

NOTES FOR POWERPOINT  
 “OVERVIEW OF THE DRT BYLAWS REVISION PROJECT”

Slide Number	Commentary for Slide
1	<p>In February 2014, the Board of Management adopted the following motion:            “That the DRT Bylaws Committee be authorized to present a revision of the DRT bylaws at the Annual Convention in 2016, and that the BOM obtain bids from professional parliamentarians familiar with the work of organizations similar to the DRT to prepare the revision in consultation with the Bylaws Committee.”</p> <p>Following a bidding period, the BOM contracted with Kay Crews, a Professional Registered Parliamentarian and a Certified Parliamentarian, to help them revise the bylaws. Kay has worked extensively with lineage societies, including two successful bylaws revisions for national-level organizations and multiple revisions for state-level organizations.</p> <p>This program was presented in Austin, Texas, on July 18, 2015, and is being offered on the website for members who were unable to attend to participate.</p>
2	<p>These slides were presented at a DRT Bylaws Forum on July 18, 2015.</p> <p>In order for all members to have the information, the slides were slightly edited and put in this format for members to view online.</p> <p>Note that there are two tabs on the left-hand side of the screen. The slide sorter is labelled “Menu” and the narrative is labelled “Notes.”</p> <p>Below these two tabs is a search box.</p> <p>On the upper right hand is a tab labelled “Resources.” This contains documents you may wish to download, including a Key Changes document which lists the major changes as of August 1, 2015, handouts on the proposed district realignment, results of the SWOT analysis referred to in this program, and a form which members may use to submit feedback to the consultant working on the bylaws.</p> <p>Navigation aids are at the bottom right of the screen.</p> <p>A link to email the Bylaws Consultant is located on the upper left hand side of each screen.</p>
3	<p>The content of this program was presented in an open meeting to which all members were invited. Following the presentation, specific proposals may be substantially altered or deleted.</p>
4	<p>First of all, what are bylaws? Why are they important?</p> <p>Bylaws are the fundamental rules of an organization about itself.</p> <p>It is the source of information about the organization for members, prospective members, officers, and staff.</p>

5	<p>The bylaws define the primary characteristics of the organization. How many officers? When are they elected? How long are their terms?</p> <p>The heck with officers... how are the members invited to join? What are the requirements for membership?</p> <p>Bylaw are a contract between the society and its members that prescribes how the society functions.</p>
6	<p>Bylaws, according to <i>Robert's Rules of Order Newly Revised</i>, ("RONR") contain those rules about the society that so important that they</p> <ul style="list-style-type: none"> <li>• Cannot be changed without previous notice to the members and the vote of a specified large majority AND</li> <li>• Cannot be suspended</li> </ul>
7	<p>So we've talked about what should be in the bylaws. What should NOT be included in the bylaws?</p> <ul style="list-style-type: none"> <li>• Repetition – Say it once, say it in the right place. If the same information is repeated in two places in the bylaws, future amendments may not change both locations, introducing conflict within the document.</li> <li>• Process – Procedural rules change over time, and should not be included in the bylaws. References to procedures, as in "in accordance with procedures found in the MOP" are appropriate, and are used extensively in this revision.</li> <li>• Special rules – Rules related to parliamentary procedure should not be included in the bylaws.</li> <li>• Standing rules – Rules related to the details of administration of the organization should not be included in the bylaws, but may be included in procedures.</li> <li>• History – History of organizations is important; however the history is not in the nature of rules, and is inappropriate content for bylaws.</li> <li>• Reasons "why" – Important information, but again, not in the nature of rules, and is inappropriate content for bylaws.</li> </ul>
8	<p>The first step in revising a set of bylaws is to create a SWOT analysis. This is a structured planning method used to evaluate the strengths, weaknesses, opportunities and threats to the organization. Usually, strengths and weaknesses apply to the organization, itself (internal analysis) and opportunities and threats refer to outside factors (external analysis.)</p> <p>A SWOT analysis can be carried out for a product, place, industry or person.</p>
9	<p>NOTE: This list was developed during the DRT Bylaws Forum.</p> <p>Strengths:</p> <ul style="list-style-type: none"> <li>Dedicated members</li> <li>Solid financial policies</li> <li>A good reputation</li> <li>Committed staff</li> </ul>

	<p>Weaknesses:</p> <ul style="list-style-type: none"> <li>• Internal Politics</li> <li>• Adequate communication with membership</li> <li>• Lack of organizational understanding among general membership</li> <li>• Most money comes from members</li> <li>• Need for upgraded skills in paid staff</li> </ul> <p>Opportunities:</p> <ul style="list-style-type: none"> <li>• Is there an opportunity to fully realize the organizational mission, with the loss of the Alamo?</li> <li>• Grow membership and funding</li> <li>• Are there potential partners?</li> <li>• Do other organizations in our space have exploitable vulnerabilities?</li> </ul> <p>Threats:</p> <ul style="list-style-type: none"> <li>• Difficult relationship with the State</li> <li>• Lack of money to pursue goals</li> <li>• Lack of members willing to work</li> <li>• Competition from other organizations</li> <li>• Unhappy staff</li> <li>• Lack of insurance</li> <li>• Dependence on third parties</li> </ul>
10	<p>The goal of any bylaw revision should be a document with good construction – both in terms of placement of articles and in terms of internal structure. Information should be logically grouped according to the basic bylaws structure offered in RONR, bylaws should be structured in the following order:</p> <p>Name (contained in the Charter)  Object (contained in the Charter)  Members  Officers  Meetings  Executive Board (BOM)  Committees  Parliamentary Authority  Amendments</p> <p>Additional articles may be placed where they make the most sense. Internally, the document should have a table of contents or other easy way to navigate within the document. If included, the index should be functional. Other than some navigational tools, the current DRT bylaws generally have a solid foundation from a document construction perspective.</p>
11	<p>Bylaws contain important rules that serve the organization or protect the members. Details of administration, procedures, and the inevitable “we’ve always done it that way” provisions should be included in the Manual of Procedure. (“MOP”) Some people have said that the MOP is not authoritative, but that instead it</p>

	<p>contains guidelines. That is not the case now, and it certainly will not be the case if this revision is adopted. The most commonly used word in the Bylaws may well be "MOP." For instance, a sentence like "Chapters may merge in accordance with procedures stated in the MOP. " would mean that the chapter is required by the bylaws to follow the procedures in the MOP. The MOP is not optional. Furthermore, including such an admonition in the Bylaws will help those members who actually read the bylaws to remember to check the MOP for procedures.</p>
12	<p>It is a sad fact that few organizations can run without adequate finances. DRT is blessed to have a dedicated membership and sound financial policies. Ensuring that those strengths remain, and are enhanced where possible, is good. Many members are confused about the way that funds can be restricted – by the donor, by the board, by a committee – and whether those funds are permanently restricted or temporarily restricted. Ensuring that those terms are defined, understood, and used consistently throughout the organization helps the DRT, the BOM, Administrative Committees, and the members develop and adopt sound budgets.</p>
13	<p>DRT has General Officers elected by the membership at Convention and District Representatives elected by the individual districts. These individuals meet together as the Board of Management (BOM).  Administrative Committees (deemed such because they have money), report to the Board.  Standing Committees report to the Board.  "Everybody does everything" management structure.</p>
14	<p>DRT has 26 committees, broken in to categories of Elective, Administrative, and Standing. There are also some Special Committee existing now (the Vision Team). The elective committee is the Nominating Committee.  Administrative committees have checking accounts (Treasurer General, President General, and chair of committee are all signers)  Standing committees are the rest....  Some of these have overlapping areas of responsibility, and staffing that many committees can present a challenge to the President General-elect.</p>
15	<p>DRT is undergoing some changes.</p> <ul style="list-style-type: none"> <li>• The implementation of the President-elect system is good for overall organizational stability and planning, but has caused confusion in some quarters.</li> <li>• The ongoing discussions on the construction of the Republic of Texas History Complex and the move of the DRT Headquarters to that location, along with the massive needs for fundraising, are applying pressure to the organization.</li> <li>• The loss of the Alamo and the special relationship that the DRT has enjoyed there has caused problems; however, the opening to use those same talents and energies for other projects may represent new opportunities for DRT to</li> </ul>

	<p>grow and better fulfill its mission.</p> <ul style="list-style-type: none"> <li>• The future of the DRT Library Collection is near the top of many of our minds. Whatever the results, it may cause significant changes within the organization.</li> </ul>
16	<p>The bylaws revision project was approved during the administration of President General Ellen McCaffrey.</p> <p>Following discussions in February of 2015, this parliamentarian began marking potential changes in the bylaws, beginning first with removing duplication and provisions that would be better placed in the MOP.</p> <p>In March, President General McCaffrey, President General-elect Dr. Betty Edwards, and Registrar General Barbara Stevens came and spent three days going through the bylaws in depth looking at potential changes.</p> <p>The document was edited again, and in June that same group met via conference call for further discussion.</p> <p>In July the group met for a day, this time with Anita Cooper and Marsha Richards also in attendance.</p> <p>On July 18, this presentation was made to an open meeting in Austin.</p>
17	<p>What are some of the “points of pain” for the DRT?</p> <p>The BOM is too large – 26 members is more people than are allowed in an average Texas grade school classroom (22)</p> <p>There are 65 separate functions which the BOM must manage, some of which are critical (authorizing signatories on DRT checking accounts), and some of which are less managerial (accepting voluntary chapter disbandments).</p> <p>District Reps have few duties outside of BOM service; most of those duties revolve around the District Meeting.</p> <p>As noted previously, DRT has 26 committees, broken in to categories of Elective, Administrative, and Standing. Some of them have similar functions, or would more appropriately work as a subcommittee of another committee (Senior Members distributes awards to long-term members, and is something that might fold into the Awards Committee.</p> <p>The Nominating Committee by tradition has selected a single candidate, even if they receive multiple submissions for the same office. The ability of the Nominating Committee to select a single nominee leads to concern of favoritism and serves as a deterrent to qualified members who then choose to run from the floor.</p>
18	<p>Some chapters are weak and need support.</p> <p>Too many chapters function only at the local level, and they need increased involvement at the state level.</p>
19	<p><i>Notes can be added here:</i></p>

20	<p>The Committee discussed a number of ideas.</p> <p>The Committee recommends retaining the President General-elect position, believing that it leads to continuity and ensures that the incoming President General has a thorough understanding of the issues currently facing the board.</p> <p>The revision does propose reducing the number of officers, combining some positions, appointing some (without vote), and moving functions to other groups in some cases.</p> <p>The 3<sup>rd</sup> Vice President and the CRT Registrar General both have a primary responsibility for CRT duties. They should be on the CRT board, and should be available for input and guidance to the DRT on issues affecting the CRT. The revision calls for the President General to appoint the CRT Director, and the Registrar General to appoint the CRT Registrar.</p> <p>The Chaplain General has no role in the business of the organization. The revision calls for the President General to appoint a Chaplain.</p> <p>The duties of collecting and entering member dues currently handled by the 2<sup>nd</sup> VP will be well-handed by staff under the supervision of the Custodian General.</p> <p>The 4<sup>th</sup> Vice President chairs the Historic Sites Committee. While this is an important committee, it could be served by a committee chairman.</p> <p>The 5<sup>th</sup> Vice President chairs the Historic Education and Flag Committee and has primary oversight of the essay contest, which is awarded on Historical Evening. The Historian General has primary responsibility for all other aspects of the historical evening. Combining these two positions so that there is a single advocate for the mission of the Daughters is a way to strengthen that voice.</p> <p>The Corresponding Secretary General position has become the travel agent for the BOM, finding locations, arranging meals, and distributing materials. It is an administrative function, rather than a business one.</p>
21	<i>Notes can be added here:</i>
22	<p>The Committee discussed a number of options.</p> <p>The first option was to divide the BOM into two groups, the General Officers and the District Reps, each with specific responsibilities. Although this option made a lot of sense on paper, it was thought to be a change that was so radical and so pervasive throughout the document that it was rejected by the Committee.</p> <p>The second option was to have the District Reps select 2-3 of their members who would serve on the BOM and the remainder would not. The feeling of Orwell's Animal Farm – "All District Reps are equal, some are just more equal than others"</p>

	<p>led this option to be rejected by the committee, as well.</p> <p>An offhand comment to eliminate the position of District Rep was better received than expected! This reinforces the fact that the General Officers are everyone's representative. Additionally, these positions are sometimes difficult to fill (right now two of them are vacant.) Finally, the representation of the District Reps is wildly out of line. Some district representatives represent more than fewer than 200 members; other represent almost 1,500.</p> <p>A final option was to redistrict into five districts, and leave all those district reps on the BOM.</p> <p>The decision of which of these two options is selected will have fundamental impact on the rest of the document.</p> <p>These last two options were discussed at length and presented to the membership at the July 18 Bylaws meeting.</p>
23	<p>This graphic describes the BOM with the elimination of the District Rep positions. Instead, two new positions are added:</p> <p>Coordinator General: The individual who will arrange locations, lunches, and work with the local chapters when the BOM meets in their area.</p> <p>Chapter Liaison General: An individual who will have primary responsibility to support chapters in transition – new chapters, merging chapters, and disbanding chapters. She will serve as an ex officio member of the Awards and Media and Communication committees, and chair the Chapter Organization committee.</p>
24	<p>Why eliminate the District Reps?</p> <p>Difficult to fill the position in some areas</p> <p>All General Officers are elected by all members; therefore everyone is still represented</p> <p>Proposed position of Chapter Liaison General would be a dedicated Board position to support chapters</p> <p>Nominating Committee elected by Convention in even-numbered years</p>
25	<p>This chapter shows the proposed realignment of districts to 5 districts, each roughly the same size.</p> <p>In this scenario, the obligation of District Reps to visit chapters would be removed.</p>
26	<p>A map of the proposed redistricting.</p> <p>Note that each district has a major city with hotels or convention centers large enough to support a DRT Convention:</p> <p>District A Fort Worth (Blue pins)</p> <p>District B Dallas (Yellow)</p> <p>District C Austin (Red)</p> <p>District D San Antonio (Purple)</p> <p>District E Houston (green)</p>

27	<p>In this graphic, the Chapter Liaison General is removed and replaced with the five district reps.  The District Reps have greater responsibility for Chapter Liaison Work.</p>
28	<p>This option has the following features:  Evens the proportional representation among districts  Larger districts may mean more individuals available to run for positions  Maintains current system of district representation on the BOM  Alternate District Rep is the Nominating Committee member</p>
29	<p>Option 3 – No District Reps  Add two General Officers  One to handle chapter relations  One to handle BOM meeting coordination  Option 4 – Redistrict and Leave on BOM  District Reps handle chapter relations in their district  District Rep coordinates BOM meetings in her district  What happens if the Convention refuses to redistrict?</p>
30	<p><i>Notes can be added here:</i></p>
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46	Allow Associate members to serve as a chapter officer (other than President or Treasurer). Leaves all questions of eligibility to the Membership Committee Does not require Convention to rotate through Districts

	Requires chapter projects which will gross \$5,000 or more annually to have BOM approval, and requires that such projects cannot compete with or nullify a DRT project.
47	<i>Notes can be added here:</i>
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51	<i>Notes can be added here:</i>