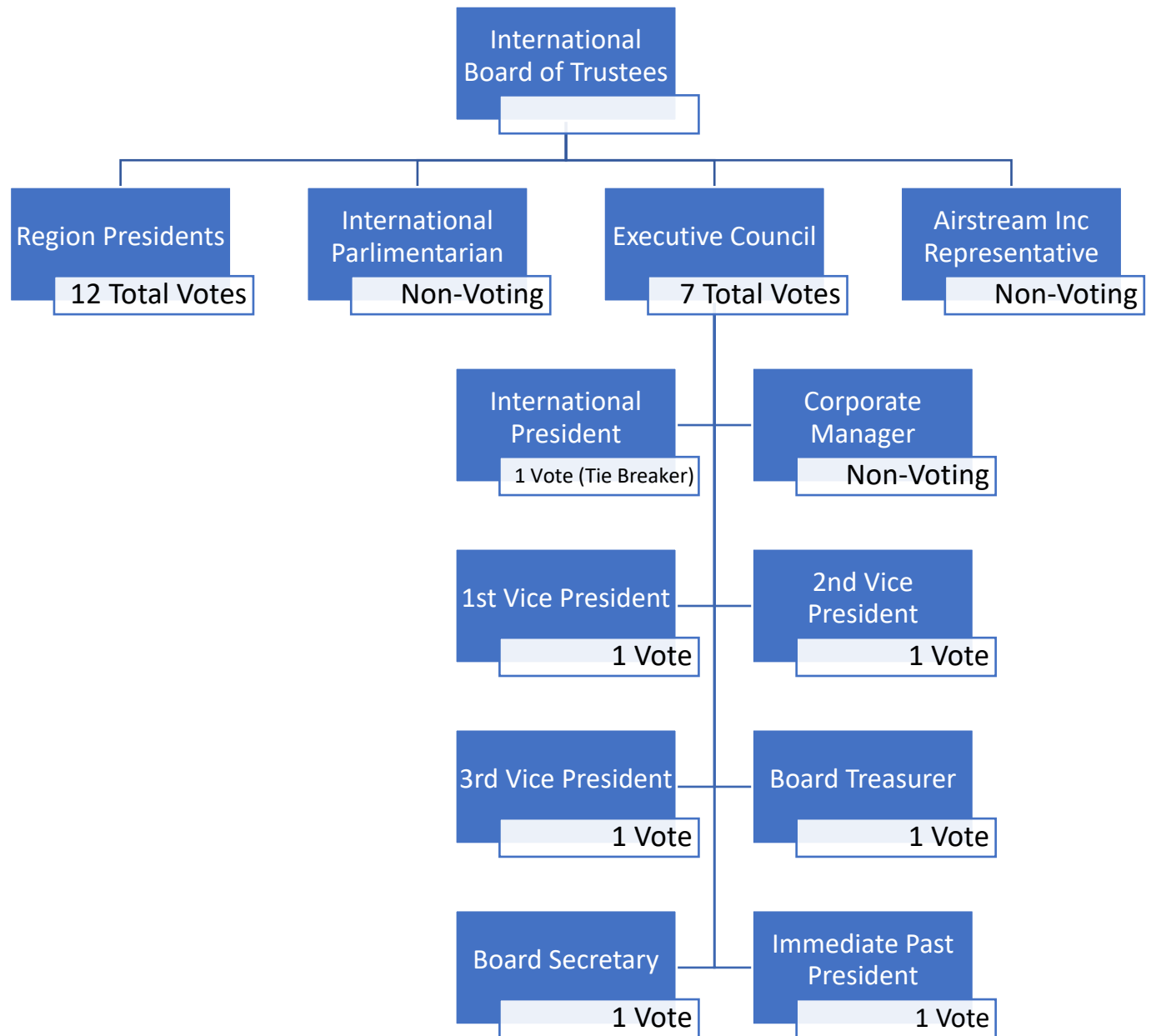


## Table of Contents

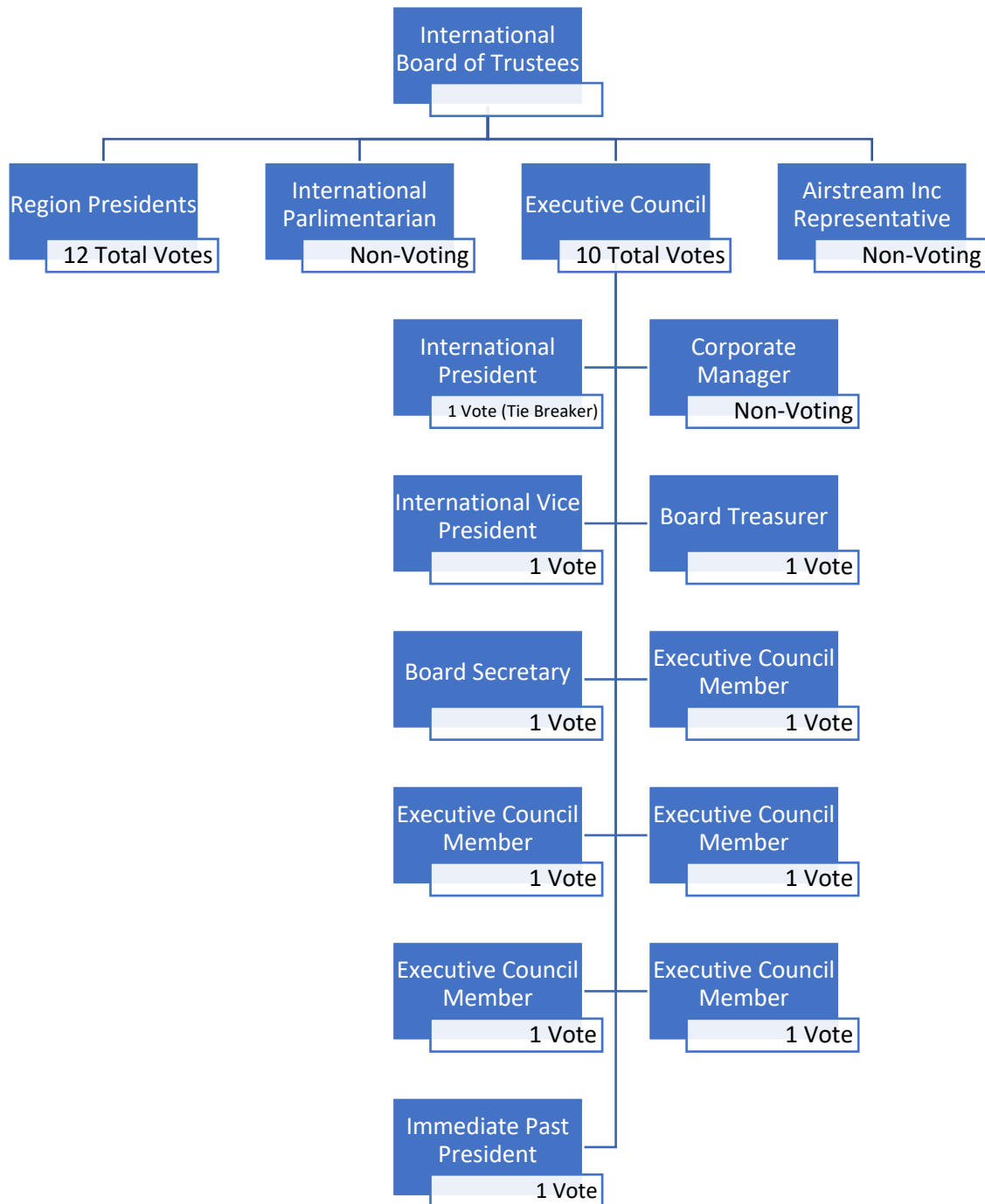
Overview: .....	2
Frequently Asked Questions (FAQ) .....	4
Background FAQs .....	5
IBT Structure and Voting FAQs .....	7
Elections and Terms of Office FAQs.....	8
Next Steps FAQs .....	10

## Overview:

1. A new Executive Council (EC) will replace the current Executive Committee, and be composed of eleven members: President, Vice President, Secretary, Treasurer, five councilmembers, Immediate Past President and WBCCI Corporate Manager.
2. This is an increase of three members from the current Executive Committee which is composed of eight members: President, 3VPs, Secretary, Treasurer, Immediate Past President and WBCCI Corporate Manager.
3. All EC members will be elected by the WBCCI membership to at-large positions except three: Immediate Past President; Corporate Manager, and Airstream Inc liaison.
4. One Year TERM minimum on EC or IBT for election to serve as officer on EC.
5. The IBT, with simple majority, elects the international officers from EC membership.
6. Staggered terms, 4-5 new members each year.
7. Process for removal from office of any elected EC positions should be provided in Bylaws.
8. Provision should be made for filling vacancies on the EC (by IBT, or by special elections of club membership?).
9. Terms for all positions on the EC are two years, with service not to exceed two consecutive terms (4 consecutive years) serving in the same position. However, any Council member may seek election (to President Vice President, etc.) after serving one year of a first two-year term, or at any subsequent point of their remaining tenure. If no future position is sought by a Council member upon completion of their first or second term, the Council member will retire from the EC.
10. If the Immediate Past International President does not complete their term or chooses not to continue serving 2 more years if the President is re-elected, the PIP Council may elect the replacement representative from among the Past International Presidents willing to serve this role until replaced by a successor.
11. Some standing Committees should be chaired or overseen by EC members – align the Committees topically under the Council Chairs.



WBCCI Special Committee Recommendation  
January 2022



## Frequently Asked Questions (FAQ)

### Background FAQs

Q: Why is this change being considered?

A: 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.

Q: Who was involved in this proposal?

A: 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.

Q: Who was on the Special Committee?

A: Jim Cocke (International Past President) was assigned to chair the Special Committee. Six WBCCI members with experience serving on governance boards were selected and approved by the Executive Committee.

- Abe Hernandez (Region 12 VP)
- Barb Derian (past Southeastern Michigan Airstream Club President)
- Jenn Schnettler (Akron OH Airstream Club)
- Johnni Hansen (Vice President, Greater Bay Area Airstream Club)
- Kate Coast (Arkansas Razorback Airstream Club)
- Michael Shelley (Past-President, Arkansas Razorback Club)

Q: How does the proposal change the Region Presidents?

A: The proposed improvement does not alter any aspect of the trustees, the Region Presidents. It only addresses the EC structure.

Q: Is there an additional cost to the Club for this EC change?

A: No. Due to a related change, some savings may occur due to the IBT starting to shift to quarterly remote meetings, and the EC shifting to monthly meetings. This contrasts with the traditional infrequent in-person meetings with reimbursed travel costs. The approach of more frequent meetings to conduct business matches the approach of other governing bodies. The addition of remote meeting technology such as Zoom allows more Club business to be conducted but at a lower cost.

## WBCCI Special Committee Recommendation

January 2022

Q: I know some Executive Officers get travel reimbursement for official business. Will increasing the number of people on the EC increase this?

A: Almost certainly not. Currently the IBT members are partially re-imbursed for official business travel within their Regions, and to the Mid-Winter IBT (but not the International Rally). In addition, the President and three Vice Presidents are each partially re-imbursed for travel to one to two national-level events per year. But like now, it will be up to the budget committee to determine funds available, and the EC will decide who will travel. All travel, including IBT travel will be limited to budget availability.

Q: Does this reduce the International President's powers?

A: The President's position and power are, under this proposal, identical to the current system.

Q: Does this affect three-digit Big Red Numbers for council members and President?

A: The proposal does NOT change the rules for 3-digit BRN for the EC members, other than defer the granting of a 100-series number until a member is elected President. Currently 100-series numbers are granted to 3<sup>rd</sup> VPs based on the current assumption/practice that they will eventually become President.

Q: Who are the "Executive Officers"?

A: Those members elected by the IBT to serve as President, Vice President, Board Treasurer and Board Secretary. The Immediate Past President is also considered an Executive Officer, as is the Corporate Manager.

## IBT Structure and Voting FAQs

Q: Why are we considering a “Corporate” board structure for our Club?

A: We’re not. The new structure being proposed is not limited to corporations. It’s also the standard structure for homeowner associations, school boards, non-profits, and some City and County boards. All these boards rely on their members to elect “board members” but let the board members choose their officers from the pool of board members. Among other things, this allows those governing agencies to select their officers based on proven records of successful leadership and skillsets within the board. The current WBCCI governance structure is more aligned with military leadership, reflecting experience of many of our Club’s early leaders.

Q: Why are we adding more Executive Council members?

A: One of the goals is to get a broader skillset on the WBCCI International Board, in addition to creating a path for younger members with unique skillsets to contribute. Adding more positions allows for this, while also ensuring we retain room for individuals interested in specific roles.

Q: Why does the International President not get a vote?

A: This reflects current practice in our, and many other, organizations. Currently within WBCCI the International President can only vote when a tie-breaker scenario exists.

Q: What are the unique (special) powers of the International President?

A: No change from current structure. The International President has the unique ability to appoint special committees, make urgent “executive” decisions (subject to later ratification by the EC), structure the IBT and EC meeting formats, etc.

Q: Why does this change the voting counts in the IBT?

A: Region officer forums at semiannual IBT meetings after 2013 provided increased transparency for the entire IBT. This resulted in better collaboration between members of the EC and region officers. The special committee was very mindful of trying to maintain the current votes ratio. The increase of votes on the EC came about for two simple reasons despite the special committee’s best efforts against an increase. 1) the need for a larger talent pool, and 2) the need to provide each member a vote.

## Elections and Terms of Office FAQs

Q: Who would elect the Executive Officers?

A: WBCCI members would elect a slate of members to serve two-year general director terms on the newly formed Executive Council. International Board of Trustees would elect Executive Officers (President, Vice President, Board Treasurer and Board Secretary) from within the Executive Council.

Q: What would the terms of office be?

A: Executive Council members would be elected for two-year terms, with the option to run for one second, consecutive term. Executive Council members may seek re-election to positions they have already served two consecutive terms in, only if they have not been in that prior position for at least one year.

Q: How can a current Region Officer run for International President?

A: First he/she must be elected by the membership to the Executive Council. Then after serving at least one year on the EC or IBT, he/she may run for President. This allows a qualified member to be considered for the President position after one year. A Region President, after serving one year on the IBT, is also eligible to run for President.

Q: Is there a process to allow removal of an Executive Council member. Why, how?

A: When an officer's term of service is more than one year, it is important to be able to remove someone who is not performing his/her job as expected or required. The WBCCI governing documents include a Grievance Process that may be followed. Robert's Rules of Order Newly Revised, current edition is the parliamentary authority for WBCCI and provides additional information regarding removal of an officer. If the situation remains unresolved, the IBT may need to approve the removal of the officer by a two-thirds vote and prior notice.

Q: What happens if we're unable to fill all the Executive Council seats?

A: It's not a problem. It's common for non-profit boards to occasionally have vacant seats. This is preferred, rather than filling board seats with people not suitable or fully prepared for the commitment. Often bylaws allow the governing board to appoint people to vacant slots for the remainder of the term. This is true now for the majority of our WBCCI Regions and Local Clubs as well.

Q: Why two-year terms?

A: Because a President can hardly get projects completed in their terms. The Club is a complex organization, and managing change isn't a one-year gig.

Q: The length of the term if a person is a president is up to four years, and then a possibility of another four years as a Past International President. This has not shortened the time commitment.

A: The path to President is certainly shortened by this proposal, from three years



## WBCCI Special Committee Recommendation

January 2022

(3VP, 2VP, 1VP) to one year. Not everyone wants to become President of our Club but they want to share their management talents and experience. The time commitment is shortened.

Q: Are the term limits done away with?

A: Currently, once a person has served on the International Executive Committee, they cannot run for an international office again.

Q: This proposal does not limit a repeated run for an international office.

A: Any member can currently make annual repeated runs for international office. The proposal suggests nothing different. We've had International Presidents who weren't elected to 3VP on their first try.

Q: Does this take away the ability of the membership to vote for their International President?

A: Not Really. Members now can vote individually, with one vote per member. But to suggest our members are choosing their President and officers is wrong. At no time in memory have the members had a choice for which candidate to elect for President. Few times in our history had the membership a choice for whom to elect to 3VP. The membership, under this proposal, retains their privilege of voting in the officers for Executive Council.

Consistent with accepted practice at many not-for-profit corporations, the election to position is conducted by the members of the IBT. This replaces the current lock-step progression of a candidate elected by popular vote to 3VP who then progresses to President whether or not they are the best candidate for the position.

In this proposal where the Region Presidents have a new, significant role in picking the International President, it is hoped (but not required) that the Region Presidents take the time to reach out to their Region constituents to gauge any preferences and/or concerns.

## Next Steps FAQs

Q: When would this start?

A: Potentially as early as 2022 for phased implementation, and completion as early as 2024.

Q: Given this is being considered, will normal International Officer elections occur in 2022?

A: Yes, members will be asked to vote for the current International Officer positions, which include International President, 1<sup>st</sup> VP, 2<sup>nd</sup> VP, 3<sup>rd</sup> VP, Treasurer and Recording Secretary.

Q: Since International Officers are being elected in the mid-2022, what happens to these individuals if the new Executive Council is approved?

A: All International Officers will automatically become part of the new Executive Council for their legacy one-year term, retaining their title. At the end of their one-year legacy term, they will be allowed to run for any of the two-year terms identified in the new Executive Council structure.

Q: What are the next steps in making this decision?

A: The IBT was briefed in November and December. Based on feedback, a set of constitutional and bylaw motions is being developed for debate and decision at the mid-winter IBT business meeting in January 2022. If support continues to exist in January, Club members will be presented with discussion points and briefed in early 2022, leading to a membership vote in the spring of 2022.

Q: What can the current International VP's and their recording secretaries and treasurers expect?

A: This depends upon the implementation plan to be developed.