

MEMO: Proposed Amendments to the By-Laws of the BRI

By-Laws language drafted by Kenneth Finger, Esq.
Memo by Tim Foley, Executive Director of the BRI

Memo approved to be distributed to members by the BRI Board of Trustees on July 9, 2020

Summary of the Changes.

BRI is comprised of seven component Advisory Councils representing different types of businesses in the building and real estate industries. Every member of the BRI is assigned to an Advisory Council when that business becomes a member. Each of those Advisory Councils has its own Board of Directors who are elected every year, including a Chair and Vice Chair. The Chair and Vice Chairs of each component Advisory Council also serve on the Board of Trustees of the BRI for that year, along with the President, Secretary, Treasurer, and Chair of the Board, and all past presidents of the BRI who continue to be voting members of the Board of Trustees.

This goal of these amendments is:

- 1.) To empower each Advisory Council Board of Directors to nominate and vote for its own Chair and Vice Chair(s), rather than the current process.
- 2.) To streamline the number of persons serving on the Board of Trustees by reserving a third Board of Trustees representative only for Advisory Councils that have fifty members or more active, dues-paying members at the time of the Annual Meeting in November.

On the first goal, some current Trustees and members of the Board of Directors of Advisory Council are of the opinion that if one is the Chair or otherwise in a leadership position of that body, you ought to be elected by that body. The Chair and Vice Chair of a Board of Directors is tasked with developing the agenda for Board of Directors meetings, running those meetings, and working with the Directors and BRI staff to ensure the smooth implementation of programs and other major projects of that Advisory Council. If the Chair and Vice Chair(s) are most often directly working with the Board of Directors, those Directors should have the largest say in who serves in that role. These amendments would create a process whereby the Nominating Committee makes recommendations on who should serve as Chair and Vice Chair, as it does

now, but instead of those recommendations being presented directly to the members for a vote, they would be advisory only. The Board of Directors would have the ultimate say in nominating and voting for the individuals who will lead them.

Please note the establishment of a Nominating Committee of the Board of Trustees of the BRI, including the President, Secretary, and Treasurer, is conducted through a separate, parallel process on a separate timeline and governed by a separate section of the By-Laws (Article XII, Section 2). Nothing relating to the Nominating Committee of the Board of Trustees of the BRI will be changed by these amendments.

On the second goal, because the BRI Board of Trustees consists of the officers, all past presidents, and three representatives from each of the seven component Advisory Councils, the number of Trustees is quite large – perhaps unnecessarily so. Some of the component Advisory Councils have fewer than a dozen current members while others have one hundred or more. The proposed amendment would attempt to streamline the Board of Trustees while preserving a mix of voices from the different Advisory Councils. All Advisory Councils would continue to have two representatives – a Chair and a Vice Chair – while Advisory Councils which achieve a threshold of members above 50 would also receive an additional Vice Chair representative on the Board of Trustees.

Amendments to the By-Laws in resolution text format.

"On motion duly made by:

and seconded by:

the following Resolution was proposed:

"Article V, Section 6(a) shall be amended to omit the existing paragraph and add a new paragraph as follows:

- (a) An Annual Meeting of the membership of each component Advisory Council shall be held in November of each year. At said meeting, the Board of Directors of each component Advisory Council shall elect a Chair and Vice Chair or Vice Chairs, as the case may be, of the Advisory Council.

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"On motion duly made by:

and seconded by:

the following Resolution was proposed:

"Article VI, Section 2 shall be amended to read as follows:

SECTION 2. The Chairperson and one Vice Chairperson of each component Advisory Council shall be members of the Board of Trustees of the BRI. A component Advisory Council that consist of at least fifty current dues-paying members at the time of its Annual Meeting may elect a second Vice Chair, who shall also be a member of the Board of Trustees of the BRI."

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"On motion duly made by:

and seconded by:

the following Resolution was proposed:

"Article VI, Section 6 shall be amended to read as follows:

SECTION 6. The Chair and Vice Chair or Vice Chairs, as the case may be, from the Board of Directors of each component Advisory Council shall automatically become members of the Board of Trustees of the BRI. Additional members of the Board of Trustees may be elected by the Board as submitted by the President upon the recommendation of the Executive Director."

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"On motion duly made by:

and seconded by:

the following Resolution was proposed:

"Article XII, Section 1(a) shall be amended to read to omit the existing clause as follows and also to omit subsections 1(b) and 1(c) thereof:

- (a) Subject to the provisions of Article VI 1(a) hereinabove, the Nominating Committee shall solicit and consider the recommendations of the membership as to candidates for the Chairperson and Vice Chairperson(s) and Directors of the Component Advisory Council of the BRI to be filled.”

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"On motion duly made by:

and seconded by:

the following Resolution was proposed:

"Article XIII, Section 1(a) shall be amended to add a new sentence at the end of this paragraph as follows:

- (a) The Nominating Committee’s recommendations shall not be binding on the Board of Directors of each Advisory Council and shall only be advisory and the election shall be held as set forth in Article VI, Section 1(a) heretofore.”

Amendments to the By-Laws in red-line format

ARTICLE V
(Membership)

SECTION 6 Meetings of the Membership of each component Advisory Council shall be held as follows:

~~(a) — An Annual Meeting of the membership of the component Advisory Council shall be held in November of each year, for the purpose of electing Officers, Board of Directors and Trustees to the BRI and reviewing the affairs of the Association for the past year.~~

(a) An Annual Meeting of the membership of each component Advisory Council shall be held in November of each year. At said meeting, the Board of Directors of each component Advisory Council shall elect a Chair and Vice Chair or Vice Chairs, as the case may be, of the Advisory Council.

ARTICLE VI
(Component Advisory Council Boards of Directors: BRI Board of Trustees)

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SECTION 2 The Chairperson and one Vice Chairperson ~~and one additional~~

~~Member~~ of each component Advisory Council shall be members of the Board of Trustees of the BRI. **A component Advisory Council that consist of at least fifty current dues-paying members at the time of its Annual Meeting may elect a second Vice Chair, who shall also be a member of the Board of Trustees of the BRI.**

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SECTION 6 ~~Three (3) members~~ **The Chair and Vice Chair or Vice Chairs, as the case may be,** from the Board of Directors of each component Advisory Council, ~~including two of the officers~~ shall automatically become members of the Board of Trustees of the BRI. Additional members of the Board of Trustees may be elected by the Board as submitted by the President upon the recommendation of the Executive Director.

ARTICLE XII
(Elections)

SECTION 1 The Nominating Committee of each component Advisory Council shall:

~~(a) — Solicit and consider the recommendations of the membership, both Builder and Associate, as to candidates for officerships, directorships, and trusteeships of the Component Advisory Council of the BRI and of the BRI to be filled.~~

(a) Subject to the provisions of Article VI 1(a) herein above, shall solicit and consider the recommendations of the membership as to candidates for the Chairperson and Vice Chairperson and Directors of the Component Advisory Council of the BRI to be filled.

~~(b) — Have the Executive Vice President prepare and report at the October meeting on nomination for officerships, directorships and trusteeships to be filled. At the October meeting, said report shall be received by the membership and tabled until the November meeting, at which time a vote shall be taken. However, at least 5 days prior to the November meeting a report must be sent to each Trustee.~~

~~(c) — Make substitute nominations where any candidate declines the nomination, and present to their "Final Report of Nominations" at the meeting of the membership in November.~~

(b) Additional nominations may be made from the floor at the November meeting.

(c) Vote shall be taken by secret ballot or voice vote and the candidate receiving the most votes shall be considered elected. In the event that there is no contest, the Secretary of the Board of Trustees or such other Trustee in the absence of the Secretary shall be empowered to cast one vote for each candidate nominated and the candidate shall be deemed elected.

ARTICLE XIII
(Committees)

SECTION I There shall be the following committees:

- (a) The Nominating Committee of each component Advisory Council of the BRI shall be composed of three (3) members appointed by the President upon the recommendation of the Executive Director in addition to the BRI's officers as set forth below. They shall meet at least fifteen days (15) in advance of the October meeting of the component Advisory Council, and fifteen days (15) in advance of the December meeting of the Board of Trustees. The President shall be a member of the Nominating Committee of the BRI's Board of Trustees. The Chairperson of each component Advisory Council (or appointee by the Chairperson) of the Component Advisory Council shall be a member of its Nominating Committee. The BRI's President, Executive Vice-President, and Secretary (or appointees) shall also be members of the Nominating Committees of each the Component Advisory Council. **The Nominating Committee's recommendations shall not be binding on the Board of Directors of each Advisory Council and shall only be advisory and the election shall be held as set forth in Article VI, Section 1(a) heretofore.**

Election Procedure for 2020 for the Board of Directors, Chair, and Vice Chair(s) of Each Component Advisory Council

Please note the establishment of a Nominating Committee of the Board of Trustees of the BRI is conducted through a separate, parallel process on a separate timeline and governed by a separate section of the By-Laws (Article XII, Section 2). Nothing relating to the Nominating Committee of the Board of Trustees of the BRI will be changed by the amendment.

July 23 Special Membership Meeting – Amendment is passed.

Summer – The President, in consultation with the Executive Vice President and the Chair of each Advisory Council, prepares a list of three members from each Advisory Council to serve on the Nominating Committee for that Advisory Council. The Chair or the Chair's designee will be one of those three members. The BRI's President, Executive Vice-President, and Secretary or their appointees are also automatically on each Nominating Committee. The President notifies the current Board of Directors of each Advisory Council of the composition of the Nominating Committee for that Advisory Council and asks that they make any suggestions for filling vacancies, Chair, or Vice Chair(s) to the members of that Advisory Council's Nominating Committee

By the end of September – The Nominating Committee of each Advisory Council makes recommendations to fill vacancies on the Board of Directors for that particular Advisory Council and may also recommend individuals for Chair and Vice Chair(s). These names are submitted to the Board of Directors for that particular Advisory Council.

October – The 2020 Board of Directors for each Advisory Council must meet to approve a list of names for the 2021 Board of Directors to be presented to the membership of that Advisory Council at the Annual Meeting, either adopting the recommendations of the Nominating Committee as-is, or by amending the recommendations of the Nominating Committee. At such time, the Board of Directors should discuss the nomination of a Chair and one or more Vice Chairs, in accordance with the amended By-Laws.

November – Each Advisory Council must have an Annual Meeting either by Zoom, phone, or in person (dependent on public safety concerns). If the Board of Directors of that Advisory Council so wishes, the meeting can be held on the same date and location as the November 12 BRI General Membership Meeting. The meeting notice, agenda, and recommendations of the 2020 Board of Directors for the 2021 Board of Directors must be sent 5 days in advance of the meeting.

At the meeting, there must be a motion and second to nominate the recommended 2021 Board and a vote of the membership. Upon the establishment of the 2021 Board of Directors, that incoming Board will nominate a Chair, at least one Vice Chair, and either a second Vice Chair or some other designation to represent that Advisory Council on the BRI Board of Trustees. The motions, discussions, and votes of the 2021 Board will be conducted during the Advisory Council Membership Meeting, though only the 2021 Board may vote.