPTN has not adopted any parliamentary authority whatsoever. All the bylaws say is that the LPTN chair shall chair the conventions and special meetings. A chair can run the conventions in pretty much any way that they please, restricted by only a few limitations in the bylaws. The addition of Article VII would remedy this problem. There is currently no definition of what constitutes a quorum at a convention. The proposal for Article V, Section E would define a quorum.

### **Article IV : Officers**

Section A : Section A specifies a 2-year term for the officers. If the 2007 business convention is in February, and the 2009 business convention is in April, then the officer terms would expire before the convention, leaving a 2-month gap. And a variation in the other direction is possible. The proposed rewording in regards to officer terms is intended to take care of the gap when it isn't exactly 2 years between business conventions.

Section A also specifies that the officers shall have signed the National pledge rejecting the initiation of force. It is routinely proposed at national conventions to eliminate the pledge as a condition of membership. If the national party membership pledge were eliminated, this part of our bylaws would be meaningless. The more generic wording I'm proposing retains this restriction for our officers whether or not the national party retains the membership pledge.

Section C Paragraph 1: Chair Strictly speaking, our bylaws only grant the state chair a limited and itemized list of powers: find/develop/assist coordinators and county chairs, chair meetings, be a party spokesperson, and appoint project coordinators. It is common practice to specify that the chair is the chief executive officer with authority to direct its business and affairs. That makes it clear that the chair has the authority to make day-to-day decisions about mundane details like press releases, vendor selection, mailings & newsletters, office supply purchases, website content, etc. without trying to itemize every single thing the chair is authorized to do.

The restriction on regional coordinators was added because regional coordinators would have authority over the reserve fund expenditures, and it would spread out the influence of those appointed by the chair. If the budget is managed by an ExComm instead of the regional coordinators, these restrictions are no longer needed.

Section C Paragraph 2 : Vice Chair This rewording is simply for clarification. The current wording sounds like the Vice-Chair has no duties (except a county chair communication program) unless the chair needs to be replaced. The proposed new wording is more generic and better covers temporary fill-in duties if the chair has a schedule conflict, etc.

Section C Paragraph 3 : Treasurer If budgetary control is under the guidance of an ExComm, the Treasurer duties should reflect that expenditures should be made under the direction of the Chair and ExComm. Standard financial reports should be made to the ExComm so they can manage the budget and at state conventions for the general knowledge of the membership. The proposed new wording adds to the Treasurer's duties the responsibility of financial reporting to appropriate governmental entities, which from the current bylaws could be interpreted as being the Secretary's job.

Section C Paragraph 4 : Secretary Our current bylaws do not specify that the Secretary should keep minutes of anything, state conventions, officer meetings, etc. The proposed new wording adds this duty and acknowledges that other unspecified duties may be assigned as needed by the Chair and ExComm.

## **Candidate Nominations**

The minor party bill currently before the state legislature requires that our bylaws specify the procedures by which we will nominate candidates by convention. We do have Article V, Section C, which just says the convention will certify by majority vote which candidates are eligible for our party label. That may be sufficient, but it doesn't really seem to carry the weight of being the one official party nominee for an office, potentially selected from multiple contenders. Other procedural details have been added.

## **Resolutions**

Article V, Section F is proposed as a result of what I have seen happen at other conventions. Sometimes lengthy resolutions are proposed to the convention delegates, and they may have only a few minutes to consider, amend, and finally vote on a resolution. Some ideas in resolutions can be complex, and it is better policy to give advance notice to the delegates so that voting isn't so spur-of-the-moment for delegates.

## **Amendments**

The standard set for bylaw amendments is simply too strict. The standard for most professional organizations, and the standard suggested by commonly used parliamentary authorities, is that a 2/3 vote of a convention is sufficient to change bylaws. Our existing standard is not just the approval of 3/4 of the delegates voting, but 3/4 of all convention delegates. There are many times when 3/4 of the convention delegates aren't even in the room, making it impossible to pass bylaw changes that might be absolutely necessary.

The proposed new wording also relaxes restrictions to allow bylaw changes to be considered at each convention, not just the business convention that occurs every two years. At last year's convention, UMP had been eliminated, but we were not able to adjust our bylaws to remove UMP wording until this year.

The existing bylaws specify that notice of bylaw changes must be sent out in the Voice of Freedom newsletter. A newsletter is a more complex document to put together than is a bylaw notice, and it may at times be more desirable and affordable to simply mail a convention announcement separately, even on a postcard, than requiring it to be done with a newsletter. Existing bylaws don't specify how far in advance bylaw change notices must be given to the membership. One day notice would be sufficient as it is now.

---end of document---