

**The Richardson Coalition  
Bylaws**

Approved: January 22, 2024

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## **1 Name and Purpose**

*The Richardson Coalition* (hereafter referred to as the “Coalition”) is a General Political Action Committee (GPAC), formed in the State of Texas to support or oppose political candidates or propositions.

### **1.1 Tagline**

The tagline, “*Promoting Quality Leadership*”, has been chosen as a short way of communicating the Coalition’s primary goals and objectives.

### **1.2 Mission**

The Coalition is focused on Richardson city governance to:

- Preserve Richardson’s quality of life and core values
- Identify & support qualified elected leaders
- Project a positive image for the city
- Build on Richardson’s stability, planning & execution
- Support constructive solutions to city issues
- Support incremental progress not fundamental transformation
- Promote fiscal responsibility & economic progress
- Leverage Richardson’s strength in unity without boundaries or partisanship

### **1.3 Scope of Activities**

#### **1.3.1 In Scope**

The Coalition focuses on issues regarding Richardson elected officials and city governance:

- **City Council Elections**
  - Identifying and Mentoring Prospective Candidates
  - Evaluating Candidates
  - Providing Forums and/or Candidate Events as Appropriate
  - Voter Guides Endorsing Candidates / Propositions
- **Richardson Bond & Proposition Elections**
  - Evaluate bonds, propositions, and make recommendation(s) as appropriate
- **Communication**
  - Advocate for and inform Residents on Key Issues or Events
  - Promote voter participation
  - Publish Periodic News Bytes/Newsletters
  - Maintain Website
  - Maintain Social Media presence <various social media>

#### **1.3.2 Out of Scope**

The Coalition does not take a position or get involved in the following areas, such as:

- Federal, State, and County Elections.
- City Manager & Staff Selection
- Richardson ISD/Plano ISD Elections

## **2 Board of Directors**

### **2.1 Board Constituents**

The Board of Directors of the Coalition is hereafter referred to as the “Board” for the collective group. When referring to an individual(s) on the Board, “Director (s)” will be used. The Board is the decision-

making authority of the Coalition. It is composed of Directors who are nominated and elected to the Board by the current Directors. This group is responsible for setting the strategic direction of the Coalition, overseeing its operations, and ensuring that its mission is achieved. The Board makes decisions on behalf of the Coalition and is accountable for the outcomes of those decisions.

As the decision-making body, the Board is responsible for ensuring that the Coalition operates in a transparent and accountable manner, and that it complies with all applicable laws and regulations. This includes overseeing the management of finances, monitoring the performance of Directors/staff, and ensuring that the Coalition's activities align with its mission and values.

Directors must also act in the best interests of the Coalition, putting aside personal biases and preferences to make decisions that benefit the Coalition as a whole. Ultimately, the success of the Coalition depends on the effectiveness of the Board in achieving its goals.

The Board shall consist of no less than five (5) and no more than fifteen (15) Directors. Target number of Directors is twelve (12).

### **2.1.1 Board of Director Requirements**

Only Directors who comply with the following are considered Directors in good standing and are considered voting Directors. During any period when Directors fail to meet the following requirements, they will temporarily be ineligible to vote on issues before the Board. To regain membership in good standing, the Director must come into compliance:

**Meeting Attendance:** To remain a Director in good-standing and fulfill their duties, Directors of the Board must attend at least 2/3 of the called meetings and stay informed about the Coalition's activities. All meetings where attendance is counted shall be considered. Attendance will be counted within 15 minutes of the meeting's start time. Attendance will be recorded in the meeting minutes. The count of meetings will begin on June 30<sup>th</sup> of odd years and end on the next odd year June 30<sup>th</sup>.

If requested by a Director(s) 24 hours in advance and such facilities can reasonably be set up at the meeting location, a Director may attend a meeting via video or phone conference and meet the attendance requirement.

Attendance by voting proxy will not be counted.

**Minimum Annual Contribution:** The Coalition operates on contributions. Each Director is required to make a minimum contribution of \$500.00 per calendar year due on Jan 31<sup>st</sup> of each year. The minimum contribution will be reviewed annually by the Board and adjusted as required. In accordance with Texas law, these contributions will be reported on the required Texas Ethics Commission reports including the name of the contributor, address, profession, and company for the contributor. Failure to meet the annual contribution requirement when due shall result in the loss of the Director's voting privileges when 30 days delinquent and may ultimately result in suspension/expulsion from the Board when 60 days delinquent.

Exceptions to the minimum contribution can be made by a majority vote of the Board.

### **2.1.2 Eligibility**

The eligibility requirements are designed to ensure that the Board operates in a non-partisan and non-discriminatory manner, consistent with the principles of municipal government. To achieve this objective, the current Directors should consider these on-going requirements; and new Director candidates should be evaluated on the basis of these requirements:

- Have their primary residence in Richardson, TX, which helps to ensure that the Board is comprised of residents who are invested in the community and its future.
- Have voted in one of the last two municipal elections. This requirement helps to ensure that new Directors are committed to civic engagement and have a vested interest in local politics.

- Commit to assure equal treatment and opportunities for all individuals, regardless of their gender, race, color, life-styles, social status, age, religion, or any other personal characteristic.
- Commit to consider a candidate's historical contributions to the community, their actions in prior roles, professional experiences, and the personal principles they exhibit, as these factors will ultimately guide their future actions.
- Commit to disregard a candidate's political party affiliation and act in a non-partisan manner when selecting candidates or evaluating bond issues, regardless of their personal party affiliation. This commitment to non-partisanship helps to ensure that the Board remains focused on its mission and is not swayed by partisan biases.
- Consent to have their name listed on Coalition communications media.
- Make the minimum annual contribution.

Overall, these criteria help to ensure that the Board is comprised of Directors who are committed to the Coalition's mission, invested in the community, and willing to act in a non-partisan and non-discriminatory manner. By establishing clear criteria for selecting new Directors, the Coalition can ensure that it remains focused on its goals and is representative of the community it serves.

### **2.1.3 Nomination of New Directors**

The Board is a self-perpetuating body, which means that new Directors are nominated by an existing Director and elected by the Board. This process helps to ensure continuity and stability in the leadership of the Coalition, as new Directors are carefully selected based on their experience, expertise, and commitment to the Coalition's mission and values.

This approach ensures that the Coalition's leadership is stable and that new Directors bring fresh perspectives and ideas to the table. It also helps to ensure that there is continuity in the Board's decision-making, as Directors have a shared understanding of the Coalition's history and values. Overall, the self-perpetuating Board model is an effective way to ensure that the Coalition has strong and effective leadership that can guide the Coalition towards its goals.

When a vacancy arises on the Board, the remaining Directors may identify potential candidates and nominate them for consideration. Once a candidate has been nominated, the nominee shall be interviewed by two or more Directors of the Board to assess the nominee's suitability for the role prior to submission to the Board for a vote. This interview is to assure that the nominee is appropriate for Board membership and that they fully understand the eligibility requirements.

### **2.1.4 Electing New Directors**

The nominee shall be submitted to the Board for election at a regular or special meeting. The Director who made the nomination and the Directors who interviewed the nominee should provide a summary of their reasons for consideration. Any Director can call for a vote on the nominee's election. Approval is based on a super majority (See Voting for criteria).

### **2.1.5 Emeritus Directors**

Emeritus Directors may be appointed by a super-majority vote of the Board as an honorary recognition for past significant contributions to the board. They can provide valuable experience and skills, while attending board meetings without voting rights. They can live outside the area but still need to meet Director contribution requirements. Emeritus Directors do not count toward maximum or minimum number of Directors.

### **2.1.6 Suspending or Expelling Directors**

Any Director may be suspended or expelled if they violate the Coalition's Bylaws or if they engage in conduct that is deemed harmful to the Coalition or its mission. Suspension/Expulsion requires a super majority vote (See Voting for criteria).

### 2.1.7 Officers

The Board's officers consist of the Chair, Vice-Chair, and Treasurer. The Chair and Vice-Chair must be Directors who have been nominated and elected (by simple-majority) to fill their respective roles. The Treasurer role may be performed either by a Director or an individual/organization (not required to be a Richardson resident). If the Treasurer is not a Director, the Treasurer may attend Board meetings but does not have a vote and is not term limited. The other Directors must elect/approve the Treasurer by a simple-majority.

**Chair** - The Chair is responsible for leading the Board and ensuring that the Coalition is fulfilling its mission and goals. This includes but is not limited to:

- **Leadership:** Guiding Board toward achieving objectives and goals. Foster a positive working environment and promoting collaboration.
- **Agenda Setting:** Sets the agenda for committee meetings.
- **Meeting Facilitation:** Presides over the Board meetings using Roberts Rules of Order as a guide (See Appendix 13.1)
- **Time Management:** Manages Board meetings, keeping discussions on topic, to assure all agenda items are addressed within the allotted time.
- **Communication:** Serves as the communication link between the Directors.
- **Decision-Making:** Address conflicts and disagreements within the Board, helping to find solutions and maintain a harmonious working environment. Facilitate consensus among Directors and/or call for a vote on contentious issues.
- **Coordination:** Coordinates the Board work, ensuring progress is made to achieve the Coalition goals.
- **Representation:** In some cases, the chair represents the Coalition in interactions with other organizations.

**Vice-Chair** - The Vice-Chair, in the absence of the Chair, fulfills the roles assigned to the Chair.

- **Minutes:** Prepare minutes of meetings for Board approval at next meeting.

**Treasurer** – The treasurer is responsible for overseeing all financial transactions, maintaining accurate records, ensuring compliance with regulations and laws; preparing and filing financial reports; working with others to document and deposit contributions; managing the Coalition's budget; and keeping detailed records of financial transactions. The treasurer's role is critical in ensuring that the Coalition operates transparently and within legal boundaries. This includes filing all required reports in an accurate, complete, and timely manner in compliance with local, state, national, IRS, and tax requirements.

In addition to external reporting requirements, the treasurer shall provide to the Board:

- Shall maintain a historical log of all contributions, including Director contributions, to include information required to satisfy the Texas Ethics Commission reporting requirements for the Coalition.
  - Director contributions are required annually no later than Jan 31<sup>st</sup>. Report any delinquent contributions to the Chair for action.
- The treasurer shall ensure that all contributions have been approved by the Board and are from lawful sources.
- For each meeting, prepare and submit to Board a report of new contributions and summary of contributions, expenditures, and balances for Coalition funds.
  - New contributions shall be deposited upon receipt and tracked for approval. Each contribution shall be presented to the Board as a line item for approval at the next scheduled meeting. Raise any questionable contribution to Board's attention.

- If a contribution is not approved, the Treasurer shall refund the contribution to the contributor.
- Provide special reports to the Board as requested.

## **2.2 Responsibilities**

### **2.2.1 Contribution Approval**

The Board shall consider any list of contributions presented for approval by the Treasurer at each scheduled Board meeting with a quorum. Approval of the contributions is by a simple majority vote. The result of the vote shall be provided to the Treasurer for processing contributions. Any individual contributions not approved shall be refunded to the contributor by the Treasurer.

## **3 Director Terms**

Each Director shall be presented for reelection to the Board every four (4) years.

## **4 Transparency**

The Coalition, like any political organization, should prioritize transparency in order to maintain the trust of its Directors and the public. Here are some guidelines for operating the coalition in a transparent manner:

- Clearly define the mission and scope of activities: The Coalition should have a clear and concise mission statement that outlines its purpose and goals. This should be prominently displayed on the coalition's website and other materials. The scope of activities should also be clearly defined.
- Display the names of the current Directors on the website.
- Publish the Coalition's Bylaws on Website
- Disclose the selection criteria for endorsing candidates on Website.
- Comply with all applicable laws on endorsements and contributions.
- The Coalition shall provide regular updates about its activities, including events, endorsements, and other news. This can be done through the web site, newsletters, social media, or other means.

By following these guidelines, the Coalition can operate in a transparent and accountable manner, which will help build trust among its Directors and the public.

## **5 Meetings**

To ensure that the Coalition's activities are conducted effectively and transparently, there are several rules and procedures that should be followed when calling, conducting, and documenting meetings.

During meetings, it is important to have a clear and concise set of guidelines to ensure that everyone is on the same page and that the meeting runs smoothly. One effective tool for this purpose is Robert's Rules of Order. For simplicity, The Coalition will use the "Robert's Rules of Order Cheat Sheet" (See Appendix), which provides a condensed version of the rules and procedures outlined in Robert's Rules of Order. Using this cheat sheet as a meeting guideline, participants can quickly and easily reference the rules and procedures needed to conduct the meeting in an orderly and efficient manner. This can help to prevent confusion, promote fairness, and ensure that the meeting achieves its intended goals. In the event questions are raised refer to a complete Roberts Rules of Order.

### **5.1 Meetings**

The Board shall hold a minimum of 6 regular meetings during each calendar year to assess city governance. Additional special meetings shall be scheduled as required to address issues related to the Coalition's missions. The meetings may be held in person at a location in the local area or via video/audio conference as appropriate. Meetings may be held via audio/video conference if requested and facilities are available at the meeting location.

## 5.2 Meeting Notices

All Directors of the Board should be notified of the date, time, and location of regular meetings at least 14 days in advance and special meetings at least seven (7) days in advance except in extreme circumstances. The notice should include a summary of the meeting’s purpose, any relevant background materials, and any special instructions for participation. Notice should be given in writing and can be sent via email or physical mail.

## 5.3 Meeting Quorums

A quorum is the minimum number of Directors required to conduct business. Given the infrequent nature of the Coalition meetings, it is necessary to conduct business even when there are few Directors present to avoid missing deadlines.

After a quorum is reached, it will remain intact even if a Director departs and causes the number of participants to fall below the required quorum count.

If a quorum is not present, the meeting may need to be rescheduled if voting is required.

**Regular Meeting Quorum** consists of one (1) officer [Chair or Vice-Chair] and those Directors present. A quorum requires a minimum of four voting Directors including the officer.

**Bylaws Amendments or Director Expulsion Meeting Quorum** consists of one (1) officer [Chair or Vice-Chair] and enough additional Directors to represent 50% of sitting Directors plus one (1).

### 5.3.1 Quorum by Proxy

Directors providing a “voting proxy” will not be counted toward reaching a quorum. Proxy’s are created for specific topics and do not constitute attendance at the meeting.

## 5.4 Voting

The Coalition has established a set of guidelines for voting, which apply to a variety of scenarios, including the selection of endorsed candidates, the addition or removal of Directors from the executive Board, and the revision of Bylaws.

The Chair of the Board has limited voting power. The Chair may only vote to break a tie vote or to reach a super-majority threshold. This serves to avoid “tie” votes.

Overall, the voting guidelines established by the Coalition help to ensure that decisions are made in a fair, transparent, and accountable manner. By providing clear rules and procedures for voting, the Coalition can minimize conflicts and ensure that all Directors have a voice in the decision-making process.

All votes should be based on a Director’s clearly stated motion with a second by another Director. Any other Director may call for a modification of the motion prior to calling of the vote. The revised motion must be seconded by another Director. The revised motion is voted on first. If the revised motion fails, this process can be repeated until there is no second on a revision. Then the original motion, with any approved revisions, is called for vote.

Definition (See Table to Right):

- Simple majority - more than 50% of the participants plus 1 vote where a quorum exists. Unless otherwise stated, all decisions of the Board shall be satisfied by a simple majority.
- Supermajority - more than 60% of the participants plus 1 where a quorum exists. The number of votes to reach a

Dir's Present	Yea Votes Required to Pass	
	Simple Majority 50%	Super-majority 60%
4	3	3
5	3	4
6	4	4
7	4	5
8	5	5
9	5	6
10	6	7
11	6	7
12	7	8
13	7	8
14	8	9
15	8	10



supermajority is defined as the integer value of the number of yeas votes / number of participants plus 1 vote.

#### **5.4.1 Eligibility to Vote**

Director in good standing (Compliant to Paragraph 2.1.2) is entitled to one (1) vote on any proposed motion.

#### **5.4.2 Business as Usual**

Unless otherwise designated, all votes shall be based on a Simple Majority. All votes will be by open ballot (count of hands) unless a Director makes a motion to hold a secret ballot which is first approved by vote.

#### **5.4.3 Selection of Endorsed Political Candidates / Propositions**

When it comes to selecting endorsed political candidates/propositions, the Coalition provides a voter guide with voter recommendations.

A decision on voting recommendations is reached when a supermajority of Directors vote in favor of endorsing / opposing a candidate or proposition. When no candidates for the same position receive a supermajority vote in favor of endorsement, a discussion considering endorsing one of the candidates as the preferred candidate should be held. Following those discussions, a vote should be taken for recognizing a preferred candidate. If no candidate receives a super majority, discussions should be held on the best approach to address the Coalition recommendation on the voter guide.

#### **5.4.4 Adding or Removing Directors**

The Board has the power to add or remove Directors from the Board. This decision is made through a voting process, where Directors cast their votes in favor or against the proposed change in Director status.

**Adding Director** - A decision for adding a Director is reached when a supermajority of Directors vote in favor of adding a Director.

**Removing Director** - A decision for removing a Director is reached when a supermajority of Directors vote in favor of removing a Director.

#### **5.4.5 Bylaws Revisions**

The Board also has the power to revise the Bylaws of the Coalition. Bylaws are the rules and regulations that govern the operation of the Coalition, and they may need to be updated from time to time to reflect changes in the Coalition's mission, structure, or operating environment. Any proposed changes to the Bylaws must be approved through a voting process, with a supermajority vote required for approval.

#### **5.4.6 Electronic Voting**

Electronic voting via email or other online voting platforms is permissible for procedural purposes such as scheduling of the next meeting. Electronic voting is not permitted for any decision that requires a super-majority vote or requires a motion and second prior to calling a vote.

#### **5.4.7 Voting by Proxy**

The Coalition's Bylaws allow proxy voting, where a Director in good standing can appoint another Director as a proxy to vote on their behalf.

The proxy must be a Director in good standing and present at the meeting. The proxy's written appointment must be received by the Chair 24 hours before the meeting, either by email or hard copy. The proxy must define the specific issue and meeting date for which the proxy is valid. Proxies do not carry over to multiple meetings. The Board has the right to reject any non-compliant proxies by simple

majority vote. Proxy voting is only permitted in extenuating circumstances, such as serious illness, family emergencies, natural disasters, or unforeseeable events preventing in-person attendance.

### **5.5 Agenda**

Each meeting should have a clear agenda, which should be distributed to all Directors in advance. The agenda should list all the items to be discussed and any decisions to be made. Directors should be given an opportunity to suggest additional agenda items in advance.

### **5.6 Conduct of the meeting**

The meetings should be conducted in a professional and respectful manner. The Chair should ensure that all Directors have an opportunity to participate, and that the discussion stays on topic. Directors should be encouraged to express their opinions and ideas but should do so in a respectful and constructive manner.

Roberts Rules of Order has been effectively used to achieve these objectives. To keep this simple, the Coalition will follow the Robert's Rules of Order Cheat Sheet (June 15, 2021), which provides a condensed version of the rules and procedures outlined in Robert's Rules of Order. By using this cheat sheet as a meeting guideline, participants can quickly and easily reference the rules and procedures needed to conduct the meeting in an orderly and efficient manner. This can help to prevent confusion, promote fairness, and ensure that the meeting achieves its intended goals. In the event questions are raised refer to a complete Roberts Rules of Order.

### **5.7 Decision-making**

Decisions should be made by a vote of the Directors. The voting procedure should be specified in the Bylaws, and the Chair should ensure that the Bylaws are followed. Directors should be given an opportunity to discuss and ask questions about a proposal before voting.

### **5.8 Documentation**

Minutes should be taken at the meeting and should be distributed to all Directors. The minutes should include: date; time; and location of the meeting; a list of attendees; a high level summary of the discussion and any votes taken with results; and any action items or follow-up tasks. The minutes should be approved by the Directors at the next meeting.

## **6 Candidate Evaluation**

These evaluation requirements are designed to ensure that the Board operates in a non-partisan and non-discriminatory manner, consistent with the principles of Coalition. This means that the Board should remain focused on the best interests of the community and should not be influenced by a candidate's party affiliation or personal characteristics. Further, the Board must ensure equal treatment and opportunities for all individuals, regardless of their race, ethnicity, gender, sexual orientation, religion, age, and/or disability.

Instead, the Board should consider a candidate's knowledge, experiences, and capability to make a positive change in their elected position, historical contributions to the community, their actions in prior roles, and the personal principles they exhibit, as these factors will ultimately guide their future actions.

Prior important to be considered include:

- Richardson Boards and Commissions
- Regional Boards and Commissions/Councils
- Leadership Richardson
- Richardson CARES (Citizens Academy & Resource Education Series)
- Citizen Police & Fire Academy

- Leadership roles requiring consensus building (i.e. in positions where peers have near equal delegated authority)
- Leadership roles with skill sets that relate directly to municipal issues
- Communication skills
- Tenure as a Richardson resident
- Career experience
- Education

By focusing on a candidate's track record, commitment to the community, and candidate position(s) on key issues; rather than their political affiliations or personal characteristics (race, ethnicity, gender, sexual orientation, religion, age, and disability, ...), the Board can help to ensure their decisions are made in the best interests of Richardson as a whole. This approach can help to minimize the influence of biases and ensure that the Coalition focuses on the candidate's ability to address the unique challenges and opportunities facing the City of Richardson, Texas.

## **7 Voter Guide**

The preparation and distribution of Voter Guide(s) is a key element of the Coalitions purpose in informing Richardson's voters on candidates and propositions. These are prepared based on the objective and subjective evaluations described in paragraph 6.

A Coalition endorsement signifies that the Coalition believes a candidate or proposition shares its values and objectives. The endorsement goes to candidates with knowledge, experience, and the potential to effect positive change, especially those supportive of issues vital to the Coalition as described in paragraph 1.2. Such endorsements can carry weight with like-minded voters, provided the Coalition offers transparent and objective reasons for its choices.

Sometimes, the Coalition supports candidates without opposing others, emphasizing exceptional qualifications or experience. In other cases, it may back certain candidates and oppose others based on their positions on key issues. Alternatively, the Coalition may take no stance on a candidate when information is lacking. When faced with equally qualified candidates, the Coalition may express a preference while acknowledging the qualifications of others. Transparency and impartiality in decision-making, along with clear and objective justifications for endorsements or oppositions, are crucial in all scenarios.

## **8 Confidentiality**

Confidentiality is vital in the Coalition's decision-making process. Directors must grasp the significance of keeping endorsement discussions confidential until they are officially made public. This safeguards the Coalition's ability to deliberate without external influence. It also upholds the integrity of the endorsement process. Directors should respect this confidentiality, refraining from sharing any endorsement-related information until it is officially released to the public. This is to include, but not be limited to:

- Agendas
- Meeting minutes
- Internal discussions
- Voting records
- Documents / Presentations / Emails (Draft or Final) [Unless Approved for Release]
- Email list or other "roster" type information (Including metrics, e.g. characteristics like number of emails, opens, party affiliation, voting history, ...)
- ...

## **9 Communications**

Coalition Email List & Social Media Account(s) are to be used solely for Coalition communications. All communications should be consistent with the Coalition mission and values, maintain a professional image, and directly support the implementation of the Coalition objectives. The Board will set general guidelines for the use of the communication channels, including what information requires formal approval for release. Specific Director(s) will be authorized to utilize the communication channels to implement those guidelines.

## **10 Amendments to Bylaws**

Any recommended changes to the Bylaws must identify the need for an amendment and a draft of the proposed changes that are consistent with the Coalition's values, objectives, and legal requirements. The proposed changes should be presented to Directors, along with any supporting materials 14 days in advance of the meeting called to discuss and vote on the proposed changes. If the proposed changes are approved, the Bylaws should be updated accordingly, and all Directors should be notified. The key to successfully amending Bylaws is to follow a clear and transparent process that ensures all Directors have an opportunity to participate and that the Bylaws remain relevant and effective.

## **11 Dissolution**

The Coalition can be dissolved under two circumstances: when it chooses to cease operations or when it is no longer legally permitted to operate. Upon dissolution, the assets must be distributed as per state and federal regulations. The Chair and/or Treasurer will determine and follow the lawful dissolution process when it happens.

## **12 Other Provisions**

### ***12.1 Candidate Support by Individual Director(s)***

Prior to each election, the Coalition strives to reach a consensus recommendation on the preferred candidates and for/against position on propositions on the upcoming ballot. However, the Coalition recognizes that on occasion a Director may choose to support or oppose a candidate independently. To maintain the integrity and credibility of the Coalition, Directors may not refer to or use their Coalition position / information:

- To publicly oppose Coalition endorsed candidates during the election cycle
- In support of the election campaign for a candidate of their choice

Violation of these requirements may result in the Director(s) removal from the Board.

## **13 Record of Changes**

### ***13.1 Bylaws Adoption – Jan 22, 2024***

Bylaws were created based on discussions held during regular meetings held during 2022/23 and a review of the Draft RC Bylaws 231107.docx held on Jan 22, 2024. These Bylaws were adopted by acclamation of the 5 Exec Board members present on Jan 22, 2024.

## 14 Appendix

### 14.1 *Robert's Rules of Order Cheat Sheet for Nonprofits*

- Written by [Nick Price](#), June 15, 2021  
Source: <https://www.boardeffect.com/blog/roberts-rules-of-order-cheat-sheet/>

Robert's Rules of Order is a manual of parliamentary procedure that governs most organizations with boards of directors. In 1876, Henry Martyn Robert adapted the [rules and practices](#) of Congress to the needs of non-legislative bodies and wrote them in his book, which is still in use today. The Robert's Rules Association published brief versions of the book in 2005 and 2011. The newest versions have about 700 pages, which makes it difficult to look things up during a meeting. Meeting facilitators with little experience may find it helpful to keep a cheat sheet on parliamentary procedure at their fingertips during a meeting.

#### 14.1.1 Robert's Rules Basics

The 6 Types of Motions

1. **Main Motion:** Introduce a new item
2. **Subsidiary Motion:** Change or affect how to handle a main motion (vote on this before main motion)
3. **Privileged Motion:** Urgent or important matter unrelated to pending business
4. **Incidental Motion:** Questions procedure of other motions (must consider before the other motion)
5. **Motion to Table:** Kills a motion
6. **Motion to Postpone:** Delays a vote (can reopen debate on the main motion)

You can read more about [these motions here](#).

#### 14.1.2 Robert's Rules of Order Motion Steps

1. **Motion:** A member rises or raises a hand to signal the chairperson.
2. **Second:** Another member seconds the motion.
3. **Restate motion:** The chairperson restates the motion.
4. **Debate:** The members debate the motion.
5. **Vote:** The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.
6. **Announce the vote:** The chairperson announces the result of the vote and any instructions.

You can read more about the motion [steps here](#).

**TIP!** If the board is in obvious agreement, the chairperson may save time by stating, "If there is no objection, we will adopt the motion to..." Then wait for any objections. Then say, "Hearing no objections, (state the motion) is adopted." And then state any instructions. If a member objects, first ask for debate, then vote and then announce the vote.

#### 14.1.3 Requesting Points of "Something"

Certain situations need attention during the meeting, but they don't require a motion, second, debate or voting. It's permissible to state a point during a meeting where the chairperson needs to handle a situation right away. Board members can declare a [Point of Order](#), Point of Information, Point of Inquiry or Point of Personal Privilege.

**Point of Order:** Draws attention to a breach of rules, improper procedure, breaching of established practices, etc.

**Point of Information:** A member may need to bring up an additional point or additional information (in the form of a nondebatable statement) so that the other members can make fully informed votes.

**Point of Inquiry:** A member may use point of inquiry to ask for clarification in a report to make better voting decisions.

**Point of Personal Privilege:** A member may use point of personal privilege to address the physical comfort of the setting such as temperature or noise. Members may also use it to address the accuracy of published reports or the accuracy of a member's conduct.



**14.1.4 Robert's Rules of Order "Cheat Sheet"**

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Introduce main motion	"I move to..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move to amend the motion by...." (add or strike words or both)	No	Yes	Yes	Yes	Majority
Move item to committee	"I move that we refer the matter to committee."	No	Yes	Yes	No	Majority
Postpone item	"I move to postpone the matter until..."	No	Yes	Yes	No	Majority
End debate	"I move the previous question."	No	Yes	Yes	No	Majority
Object to procedure	"Point of order."	Yes	No	No	No	Chair decision
Recess the meeting	"I move that we recess until..."	No	Yes	No	No	Majority
Adjourn the meeting	"I move to adjourn the meeting."	No	Yes	No	No	Majority
Request information	"Point of information."	Yes	No	No	No	No vote
Overrule the chair's ruling	"I move to overrule the chair's ruling."	Yes	Yes	Yes	No	Majority
Extend the allotted time	"I move to extend the time by ___ minutes."	No	Yes	No	Yes	2/3
Enforce the rules or point out incorrect procedure	"Point of order."	Yes	No	No	No	No vote
Table a Motion	"I move to table..."	No	Yes	No	No	Majority

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Verify voice vote with count	"I call for a division."	No	No	No	No	No vote
Object to considering some undiplomatic matter	"I object to consideration of this matter..."	Yes	No	No	No	2/3
Take up a previously tabled item	"I move to take from the table..."	No	Yes	No	No	Majority
*Reconsider something already disposed of	"I move to reconsider our action to..."	Yes	Yes	Yes	Yes	Majority
Consider something out of its scheduled order	"I move to suspend the rules and consider..."	No	Yes	No	No	2/3
Close the meeting for executive session	"I move to go into executive session."	No	Yes	No	No	Majority
Personal preference- noise, room temperature, distractions	"Point of privilege"	Yes	No	No	No	No vote

\*A member may make a [motion to reconsider](#) something that was already disposed; however, the reconsidered motion may not be subsequently reconsidered. A motion to reconsider must be made during the same meeting and can extend to a meeting that lasts for more than one day.



### 14.1.5 Robert's Rules: Tips and Reminders for Chairpersons

[\*Robert's Rules of Order\*](#), which is also widely known as parliamentary procedure, was developed to ensure that meetings are fair, efficient, democratic, and orderly. A skilled chairperson allows all members to voice their opinions in an orderly manner so that everyone in the meeting can hear and be heard. The following [tips and reminders](#) will help chairpersons to run a successful and productive meeting without being run over or running over others.

- Follow the agenda to keep the group moving toward its goals.
- Let the group do its own work; don't over command.
- Control the flow of the meeting by recognizing members who ask to speak.
- Let all members speak once before allowing anyone to speak a second time.
- When discussions get off-track, gently guide the group back to the agenda.
- Model courtesy and respect and insist that others do the same.
- Help to develop the board's skills in parliamentary procedure by properly using motions and points of order.
- Give each speaker your undivided attention.
- Keep an emotional pulse on the discussions.
- Allow a consensus to have the final authority of the group.

All board members should be familiar with *Robert's Rules of Order*, which they can find [online](#) and in bookstores. However, this Robert's Rules of Order cheat sheet is a handy resource for you, your board, and all new members.

Want to learn more? Learn about abstentions within Robert's Rule of Order and [the six reasons why nonprofit board members abstain](#).