MEMORANDUM

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| to: | Executive Board members |
| from: | Garrett F. Mannchen, Acting Secretary |
| subject: | Bylaws Review |
| date: | April 17, 2019 |

**BACKGROUND**

 At the beginning of this year, I was asked to conduct a thorough review of the Bylaws of the Young Democrats of Maryland (“Bylaws”). That review is now complete. I have attached for your convenience both a redline and the original version of the Bylaws, so you can easily review the changes I propose. Many of the changes I propose are stylistic or editorial. For example, in the original version of the Bylaws, the requirements to be approved and re-authorized as a local chapter were part of the Membership section of the bylaws. I have proposed to separate Local Chapters into its own section, proposed section III, because it is sufficiently distinct and contains sufficient detail that it is distinguishable from general membership provisions. Similarly, I have moved funds into a separate section because it is unrelated to the duties of Board officers, where it was originally listed.

 Other changes warrant some further explanation. What follows is my attempt to explain my rationale for proposed changes to the Local Chapters section, including a change to the definition of a local chapter and new language addressing violations by and disputes among local chapters. I also discuss the rationale for proposing changes to the definition of appointed officers, the adjudicatory power of the elections committee, and the definition of a quorum.

**Changes to the Local Chapters Section**

 I propose several changes to the section discussing the formation and YDM’s oversight authority over local chapters. These changes are intended to grant YDM more authority over local chapters. In light of disputes that have arisen over the past two years, most notably the conflict in the Young Democrats of Prince George’s County during last year’s re-chartering process, we must ensure the Executive Board of YDM has the necessary authority to resolve these disputes. To resolve the dispute in Prince George’s County, we needed to suspend the Bylaws to enable Joseph to have the authority to suspend PGCYD’s charter and negotiate an amicable resolution to the disagreement among the members of the organization. These amendments will enable future Boards to take similar actions without suspending the Bylaws. They do this by amending the definition of a Local Chapter and by adding language granting the President of YDM enforcement authority.

 First, the original definition of a Local Chapter permits local chapters to craft their own messages and platforms and contains aspirational language that the local chapters “should attempt to use the coordinated message from the YDM.” Under the proposed amendment, Local Chapters will still have the authority to craft their own language and adopt policy positions. However, they would be prohibited from doing so in a way that contradicts the message and policy positions adopted by YDM. This will avoid situations in which YDM and a local chapter have conflicting messages. The proposed amendment also grants YDM authority to direct local chapters to adopt certain messages and policy positions, which will ensure the young democrats of Maryland speak with one unified voice when it is necessary to do so.

 Second, I have proposed modifications to the chartering language in the Bylaws by adding requirements that (1) local chapters must submit a list of names, birth dates, and contact information for the officers and (2) the chapters must also comply with re-chartering requirements. I have moved the re-chartering requirements into a separate provision to make clear that chartering and re-chartering are two separate requirements, with re-chartering being necessary for a local chapter to remain in good standing with YDM. Another change I proposed to the re-chartering provisions is to give the Board some additional flexibility to grant more than one extension, which is appropriate given the amount of time it typically takes local chapters to submit their re-chartering information and the issues that frequently arise with that process.

 And third, I recommend adding a new provision that explains some of the potential sanctions the YDM President and Executive Board can impose on local chapters that fail to comply with the re-chartering process, as well as any other potential violations that may arise in the future. Most notably, I have recommended giving the President the authority to bring a suspension request before the Board, which can pass with a majority vote of the Board. The proposed amendments also provide for the possibility of revoking a chapter’s charter for more egregious violations. I intend section 3 to be a catch-all provision that gives the President and Board some flexibility to find alternative dispute-resolution authority. That provision includes an illustrative list of possible alternative methods of resolving violations or disputes and can apply to pretty much any issue that comes up.

**Changes to the Executive Board and Officers Section**

 I made two relatively minor proposed changes to the section setting forth the qualifications and duties of the Executive Board. First, I changed the definition of “Appointed Officers” to make clear that the President appoints the officers and to give some flexibility for the President to designate as many or as few officers as he or she deems necessary.

 The second proposed change to this section is intended simply to avoid the need to set forth an appeals process that the Elections Committee adjudicates. The current provision states that the Elections Committee “shall hear and adjudicate all appeals.” It’s not clear from the Bylaws what appeals process is available or under what circumstances. From context, it seems that the Elections Committee would resolve disputes related to the elections (e.g., whether a candidate meets the minimum requirements). The new language is intended to reflect that understanding of the committee’s more general purpose.

 I also recommend moving the provision dealing with funds into an independent section, as it doesn’t clearly fit within the scope of the Executive Board and Officers provision.

**Changes to the Definition of Quorum**

 Finally, I recommend changing the definition for what constitutes a quorum of the executive board. The old provision says a quorum is 51% of the voting members of the Board. I have changed that to fifty percent of the present and voting members plus one. That change is intended to bring the definition into conformity with its common meaning. It doesn’t change anything substantive about the voting rules for the Board.

**CONCLUSION**

 Thank you for your patience while I conducted my review of the Bylaws. I hope the explanation of the changes and the reasons I made them have clarified any questions you may have about my proposed changes. If not, however, I welcome any questions or feedback on the changes I recommend.