

**WALLY BYAM CARAVAN CLUB INTERNATIONAL, INC.**  
**IBT MOTION**

**Motion / Item Number:** 1 R7 As amended from the floor.

**Meeting Location and Date:** Savannah, GA - January 20, 2022

**Motion Maker:** Eric McHenry

**Title:** IBT Restructure

**Summary:**

The club is facing significant opportunities in membership growth, finances, partnerships, and technology. A structure change at leadership level enhances the Club's ability to quickly recognize and respond to these trends. Clearly defined areas of responsibility, a larger leadership team with diverse skill sets, and strategic goals involving leadership and all regions will strengthen and elevate the club's position amongst potential members and like organizations.

**Motion:** I move that the International Board of Trustees submit to the WBCCI Membership the following Constitutional amendment:

I move that **WBCCI Constitution Article VII, Officers and Their Election** and **Article VIII, Board of Trustees**, be deleted and new **Article VII, Board of Trustees** and **Article VIII, Executive Council** be inserted. Further, that **Article IX, Executive Committee** be deleted in its entirety.

**REQUIRED Attachments (for Policy, Bylaws and/or Constitutional Amendments):**

- **Exhibit 1: Redlined Current Blue Book text**
- **Exhibit 2: Proposed (new) Blue Book text**

**SECONDED BY:** \_\_\_\_\_

**Purpose / Impact(s):**

Restructure the Executive Committee with the following objectives:

- Develop an Executive Council structure that reduces the total time commitment expectation of its members to a manageable number.
- Help to attract talented individuals and enhance succession and continuity and open opportunities to serve to a broader set of WBCCI members.
- Allow broad Executive Council participation without requiring ascension to President.
- Provide a structure and process that helps the IBT select Executive Officers that have the right skills at the right time: proven leadership track records, active involvement and excitement in WBCCI, etc.
- Get beyond the "learning curve" and help continuity by increasing terms of office to two years (versus one).
- Make it easier to run the Club by adopting a proven Board structure used by most non-profits, local governments, for-profit, etc.
- Integrate strategic planning and oversight for standing and special committees into the Executive Council structure.

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**Background:**

A Special Committee was formed as a result of discussions at the International Board of Trustees (IBT) meeting in Lebanon, TN. The Special Committee was chartered to review our current leadership structure, review best practices in government, non-profit and corporate governing boards, then report back to the Executive Committee with recommendations.

This motion implements additional constitutional recommendations put forward by the Special Committee and presented to the IBT in December 2021.

**Financial Impact:** Some potential impact to be managed through the budgeting process.

**ATTACHMENTS**

**Exhibit 1:**

~~Article VII OFFICERS AND THEIR ELECTION~~

~~Sec. 1 The officers of the International Club shall be a President, a Vice President, A Second Vice President, A Third Vice President, a Recording Secretary, and a Treasurer.~~

~~Sec. 2 All officers shall be elected for a term of one (1) year by electronic or mail in ballot, coordinated by Headquarters, with results announced at the annual International Rally. The officers so elected shall take office upon being installed following their elections. No officer shall serve more than one elected term in any one office. (7/21/21)~~

~~Sec. 3 A vacancy in the office of Third Vice President shall be temporarily filled by the International Board of Trustees. In the event that a vacancy shall occur at a time when the Board is not in session, the President may, with a majority consent of the members of the Board of Trustees, appoint a temporary Third Vice President for the remainder of the term of office. (6/30/95)~~

~~Sec. 3 A vacancy in the office of the Recording Secretary or Treasurer shall be filled by the Board of Trustees. In the event that a vacancy shall occur at a time when the Board is not in session, the President shall appoint a Temporary Recording Secretary or Treasurer as the case may be.~~

~~Sec. 4 In the event of the death or resignation of the President, or of the death, advancement or resignation of a Vice President, or of an officer's inability to fulfill the duties of that office, the next ranking Vice President shall assume the duties of that office and shall complete the unfinished term of the office so vacated followed by the term to which that officer was elected. (6/30/00)~~

~~ARTICLE VIII BOARD OF TRUSTEES~~

~~Sec. 1 The administrative body of the International Club shall be a Board of Trustees sometimes hereafter referred to as the Board or as the IBT.—~~

~~A The Board of Trustees shall consist of the President, the First Vice President, the Second Vice President, the Third Vice President, the Recording Secretary, the Treasurer, a Trustee without a vote who shall be the Chief Executive Officer~~

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~~of Airstream, Inc. or an Executive Officer of Airstream, Inc. as may be designated by said Chief Executive Officer, and the Immediate Past International President who shall serve for one year following such officers' term as President, and the President of each Region of the International Club.—~~

**B** ~~—In the event the Region President is unable to be present at a meeting of the Board of Trustees, the next ranking Region Vice President, in the order 1st and 2nd, shall sit with the Board at that meeting as a voting member representing that Region in all matters coming before the Board.—~~

**C** ~~—Except as provided in Article VII of this Constitution, each member of the Board shall serve until a successor is appointed or elected, or the member's resignation is accepted by the Board. (6/29/96)~~

**Sec. 5** ~~—The Board of Trustees shall have supervision over the financial affairs of the Club including the adoption of a budget, and it shall designate the bank or other depositories in which funds of the Club are to be deposited, and shall designate the persons who shall draw funds thereupon. The Board of Trustees shall have supervision over all real and personal property of the Club, including the disposal and distribution thereof in the event of the Dissolution of the International Club or a Local Club thereof, except a Local Club incorporated in another state or province, all within Section 1702.49 of the Ohio Revised Code. It may hold meetings at a time and place designated by the President and special meetings may be called by the President or by eleven (11) members of the Board of Trustees or at the signed request of one thousand (1000) members in good standing. (7/1/86)~~

**Sec. 6** ~~—The Board of Trustees shall define the policies of, and shall have full administrative authority in all matters pertaining to the International Club and shall exercise general control and supervision of all officers and committees.—~~

**Sec. 7** ~~—The Board of Trustees shall have full authority to construe and interpret the Club's Constitution and Bylaws and Policies and may delegate this authority to its Constitution and Bylaws Committee.—~~

**Sec. 8** ~~—There shall be three (3) meetings of the Board of Trustees each year. The President may elect to hold one such meeting prior to or during the International Club Rally at which the Board ends its term and the first meeting at which the Board begins its term during or following the International Rally. The third will be held during the first calendar quarter at the discretion of the President. The President may call special meetings of the Board of Trustees upon giving the members thereof ten (10) days prior written notice of the time and place of any such special meeting. (6/27/18)~~

**Sec. 9** ~~—A quorum of the Board of Trustees shall consist of ten (10) members.—~~

**Sec. 10** ~~—A member of the Board of Trustees shall hold no International, Region or Local Club office or position other than that office or position which places him on said Board. Nothing herein contained shall disqualify an International Officer or Region Officer from service upon Standing or Special Committees. (6/21/86)~~

### **Article IX, EXECUTIVE COMMITTEE**

1. ~~The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Third Vice President, the Recording Secretary, the Treasurer, and the Immediate Past President. (6/30/93)~~

2. ~~The Executive Committee shall have general supervision of the affairs of the Club between meetings of the Board of Trustees. The Committee shall be subject to the orders~~

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~~of the International Board of Trustees, and none of its acts shall modify any action taken by the Board. It shall perform such other duties as are specified in the Constitution, Bylaws and Policies of the International Club. It shall be responsible for the preparation of the Club's annual budget and shall submit the same to the Board for adoption.~~

- ~~3. The President shall be the Chairman of the Executive Committee and shall have the power to convene meetings thereof upon giving each member five (5) days prior notice of the date and place of any meeting so convened. Also, upon written request of five (5) members of said Executive Committee and after five (5) days' notice, a meeting of the Executive Committee can be convened. A quorum of the Executive Committee shall be five (5) members thereof.~~
- ~~4. The International Club may, upon a nomination by the Executive Committee and with the approval of the Board of Trustees, hire an employee who shall be responsible for the administration and general management of the club. This employee shall operate under the authority of the President and the Board of Trustees in accordance with the job descriptions, conditions of employment and club operating procedures as established by the Board of Trustees and prescribed in the Bylaws and Policies of the club. (6/30/93)~~

#### Exhibit 2:

#### Article VII Board of Trustees

**Sec. 1** The **governing** body of the International Club shall the Board of Trustees sometimes hereafter referred to as the Board or as the IBT.

- A** The International Board of Trustees is composed of two membership components. First, is the Executive Council; ten (10) members elected at large by the membership. Second, the twelve (12) Region Presidents of WBCCI.
- B** The IBT shall have a President, Vice President, Recording Secretary, and Treasurer, elected by the IBT from the Executive Council members and the Immediate Past Board President. In addition, two non-voting Trustees; the Chief Executive Officer of Airstream, Inc. or an Executive Officer of Airstream, Inc. designated by said Chief Executive Officer, and the Corporate Manager of WBCCI.
- C** In the event a Region President is unable to be present at a meeting of the IBT, the next ranking Region Vice President, in the order 1st and 2nd, shall sit with the Board at that meeting as a voting member representing that Region in all matters coming before the Board.
- D** Each member of the Board shall serve until a successor is appointed or elected, or the member's resignation is accepted by the Board.

**Sec. 2** The Board shall hold periodic meetings, based on WBCCI fiscal year, at a time and place designated by the President. Special meetings may be called by the President, Vice President, or by ten (10) voting members of the Board of Trustees.

**Sec. 3** The Board of Trustees shall have full authority to construe and interpret the Club's Constitution and Bylaws and Policies and may delegate this authority to its Constitution and Bylaws Committee.

**Sec. 4** A quorum of the Board of Trustees shall consist of twelve (12) members.

**Sec. 5** A member of the Board of Trustees shall hold no International, Region, or Local Club office or position other than that office or position which places him on said Board. Nothing herein contained shall disqualify an International Officer or Region

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Officer from service upon Standing or Special Committees or in office, other than President, of a WBCCI Intra-Club.

#### **Article VIII, Executive Council**

Sec. 1 The Executive Council is the administrative body of the International Club and shall oversee the daily operations of the Club between meetings of the IBT.

Sec. 2 The Executive Officers of the International Club shall be a President, a Vice President, a Recording Secretary, a Treasurer.

Sec. 3 All Executive Officers shall be elected from the Executive Council of the International Board of Trustees for a term of two (2) years. The officers so elected shall take office at start of the WBCCI fiscal year. No officer shall serve more than two consecutive terms in any one office.

Sec. 4 The International Club may, upon a nomination by the Executive Council and with the approval of the Board of Trustees, hire a Corporate Manager who shall be responsible for the administration and general management of the Club. The Corporate Manager shall operate under the authority of the President and the Board of Trustees in accordance with the job descriptions, conditions of employment and Club operating procedures as established by the Board of Trustees and prescribed in the Bylaws and Policies of the Club.

**Proviso:** If the delegates pass this amendment, it becomes effective August 1, 2022. Additional transition and timing details will be addressed through Bylaw and Policy changes to be presented at the July 30, 2022, IBT meeting.

#### **Motion:**

- **Reviewed by (Constitution and Bylaws Committee):**
- **Reviewed by (Parliamentarian):**

#### **Motion Resolution (Office Use Only – check one):**

- ☐ Adopted
- ☐ Defeated
- ☐ Amended
- ☐ Referred
- ☐ Postponed
- ☐ Tabled (cannot be postponed beyond session)
- ☐ Withdrawn (will lie on table only until end of present session)