

Preface

The CAP By-Laws, Article X, item 3, dictates that at a minimum of once every five years, the CAP Board of Governors (BOG) must instantiate a By-Laws Committee (the Committee) to review all or part of the By-Laws to determine if updating is required. This document is the procedure manual documenting the responsibilities and duties of both the BOG and the Committee when performing this review. This procedure manual may be altered at any time by majority vote of the BOG; in the event of a tie vote, the Chair of the By-Laws Committee makes the determining vote. At no time may any part of this procedure manual violate the Articles of Incorporation or the By-Laws.

Scope

Minor corrections to the By-Laws for grammar or spelling errors, or to increase clarity, agreement with intent, or consistency within the By-Laws, and for which the remedy is readily apparent may be performed at any time by the BOG directly, provided no items in Article X of the By-Laws are violated. These alterations do not constitute review. This procedure manual applies only to a formal By-Laws review for which a By-Laws Committee will be established. Any alteration to the By-Laws that will not be a minor correction as described above, should be implemented via this formal review process, and this manual applied.

Types of Review

There are two types of By-Laws review: a General Review, and a Scoped Review.

1. **Scoped Review:** A Scoped Review is a review of the By-Laws in which only selected Articles will be reviewed by the Committee. The BOG determines which Articles will be reviewed, often based on input of the CAP membership or observations of failings in particular By-Laws. Motivation for a Scoped Review might be an identified problem in the By-Laws shortly after another By-Laws revision has been performed, and the BOG feels an entire General Review is not warranted, but would like to rectify the problem area(s).
2. **General Review:** A review that is not scoped is a General Review. All Articles are reviewed to ensure they are current and applicable.

Note that:

1. A Scoped Review counts as a By-Laws review for the purposes of calculating the most recent review to satisfy the By-Laws' minimum review requirement.
2. Given the previous note, it is possible particular Article of the By-Laws is *not* reviewed for a prolonged period. The BOG must ensure that repeated Scoped Reviews succeed in periodically reviewing *all* Articles. The procedures below provide guidance to achieve these requirement.
3. A review that is triggered solely to meet the minimum review requirement in the By-Laws will be a General Review.

Review Procedure

1. The BOG elects a By-Laws Committee chair from among the BOG members.
2. The BOG determines the type of review.
 - a. If a Scoped Review is desired, the BOG must determine which Article(s) of the By-Laws are within the scope of the review. This should be informed by both known problem areas, as well as areas not recently reviewed.
 - b. The BOG must document which Articles are being reviewed in a historical ledger to ensure all Articles are periodically reviewed.
3. The BOG solicits membership in the Committee from community.
4. The Committee meets to review applicable parts of the By-Laws. The goals are to:
 - a. Identify items in the By-Laws that are problematic or need updating.
 - b. Provide justification for alteration or examples of problems with the identified items.
 - c. Identify all other items within any Article of the By-Laws affected by an alteration to the identified item (regardless of scope).
 - d. Find multiple alternative solutions or updates to the affected item for consideration by the BOG. Document these alternatives with pros and cons for each.
 - e. The Committee does *not* make recommendations on which solution to take; rather it identifies problem areas and provides reasonable alternatives.
5. The Committee provides the BOG with the written list of all problem areas and putative solutions. These putative solutions should be provided in language as precise and accurate as possible, and include the necessary alterations to other affected Articles.
6. The BOG deliberates on the output of the Committee. It will:
 - a. Review the all items recommended for updating.
 - b. Determine which to act upon, and decide which solution to use.
 - c. It may use a solution provided by the Committee, or any other solution.
 - d. Determine appropriate language to implement the new laws, as well as update the language in any other affected By-Law.
 - e. Complete a draft version of the revised By-Laws.
7. The Committee will then take up the draft version of the revised By-Laws output by the BOG and perform a final review, looking for editing mistakes or overlooked ramifications of the changes in any Article of the By-Laws, to ensure clarity and consistency. Those members of the Committee who are not members of the BOG should place special emphasis on determining whether the intention of the By-Laws are clear to those outside the BOG deliberative process. Any edits required should be highlighted, and returned to the BOG; if any ramification is significant, this effectively returns the process to step 5 above.
8. The BOG performs a vote for final approval of the revised By-Laws. As per the Articles of Incorporation, the BOG vote is the means to approve a By-Laws revision. The BOG, at its sole discretion, may choose to present the final version of the By-Laws (after a

preliminary vote of approval by the BOG) for a vote by the Full Membership before making the final BOG vote to officially enact the revised By-Laws.

9. The new By-Laws will be made available on the CAP website and communicated to members via newsletter and announcement at the next General Meeting.