



# *the AIRSTREAM RV Association*

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To: Unit Presidents  
From: Cindy Reed, Corporate Manager  
Re: Constitutional Amendment  
Date: May 20, 2011

The Denver Colorado Unit (24) has voted to send forward the enclosed proposed amendment to the WBCCI Constitution. The proposal has been approved by a majority of the Units in Region 11. A report from the Constitution and Bylaws Committee, with its recommendations regarding the amendment, is also included as well as the Denver Colorado Unit rebuttal. **Within 10 days, please verify receipt of this letter by contacting Deb Sailor at [dsailor@wbcci.org](mailto:dsailor@wbcci.org) or 937-596-5211.**

Your unit members should discuss the merits of both documents during a unit business meeting and vote in a manner consistent with your Unit Constitution and Bylaws. Then complete the attached ballot and return it to me in the self addressed envelope enclosed.

Constitution, Article XVI, Amendments: When two-thirds of the club's chartered Units have ratified the proposed amendment by majority votes according to their Constitution and Bylaws and the Unit Presidents have so certified to Headquarters, such amendment shall be deemed to be adopted. If two-thirds of the Club's Units do not ratify the proposed amendment within one year following the distribution to the Unit Presidents, the proposed amendment shall be deemed to have been rejected and to be of no further effect.

Encl: Proposed Amendment/Ballot  
Constitution and Bylaws Committee Report  
Denver Colorado Unit rebuttal  
Envelope

**MOTION:**

The Denver Colorado Unit MOVES to STRIKE from the WBCCI Constitution, Sec. 4 of ARTICLE IX, BOARD OF TRUSTEES and in its place INSERT, under ARTICLE XII, DELEGATES MEETINGS, the words, "The Delegates shall have full authority to construe and interpret the Club's Constitution and annually review and/or repeal any Club Bylaw and/or Policy."

**RATIONALE:**

Currently, ARTICLE XV, BYLAWS AND POLICY, Sec. 1 provides that, "Bylaws and Policies not inconsistent with this Constitution embodying additional provisions for the government of the Wally Byam Caravan Club International, Inc., may be adopted by the Board of Trustees."

In addition, the Constitution, under Sec. 4 of ARTICLE IX, BOARD OF TRUSTEES, provides that, "The Board of Trustees shall have full authority to construe and interpret the Club's Constitution and Bylaws and Policy and may delegate this authority to its Constitution and Bylaws Committee."

These two sections of the Constitution create an imbalance of authority in the Club. It is improper for a society governed by parliamentary procedure and democratic principles to allow one governing body to create bylaws and then determine if those bylaws are consistent with its given constitutional authority. In effect, this allows the Board of Trustees to review and audit its own efficiency, effectiveness, accuracy, and appropriateness of action.

An audit process by definition is an assessment typically carried out by an independent review. Since it is in the Board's own interest to approve its own actions, an impartial review is unlikely and improbable. Therefore, the Delegates, who directly carry with them the interests and instructions of the membership, are best suited to review and/or repeal actions taken by the Board of Trustees.

It should be noted that this motion continues to allow the Board of Trustees the right to create bylaw and policy. It simply changes how those bylaws and policies are reviewed and audited.



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# *the AIRSTREAM RV Association*

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12 February 2011

To: President, Denver Colorado Unit, WBCCI

From: Chairman, Constitution & Bylaws Committee, WBCCI

Subject: Report

The following constitutes the report of this committee in accordance with the WBCCI Constitution, Article XVI, to your Unit concerning your proposed constitutional amendment to Article IX. The motion contains merit but cannot be recommended due to following as covered in the numbered paragraphs below (Please especially note the contents of paragraph 7):

1. It is noted that in the Constitution, the International Board of Trustees (IBT) is the "administrative body of the International Club", and elsewhere in Article IX, additional authorities are specified including (Section 4) "full authority to construe and interpret the Club's Constitution and.....". This authority is given only to the IBT as a body and NOT the WBCCI President, Executive Committee, any one or special grouping of the IBT, C & BL Committee, Headquarters or any Region or Unit Board. This is an authorization that the IBT must have in order to fully complete and LIMIT their constitutional mandated authority.
2. As the Delegates (Membership) are the only authority with the power in the Constitution to amend it (Article XVI), it is understood that this body already possesses the authority to construe and interpret it or how else could they change it? The IBT possesses the same authority with regards to the Bylaws as the IBT is the maker (Article XV). The basic question is why would it be necessary to make an amendment for authority the Delegates already possess.
3. The Delegates, having this complete authority over the Constitution to amend it, would have also at least partial power over the Bylaws if the motion were to succeed. This would place the Delegates as an additional administrative body within the Club. Your motion does not place limits or specifics resulting in overlapping or grey areas of responsibility. This further makes an imbalance of authority in allowing one body to create both the Constitution and Bylaws and not allowing IBT any duplicate authority of both. It creates in reverse the same argument used in the third and fourth paragraphs of your rationale. It must work both ways.

4. The intent of the Bylaws (Article XV) is for the government of the WBCCI within the confines of the Constitution. All members of the IBT are elected as representatives of the Units within their Regions or are elected as International Officers. The members of the Delegate body are also either elected or selected by their Units. In either case, the IBT or the Delegates, the wishes of the membership (one member, one vote) is a prime consideration. How can changes be made to the Constitution, Bylaws or Policy when the originals came from the same source or if properly conceived, be different? My experience, having been a part of both, is that the intent of the individuals involved is not different, but "what is best for the Club".
5. Any degree of control by the Delegates over the Bylaws or Policy results in them being in a position of "administrative control" or governing the organization (now solely consigned to the IBT). I am not debating the question of right or wrong but rather clarifying the limits of authorities allotted to the Delegates on one hand, and the IBT on the other. There may also be problems to be worked out going back to our Corporation requirements and authorities which could override this motion.
6. In the absence of procedures not listed in your motion, input to the Delegates for the intent of the motion would have to be in the form of "an amendment" as this is the only procedure so designated in the Constitution.
7. Also, please consider that with the proposed completely new constitution projected for vote this coming June, action on this motion at this time may be a wasted effort. If action is still contemplated, it is recommended that a motion be directed at Article XV (Bylaws).
8. Motions that change the Constitution as motions that change the Bylaws do not leave openings in the document. If a segment is removed, it should state how the rest of that document is to be renumbered, and if inserted, it must state where and how numbered. It is not automatically done. Also, in the second line of the motion where the words "and it its place INSERT", what is it that is to be inserted? You are inserting in Article XII. If you are trying to sell a motion, it is recommended that it be in the best possible form.

Prepared with much consideration and with due respect,

Don Shafer

Cc: International President, with further copies as he desires

Region 11 President

WBCCI Headquarters

February 15, 2011



**To:** Corporate Manager, Cindy Reed, WBCCI  
**From:** President Patricia Reed, WBCCI Denver Colorado Unit #24  
**Subject:** Rebuttal to Constitution and Bylaws Committee Report on the Denver Colorado Unit Motion to Amend Article IX, BOARD OF TRUSTEES, Section 4 and Article XII, DELEGATES MEETINGS.

Dear Members of the WBCCI,

The purpose of this rebuttal is to show why our motion has merit and should be recommended.

Our motion is simple and easy to understand. It leaves the Board with the power to make Policy and Bylaws but transfers to the Delegates, the right to decide if any bylaw or policy conflicts with the Constitution and if it does the right to repeal it.

International President Beu has agreed to let us rebut the Constitution and Bylaws Committee report, on a point-by-point basis:

1. This first point in the committee's report says that ARTICLE IX, BOARD OF TRUSTEES, Sec. 4 "LIMITS" the board's authority. Our view is that this section gives the Board UNLIMITED authority. The Board makes our bylaws and Sec. 4 gives them, "... full authority to construe and interpret the Club's Constitution and Bylaws..." The meaning of the word *full* is, "absolute." There is no limit to that.
2. The committee report says that the Delegates already have "power" and "authority" so why is it, "necessary to make an amendment for authority the Delegates already possess?" We believe the only *authority* the Delegates currently have is to deliberate on motions presented to them at the annual Delegates Meeting and cast their Unit's allocated votes.<sup>1</sup>
3. Delegates would not become an, "additional administrative body." Our motion will increase their ability as a legislative body, but specifically "limit" the Delegates to repealing bylaws and policy, not making them. So our motion does not create, "overlapping or grey areas of responsibility." The IBT would continue to make bylaws and policy, the Delegates would only have the ability to review and repeal a bylaw or policy they determine is not consistent with the Constitution. This provides balance to IBT authority.
4. The idea presented by the report that the Club must be held, "within the confines of the Constitution," is troublesome. The intent of the Constitution is **not to confine** the Club within a myriad of bylaws, but instead is found in the words used in ARTICLE III, Sec. 3 Objectives – *encouragement, assistance, opportunities*, "and active participation of all its members." The word *confine* is not found anywhere in the Constitution.
5. The Club's corporation requirements are a short document and there is nothing in it that would override our motion should the members ratify it.<sup>2</sup>
6. The report states that the only method allowed for the Delegates to repeal bylaws would be by constitutional amendment. We believe that is a contradiction and so is not possible. Voting on

bylaws requires a simple majority vote, whereas voting on a constitutional amendment requires 2/3 majority.

Provision for the Delegates to make motions from the floor of their meeting is already authorized by the Bylaws.<sup>3</sup>

The Delegates Meeting is a convention and parliamentary setting, governed by Roberts Rules.<sup>4</sup>

Our motion further defines the powers and duties of the Delegates.<sup>5</sup>

7. On this point, the Committee's report is complete conjecture. It asks that you pay particular attention to a proposal by the President's Special Revision Committee with the suggestion that, "action on," the Denver Colorado Unit motion, "may be a wasted effort."

The Revision Committee's original mandate was only to "streamline" the Bylaws, not rewrite the Constitution.

If the Revision Committee's proposal is presented to the IBT this June, to become an IBT motion, it would not go before the Delegates until June 2012. The Revision Committee's proposal is complex and full of unknowns.

Our motion is a grass-roots motion, and comes from a Unit just like yours. We have faith in the collective wisdom and intelligence of our Club's broad and diverse membership. Our motion is designed to put that membership back in the driver's seat.

8. The report's final point seems to be that our motion does not designate where it is to be inserted as a new section of Article XII. Our motion simply, but clearly, specifies that it is to be inserted under Article XII.

If the Constitution and Bylaws Committee wants to designate it as being a new additional Section then that would be fine with us. It does not have to be given a section designation at all. Look at the Constitution of the United States, Article V, VI, VII and Amendments 1 through 12. They are not broken down into sections, just written as simple paragraphs under their Article and Amendment headings.

The Denver Colorado Unit sincerely hopes that you will find merit in our motion and vote yes for its inclusion in the WBCCI constitution. Now is the time for members and their delegates to have a greater voice in how our club is run.



Denver Colorado Unit President Patricia Reed (#1953)

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<sup>1</sup> See Constitution Article XII, Section 5, and Article XVI Section 2

<sup>2</sup> The document is available on-line at: [http://www2.sos.state.oh.us/reports/rwservlet?imgc&Din=D067\\_1917](http://www2.sos.state.oh.us/reports/rwservlet?imgc&Din=D067_1917)

<sup>3</sup> *Roberts Rules of Order Newly Revised* are authorized by BYLAW, ARTICLE I, PARLIAMENTARY AUTHORITY, Sec. 1

<sup>4</sup> RONR (10<sup>th</sup> ed) p. 581, I. 1-9

<sup>5</sup> RONR (10<sup>th</sup> ed) p. 582, I. 22-30, also outlines that, "the governing instrument of the association," should define the convention's, "powers and duties."