

## **Frequently Asked Questions to the Revision Committee Concerning the Proposed Revision to the WBCCI Constitution**

The following questions and answers have been compiled from many submitted to the Revision Committee by members. Some questions have been combined here for simplicity and clarity.

**Question #1**, concerning the process to be followed for amendments and voting at the Delegates Meeting has been addressed by a separate Q&A circulated by the WBCCI member email system.

### **Question # 2**

2 A. If the revised constitution is passed as is, with no changes, will the members have any additional control over the by-laws than they have now?

**Response:** Our current system grants authority to change Bylaws to the IBT. However, limits are set by the Constitution and the Constitution can only be changed by the membership. The proposed revised Constitution does not change this. The clause regarding the powers "to construe and interpret" in the current Constitution has been deleted in the revision and is proposed to be addressed in the Bylaws themselves. It will be necessary to review both the revised Constitution and the revised Bylaws to answer this question fully; otherwise a direct comparison cannot be made. If the Delegates want to see these powers spelled out more specifically in the Constitution, then an amendment to accomplish this can be presented when the Bylaws article in the revision is considered at the Delegates meeting.

2 B. **Article XII** the IBT will have total control over the number of new areas. These areas are to be of equal membership. How often will the areas be reorganized? Is the number of members based on the units or the location of the individual members? For those units which cover more than one state, how will they be assigned to areas? Will units in states be split into more than one areas?

I don't believe that it is necessary to change the word "Region" to "Area".

I thought that there was a minimum number of areas, but cannot locate it. Can someone point me to the correct section?

**Response:** The details of boundaries and the number of Areas was discussed. It was felt that these details were best left to the Bylaws. There is only one Constitutional requirement, that of having an approximately equal number of members. Region or Area are only titles, strictly a matter of taste. It was felt that because of other changes, a name change made sense. The proposed Constitution has no minimum number of Regions. An earlier draft that was released without authorization has created some confusion in this regard. As with our current Constitution, the Bylaws will provide the details of "how" and "when". There has been much discussion about the best number of "Areas" or "Regions" and views still differ widely. The Club will need the flexibility to adjust its organization in response to changing membership numbers and this is best accomplished through Bylaws which are easier to amend.

2 C. **Article VII** I agree with the extension of term for the Treasurer, but it is necessary for the Recording Secretary?

Why are the Treasurer and Recording Secretary voting members of the IBT and Executive Committee? It seems to me that these are staff positions and not line positions.

**Response:** The terms of the Treasurer and Recording Secretary are proposed to be extended to two years to provide greater continuity on the Executive Committee and the IBT. With the terms expiring in alternate years, there will be no gap in the continuity. It is quite normal to designate these elected positions as members of the Executive in a nonprofit membership organization. Their roles are important to the Club.

2 D. **Article XVI** The member caucus is to be "...scheduled during the summer months or at a scheduled International Rally...". Shouldn't it be required that the caucus be at the International Rally to insure the most members attend and participate?

If the July meeting is held using electronic means, will members be able to comment on the agenda or only able to listen? Is it necessary to attend the international in person to participate in the Caucus?

I am uncertain that replacing the current delegate system with the member caucus is an improvement.

**Response:** Practically, the member caucus would be held at the International Rally. The rally is not mandated by the revised Constitution, the Members' Caucus is. The Members' Caucus is an important part of the governing process. It is here where procedures are discussed and opinions and points of view are shared before members cast their votes. It would be streamed and the strengths and weakness debated for any member with a computer to hear. The importance of this meeting justifies it's inclusion in the Constitution. Members would need to attend the meeting to enter into the discussion. There have been many suggestions that the International Rally needs more flexibility in setting dates and some question whether it should be held annually. While we would expect that the Caucus would normally be held at the Rally, what if a Rally is not held or is cancelled? This provision would give the Club the flexibility to schedule another venue for a Members' Caucus.

On July 5th, the major business would typically be the Budget. The Budget must be approved at the beginning of the fiscal year. The meeting on July 5th has never been well attended by the membership. There are usually less than 10 members present other than those that have to be there because of their office. This move disconnects the International Rally from July 1-5.

The Committee strongly feels that only by having a direct vote can we assure every member can have a voice. The weakness of the Delegate system was that a Delegate was free to represent their Unit's or their personal views. It was clear from the actual vote that some personal views often won out. The current Delegate system is being replaced by both direct member voting and the Members' Caucus. They are fully linked. Direct member voting obviates the role of the Delegate and we want to retain a deliberative forum through the Caucus. We are encouraging broad discussion throughout the Club so that members can decide if these combined changes are an improvement.

2 E. **Article VI** Should be clearer that MALs have the right to vote for international officers and on changes to the constitution

**Response:** Because voting will be done by mail or electronic means, MALs now have a venue to cast a vote. Where formally voting was done through a Unit delegate, now the MAL vote is embedded in the system. The committee supports one vote for every single member and this

is what many of the changes are about. MAL's will have all of the rights of regular members except for voting or holding office in Units and Areas, as they do not belong to either. It is simpler to list the two exclusions than the longer list of inclusions.

**2 F. Article IX** As a CPA and interested member, I don't think that an audit should be replaced by a review. I believe that it is important for a entity of this size to have audited financial statements which are distributed to the membership. What is the cost of an audit and what is the cost of a review by the WBCCI's independent accountants?

**Response:** Regular audits have never been a part of our process, even though it is part of the current Constitution. Typically a "review" is conducted annually at our offices in Jackson Center. This review is done by a member with an accounting background who is not an interested party. An annual independent audit of our books would cost in excess of \$12,000 and has been considered unnecessary. The revision does not mandate an audit for these reasons. Through further discussions we have learned that an independent review of our financial statements by outside accounting professionals would provide the necessary oversight at a much more reasonable cost of about \$4,000. We will recommend this requirement in the revised Bylaws.

**2 G. Article I** I see no need to add "The Airstream RV Association".

**Response:** Most nonmembers do not recognize the name WBCCI so we have long modified this title with "The Airstream RV Association" in our letterhead and in communications. This AKA clearly states that we are Airstreamers and would like people to know who we are.

**Question # 3.**

Has any thought been given to the elimination of the MAL surcharge? I realize the intent of the fee is to "encourage" unit membership, however I feel it is wrong to penalize a member for choosing not to join a unit. While a unit member myself, my "best fit " units would be over a thousand miles away from where I live. I know of no other organization that charges a fee to NOT belong to a local chapter.

**Response:** There has been no discussion about reducing or eliminating the MAL surcharge. It was set at a level that is approximately equal to the average Unit dues, in part as an incentive for MALs to join a Unit. In addition a portion of the surcharge offsets the additional HQ time and expenses associated with membership issues that would otherwise be handled directly by Units.

**Question # 4**

As the Revision committee is drafting the bylaws I would like to request that they include a requirement that the club have an annual review of its balance sheet and income statement. The review should be conducted by an independent CPA ratified by the Executive Committee. The CPA should deliver the report along with any comments to the executive committee. The reviewed financial statements should then be published in a form that all members will have full access to the statements.

**Response:** Due to the fact there is no qualification requirement to become Treasurer, we believe it prudent if we require an independent review. The club's books are fairly simple and its

only major asset is cash in FDIC insured banks and property which takes little work for a CPA.

#### **Question # 5**

I did not see information on the location, timing or who manages the International Rally? Is this covered in the new Constitution?

**Response:** The Bylaws will cover the procedural details regarding an International Rally. It is not included in the Constitution to allow for flexibility in scheduling. As part of our process, the International Rally Manual will be revised and updated.

#### **Question # 6**

I presented a summary of the changes to my unit in 3 separate information sessions. I asked several long time Caravanners and Region Officers to attend and participate.

Our vote gives the delegate direction to vote the unit's wishes. I will continue to solicit input from inside and outside our unit.

Our unit wants to keep Unit Voting. They agree that MALs should have a vote. Believes the delegates should hold the final word on constitutional questions. Finally, they want NO recommended slate (all qualified candidates should be on the ballot).

**Response:** First let us congratulate your Unit for having a full discussion. This is exactly what we hope will happen in each Unit. Now some specific responses:

A. There seems to be a misunderstanding that somehow direct member voting would preclude discussion of issues at the Unit. This is incorrect. While the Constitution cannot mandate that Units hold these discussions (the current Constitution doesn't do this either), we would hope and encourage that all Units would do just as your Unit has done in discussing the proposed revision. Discussion is fundamental to good decisions. We believe that the Members' Caucus would add a further level of discussion, where members from various Units and MALs could also discuss the issues, in both cases before the direct member vote takes place. We are also optimistic that we will again have a WBCCI forum where members can discuss issues and help to arrive at broader agreements. We are trying to encourage more discussion, not less.

Let's look at another scenario with our current system of delegate voting. In many Units, only those members in attendance at a business meeting get to vote. That may often be less than half of the Unit membership. Is that really fair? In other example, we see each year that some Units (often those farthest from the International rally site) are unable to get a delegate to International. In this case, all members of the Unit lose their vote. Is that fair? We think not. Direct member voting addresses both these issues.

B. The Nominating Committee under the proposed revision would publish the names of all qualified candidates on the ballot, along with a recommended slate. This latter provision seems to still be a concern for some folks, but let's face facts – the number one challenge for the Nominating Committee today and in the recent past has been finding anyone who can be cajoled into standing for office. There was no "screening" process this year. Nevertheless, if members do not want recommendations to appear on the ballot which will contain the names of all candidates, an amendment to make this change should be quite simple.

C. On all proposed amendments of the Constitution and the proposed Standard of Conduct, it is the members who will make the decision by casting votes, not the IBT. Delegates today do not have the authority to reverse an IBT decision made under the powers of the Constitution and there is no change in the proposed revision.

**Question # 7**

Is it or is it not true that the response and recommendation by the WBCCI Constitution and Bylaws Standing Committee is the opinion of only the Chairman who is the sole member of that committee? If so, this should be noted.

A large number of our members are concerned with most of the changes due to the review and comments made by the Constitution & Bylaws Committee Chair.

Some members would like to see an article by article rebuttal to the specific opinions as offered by the Constitution & Bylaws Committee.

**Response:** This question has come up a number of times and as the CBL report does not contain any mention of the committee members and only has the Chairman's signature it appears to be "his" report based on his opinions. The report is factually incorrect in several places. A separate response document is being circulated.

**Question # 8**

First of all, I want to thank the committee for all the work that has been done on this revised constitution in the last few months. It is appreciated. I do have a question.

Might it not be beneficial for an MAL to hold office in the Region/Area if s/he might hold office at the International level?

**Response:**

There are some very experienced members of WBCCI who have chosen for their own reasons to be MALs. As these members are not part of a Unit, they cannot be part of a region or hold office in either. That should not rule them out as candidates to lead Intra-Clubs or for positions on the Executive Committee. For example, if a MAL with professional accounting credentials wanted to run for the position of Treasurer, the lack of Unit or Region experience would be of minimal consequence.

**Question # 9**

Article VI, Section 1: Under the proposed new constitution a present owner of an Airstream Motor Home would not be able to upgrade to a new "re branded" Thor motor home should the club ever decide to allow such a move. The present wording excludes any Thor product other than an Airstream. A "re branded" motor home manufactured by a Thor division is not manufactured by Airstream Inc. and therefore would not qualify as an Airstream product. As I see it the club will continue to decline in number due to new motor homes not being available to club members wanting a motor home instead of a trailer.

**Response:**

The current constitution requires that membership is limited to owners of RVs manufactured by Airstream. This has been studied several times and is being re-examined by another Committee appointed by the IBT. We have chosen to let that Committee complete its work and make a recommendation for consideration by Delegates.

**Question # 10**

I agree that changes to constitution are required and the cheapest and best way to get info to our members is via email. However you cannot unload a project of this size and magnitude on our membership and expect instant feedback and support for it particularly without prior introduction of some kind. Not all our members who care, sit on their inbox all day. Besides many image would be overwhelmed by it. I'm willing to bet that a large percentage of our members have never read the constitution never mind provide an immediate or short notice opinion. This is likely a good time to acquaint them with what the constitution is all about.

**Response:** Our process for revision is governed by our current constitution and our Parliamentary authority (RONR). More time is always an advantage for wider discussions, but we are trying to get useful information into the hands of the membership as quickly and as efficiently as we can, using the tools available within WBCCI.

**Question #11**

Why does a CAMPING club, whose purpose is to camp, meet friends, travel and have fun need a 45 page constitution?

**Response:** Good question! As an organization, we have evolved over a period of more than 50 years. WBCCI has chosen in the past to cover many aspects of club operations and organization in the constitution. In the proposed revision, we have taken out some of these items, and will deal with them in the Bylaws. The Constitution is still substantial in size, about 12 pages, but we are an organization with substantial assets and need to ensure that we have sound rules for managing the Club. A Constitution can be very brief, but that will be offset by a more lengthy set of Bylaws. That is a matter of style.

**Question # 12**

Am I to understand that although the Constitution and Bylaws Committee has published in writing a recommendation to delay any vote, the WBCCI President is ignoring that recommendation and pushing for a vote in June? Please tell me that our President is not ignoring Committee recommendations when all that is being asked for is additional time for members to study the proposed changes.

**Response:** A separate response to the opinions of the CBL Chair will be circulated. We are following the procedures laid out in our current Constitution. The Executive Committee is considering how more time can effectively be allocated to allow for additional work on the revised Bylaws before a final vote is taken.

**Question #13**

Have you had your Attorney review the comments included in Don Shafer's report? Your Attorneys letter is dated March 11 and Don Shafer email dated March 18th brought up several legal issues: The use of the Airstream brand name and the Ohio law requirements. Were his remarks forwarded to your Attorney for further review? If not, why not?

**Response:** The legal matters raised by the CBL Chairman were not referred back to the WBCCI attorneys as they were already answered. The Chairman was in possession of the Attorney's comments before he submitted his opinion. The WBCCI Attorney is clear that the

proposed revision is in compliance with the laws of Ohio. We are not proposing to use the Airstream brand name in any different manner that is currently done. Therefore, the issues raised by the CBL Chairman are not valid.

**Question #14**

We are told that the "Member Caucus" is a great thing. But when asked, "Who has control over when, where and how these meetings are scheduled?" you're told "That's in the Bylaws". So one has to ask the question: Why in the world would I vote for a system that I have "NO IDEA" When, Where, How and Whom will control these meetings?

**Response:** The wording of the proposed constitution revision makes it very clear that the agenda for the Members Caucus is prepared by HQ, with input from all levels of the Club, from Units to the Executive Committee. The Members caucus will be scheduled to be held at the International rally. The exact date will vary depending on the dates for the rally. The International President will normally chair the meeting. Again, this is clearly spelled out in the proposal.