

## LPEPC Bylaws Committee Report, 2022

- Note that formal language should be used in bylaws. That means no contractions, no slang, and no catch phrases. It does not mean, however, that the language must be stilted, difficult to understand, or full of legalese. Provisions can and should be worded in simple but precise English and they should be written so Members can easily understand them.

**Proviso:** Mark ups of proposed amendments are based on the prior version of these Bylaws. The appearance of text that has been changed by a previous amendment is to be ignored and not taken as undoing the previous amendment.

### Proposal 1. Number Representation

Problem: A spelled out number is less easily mistyped than a numeral.

Solution: Spell out numbers except when to do so would be cumbersome or confusing..

Proposed Amendment:

7.6. Contributing Members are granted a thirty-day (30-day) grace period from year end until annual convention.

### Proposal 2. The Board

Problem: The Bylaws are unnecessarily bloated by repetitive use of “the Board of Directors” where “the Board” would unambiguously replace the longer name, enhancing the readability and reducing the bulk of the Bylaws.

Solution: Establish the substitution of the shorter name for the Board of Directors.

Proposed Amendment (in fourteen parts):

5.1. The Board of Directors of the LPEPC, or “the Board,” shall be composed of the following Officers: Chair, Vice-Chair, Secretary, Treasurer, and the Chairs of the Standing Committees, for a total of no more than ten (10) Directors. The Secretary and Treasurer positions may be combined out of personnel necessity as determined by the Board ~~of Directors~~. Other Officer positions shall not be combined, and other Directors may be combined but only count as one (1) position and one (1) vote. The Standing Committees shall be Bylaws, Campaign, Convention, Outreach, Education, and Media.

5.2.2. Between Meetings and Conventions, expenditure of funds or official action of the LPEPC, between Meetings and Conventions, may be undertaken by a vote of the Board ~~of Directors~~ in person, by phone, email, or other means so long as a written or electronic record of the vote is made and collected by the Secretary and validated as accurate by a majority of the Board ~~of Directors~~ at the next meeting. The votes shall be formally

collected by the Secretary and saved for a period of one (1) year and made available to any Member upon request.

5.4. A Director may be removed from the Board **of Directors** by a resolution passed by a two-thirds (2/3) vote of the Board **of Directors** if:

5.6. A vacant Director position may be filled by an appointee approved by a majority of the sitting Board **of Directors**, using the Standard Balloting Process, to serve the remainder of the term.

5.8. The Board **of Directors** shall annually appoint LPEPC representatives to the State Party Constitution and Bylaws Committee and Platform Committee. These appointments shall be made no later than four (4) months prior to the annual State Party Convention.

5.9. The Board **of Directors** shall appoint an LPEPC Affiliate Representative to the State Party, who shall serve as a liaison between LPEPC and the State Party.

6.1.2. An Officer or Director may delegate their duties; however, such delegation shall be subject to oversight by the Board **of Directors**.

6.4.3. The Secretary shall maintain and make available all official LPEPC records, including the state charter of the affiliate, the Bylaws, the Convention and Meeting Minutes, and contact information for the Board **of Directors**.

8.1.2. Special Conventions may be called at any time by the Chair, or by a two-thirds (2/3) vote of the sitting Board **of Directors**, or upon written request of twelve (12) Contributing and/or Regular Members.

8.2.1. The Board **of Directors** shall conduct Meetings no less than monthly in a location open to the public at a time and place announced no later than fourteen (14) days in advance. Meetings shall be open to all Members. More frequent Meetings may be scheduled, so long as they are broadly announced no later than fourteen (14) days in advance to the Members.

8.2.2. Special Meetings may be called at any time by the Chair, or by a two-thirds (2/3) vote of the sitting Board **of Directors**. Special meetings shall be announced no later than seven (7) days in advance.

8.2.4. At all Meetings, a quorum shall be a majority of the sitting Board **of Directors**. Attending ex officio board members may be counted in determining that a quorum is present.

10.3. The LPEPC Members may donate money, items, or services for which the Board **of Directors** may vote to reimburse them at original face value at a later date. Receipts for all reimbursed expenses must be submitted to the Treasurer.

11.2. All proposed amendments to these Bylaws shall be submitted in writing to the Board **of Directors** no later than two (2) weeks prior to the Convention at which they are to be addressed.

Article XII. Parliamentary Model: The rules contained in "Simplified Rules of Order (Slightly Modified Martha's Rules)" shall guide the LPEPC in all cases to which they are applicable and in which they are not inconsistent with the State Party Constitution, State Party or these Bylaws, any standing rules, and any special rules of order LPEPC or its Board **of Directors** may adopt.

### Proposal 3 Attendance at Meetings

Problem: Attendance is defined in Standing Rules and that fact needs to be mentioned at least once in the Bylaws.

Solution part 1: Note that definition of “attendance” is in governing documents

Proposed Amendment 3a: 8.2. Meetings

#### 8.2.5. Meeting “attendance” is defined in Standing Rules

Solution part 2: Remove the redundant verbiage.

Proposed Amendment 3b: 5. Board of Directors

5.2.1. Expenditure of funds or official action of the LPEPC may be undertaken by a resolution, at a scheduled Meeting or Convention, and passed by majority vote of attending Members, ~~attendance defined in Standing Rules~~; or

### Proposal 4 Voting Methods

Problem: “methods” are assumed to be voting methods but are unspecified in 13.2

Solution: specify *voting* methods

Proposed Amendment

13.2. Other voting methods may be used if authorized by a two-thirds (2/3) vote of the Members at any Meeting or Convention.

### Proposal 5. Amendments to Bylaws

Problem: This Article is unnecessarily cumbersome and provides for no notice to Membership.

Solution: Condense the first two Sections into one.

Proposed Amendment:

Markup:

11.1. These Bylaws may be amended ~~by passage of a resolution~~ at a Convention, ~~in accordance with 11.2 of these bylaws~~, by a two-thirds (2/3) vote of the attending Members.

~~11.2.— All proposed~~, provided that the amendments ~~to these Bylaws shall be~~ has been submitted in writing to the Board of Directors and published on the website no later than two (2) weeks prior to ~~the~~ such Convention ~~at which they are to be addressed~~.

Final Text:

11.1. These Bylaws may be amended at a Convention by a two-thirds (2/3) vote of the attending Members, provided that the amendment has been submitted in writing to the Board and published on the website no later than two weeks prior to such Convention.

### **Proposal 6. Redundant Verbiage**

Problem: Words added to the document that do not contribute to clarity or readability reflect badly on LPEPC.

Solution: Remove the redundant verbiage.

Proposed Amendment:

8.1.2. Special Conventions may be called at any time by the Chair, or by a two-thirds (2/3) vote of the sitting Board of Directors, or upon written request of twelve (12) ~~Contributing and/or Regular~~ Members.

9.3. Endorsements of or oppositions to ballot initiatives, ordinances, Unaffiliated or non-partisan candidates, or other measures, will be made by majority vote of the Members at any Meeting or Convention. Such positions may be made public by means of a press release arranged by the Chair or the Chair's designee, and identified as being solely an LPEPC endorsement, ~~rejection or opposition, or no opinion~~. Any ballot initiative or referendum may either be endorsed or opposed by a vote of the LPEPC. If neither endorsed nor opposed, the LPEPC will have "no opinion" on that particular initiative or referendum.

### **Proposal 7. Severability**

Problem: If a portion of the bylaws are found to be illegal, the entire document can be declared legally void.

Solution: Add an article (common boilerplate in contracts) to enable the Party to continue to function by temporarily excluding any "outlawed" clause or section.

Alternative: Another option would be to call a special convention to amend the Bylaws to exclude the offending part.

Proposed Amendment:

### **Article XIV. Severability**

**14.1. If any Article, Section, or Clause of these bylaws is to any extent determined to be invalid, illegal, or incapable of being enforced, such Article, Section, or Clause shall be excluded only to the extent of such invalidity, illegality, or unenforceability; all other Articles, Sections, and Clauses hereof shall remain in full force and effect, and to this end the provisions of these bylaws are declared to be severable.**

## **Proposal 8. Privacy**

Problem: Individuals who have provided contact information have only the disclaimers on sign-in sheets and quizzes to affirm the security of their personal information.

Solution: Add two sections to Article X of the bylaws to codify the Libertarian Party's responsibility for the security of personal data.

Proposed Amendment:

### **Article X. Prohibited Actions**

**10.6. The Libertarian Party and its affiliates will never release personal information to anyone else without the informed consent of the affected individuals.**

**10.7. Access to the Libertarian Party of El Paso County's contact management system is denied to any person who has not signed an appropriate non-disclosure agreement and provided such document to the Secretary for filing.**

## **Proposal 9. Consistency with State Party Documents**

- Problem: At the 2021 state convention, LPCO merged their Constitution and Bylaws into one governing document referred to as Bylaws. LPEPC bylaws ought to be amended to no longer refer to LPCO's Constitution.

Solution: Remove all references to LPCO Constitution, adjusting text as necessary for clarity.

Proposed Amendment (in three parts):

5.8. The Board of Directors shall annually appoint LPEPC representatives to the State Party ~~Constitution and~~ Bylaws Committee and Platform Committee. These appointments shall be made no later than four (4) months prior to the annual State Party Convention.

9.2. Nominations of Libertarian candidates for district or county-wide elected partisan public offices shall be made using the Standard Balloting Process by the Members at any Meeting or Convention. Where applicable, district caucuses shall be used and may require coordination with other county affiliates, subject to the provisions of the State Party ~~Constitution~~ Bylaws. Such nominations shall be made public by means of a press release arranged by the Chair or the Chair's designee.

### **Article XII. Parliamentary Model**

The rules contained in "Simplified Rules of Order (Slightly Modified Martha's Rules)" shall guide the LPEPC in all cases to which they are applicable and in which they are not inconsistent with ~~the these or the~~ State ~~Party Constitution, State~~ Party ~~or these~~ Bylaws, any standing rules, and any special rules of order LPEPC or its Board of Directors may adopt.