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Suggested by: K. Helga Kiaian

### **Investment Committee**

Homenetmen Glendale Ararat ("Ararat") Executive Board within the first month of operation, appoints Investment Committee 5, 7, 9 or 11 members.

Any decision made by the Investment Committee, including but not limited to funds allocation and changing financial institutions, must be approved by a 2/3 majority vote of the Investment Committee.

Approved decisions of the Investment Committee must also be approved by a 2/3 majority vote of the Executive Board.

Members:

- Current Treasurer - Liaison
- Investment/Financial Advisor (one or more)
- Individual with Finance/Accounting background and familiar with the Ararat by-laws and structure (one or more)
- Executive Director

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Suggested by: K. Roubina Manouchehri

### **Term limits for Executive Board members**

Արարատի Վարչութեան որեւէ անդամ կարող է ընտրուել չորս յաջորդական շրջանների համար, ապա մէկ շրջան դադարից յետոյ միայն, կարող է վերընտրուել նոյն հերթականութեամբ:

A member of Ararat Executive Board may be elected to four consecutive terms in office, after which they may be reelected to the same body after not serving for one term in that capacity. The same term limits will apply upon reelection.

**Original Bylaws Articles 15.1-4:****15 - HONORARY MEMBER**

Article 15.1- Honorary membership may be conferred upon any eligible member by the favorable vote of at least two-thirds of the Ararat Executive Board members.

Note A - Honorary members shall be exempt from all membership dues.

Article 15.2 - To be eligible for Honorary Membership, a member's volunteer activities and significant contributions shall be consistent with the mission of Homenetmen, shall have a long-lasting, active, and impactful involvement in Homenetmen Glendale Ararat.

Article 15.3 - The Honorary Members awards are not necessarily given each year, but more than one such honor may be awarded in any given year.

Article 15.4 - Ararat Executive Board (AEB) appoints a Nominating Committee, comprised of a diverse group of members with a balanced consideration of their age, gender, membership years and leadership experience. This committee will:

- Elect a chairman and a secretary
- Review the nomination and selection criteria
- Nominate a minimum of three members to Ararat Executive Board
- Advise the Ararat Executive Board on candidates and the selection criteria.
- Maintain the list of candidates for future consideration

## **Recommended New Revision Bylaws Articles 15.1-4**

### **15 - HONORABLE MEMBER**

Article 15.1- The Honorable Member title will be conferred upon any eligible member of Homenetmen Ararat by the majority vote of at least two-thirds (2/3) of the Ararat Executive Board (AEB) members only.

Notes: Those receiving the Honorable Member title shall become life members and shall be exempt from all membership dues. Honorable members may be recognized in the local media; their titles may be conferred at an appropriate annual Ararat event and their brief biography published on the Ararat website.

Article 15.2 - To be eligible for the title of Honorable Member the member's volunteer activities and significant contributions shall be consistent with the mission of Homenetmen. The member's service history with Homenetmen Ararat shall meet at least the following criteria:

- A long-lasting, active, consistent, and comprehensive service.
- A significant, positive and impactful involvement in a specific activity, program, project or leadership position.
- Longevity of membership shall be considered, with a minimum of 25 years of membership as a guideline but not an absolute requirement.

Article 15.3 - The Honorable Member title awards are not necessarily given each year, but more than one such honor may be awarded in any given year.

Article 15.4 - Ararat Executive Board appoints an Honorable Member Nominating Committee (HMNC), composed of a minimum of three (3) members with diverse backgrounds and consideration for a balance in age, gender, years of membership and leadership experience. The AEB may assign one board member as liaison to this committee.

Notes: To avoid potential conflict of interest, it is preferred that the AEB does not appoint members to the Nominating Committee who may be potentially eligible to receive the title of the Honorable Member during their service on the committee. Also, as a guideline, past recipients of the Honorable Member title may be considered as highly suitable candidates for the committee.

Upon appointment, the Nominating Committee shall:

- Elect a chairperson and a secretary.
- Review the nomination and selection criteria.
- Nominate a minimum of three (3) members and present them to the Ararat Executive Board.
- Advise the Ararat Executive Board in writing on nominees' contributions and qualifications in accordance with the selection criteria.
- Maintain the list of candidates who are not selected by the AEB for future consideration .

**The following suggestions were received, but the committee decided not to include them for the reasons explained below.**

Suggested by: Y. Arbi Mardirossian

To have something in the bylaws that restricts a member from being elected or appointed to AEB or DEC if they have been suspended from Homenetmen activities for more than 6 months, by either the chapter or regional. The restriction time period should be 2 years after the suspension time ends.

(Open to suggestions on how to clean this up)

### **Committee Conclusion**

The Committee has concluded that this suggestion conflicts with the Homenetmen General Bylaws, specifically Article 482 "141".

### **Reasoning**

A suspension is a disciplinary action with a defined duration that reflects the severity of the wrongdoing. Once a suspension is completed, it is considered "time served," and the member's rights are restored as outlined in our general bylaws. Implementing an additional restriction period, as suggested, would imply that the initial punishment was insufficient and would effectively extend the disciplinary period beyond what is stipulated.

**Homenetmen General Bylaws Article 482 "141" only states that a suspended member cannot run for or be elected to office.**

### **Relevant Bylaw Excerpt**

Please refer to Article 482 "141" of the Bylaws, which states:

"Members who refuse to obey the bylaws, disobey Boards' instructions, illegally criticize, and produce petitions are suspended by appropriate Boards or meetings."

#### **Note:**

- a) A suspended member is temporarily considered to be a non-member, hence will not participate in general meetings or be a member of committees or Executive Board.
- b) Suspensions will not exceed one year in duration.
- c) At the conclusion of a suspension period, the member regains all membership rights and privileges.

Ultimately, while bylaws define eligibility, being elected to any position requires a majority vote from the members; the members will make their collective voice heard through the ballot.

Suggested by: Y. Abkar Kalantarians

Please provide some clarity regarding the role of the division representatives, specifically :

\* Are they obligated to vote for their divisions' proposals? Under the current reading of the bylaws, they are required to present but nothing regarding their support is specified.

\* Are they allowed to modify their divisions' proposals? Under the current bylaws, the proposal comes from the divisions' meeting and only that body can modify it and since that meeting is already adjourned then the representatives do NOT have the authority to change it. Basically no "Barepokhoom".

Section 3.1 and 3.2 state that AEB can propose the formation of a new division to ARM, either 1) on its own, or 2) by the support of the  $\frac{1}{3}$  of the representatives. (on a side note, since the bylaws does not specify whether these are representatives from previous year's Division Meeting, or the current ones, then representative is defined by whoever is a representative at the time  $\frac{1}{3}$  of them propose a division to AEB).

I propose to add SPC as either the 3rd option, to have the right to propose the formation of the new division to AEB, or to be able to propose new divisions to ARM outright. The logic here is that SPC's whole purpose is to study and promote a structure and culture which aligns with Ararat's growth and long-term objectives. Our divisions are the main vehicles to drive this growth. Since SPC was intended to view and assess the big picture, bottlenecking the required changes under AEB defeats its purpose.

## Role of Division Representatives

Regarding first question:

**Are they obligated to vote for their divisions' proposals?** The committee believes, consistent with our bylaws, that representatives are not mandated to vote a certain way. Instead, their role is to first understand the rationale behind issues from their electing body. During the representatives' meeting, they are expected to engage with different perspectives, deepen their understanding, and then make an informed vote. The very nature of such meetings is to foster listening, discovery, and the exchange of ideas that can influence a vote. Members do not simply ratify issues; they collaborate to make decisions.

Regarding second question:

**Are they allowed to modify their divisions' proposals?** This depends on the nature of the proposal:

**If a proposal is a bylaw article, representatives cannot make changes.** Our bylaws mandate that all members must have the opportunity to consider the final article, which is rigorously composed by our Bylaws Committee, undergoes thorough study, and is discussed in public forums.

**For any other type of proposal, representatives can make modifications.** Similar to how their vote is not mandated, members who elected them are generally aware of their representatives' views. Representatives, in turn, are aware of their division members' views. At the representatives' meeting, they gain a further understanding of other divisions' and representatives' views, enabling them to make an informed decision, which may include modifications to non-bylaw proposals.

Therefore, representatives are not obligated to vote in a predetermined way. Their authority to modify proposals is limited: they cannot alter bylaw articles, but they can modify other types of proposals based on their informed decision-making process at the representatives' meeting.

## **Review of SPC Proposal**

It is proposed a change to the bylaws concerning the formation of new divisions:

The understanding of the current Bylaw **Sections 3.1 and 3.2** is correct: the AEB can propose the formation of a new division to the ARM either (1) on its own or (2) with the support of one-third of the representatives. (As a side note, since the bylaws don't specify whether these are representatives from the previous year's Division Meeting, or the current ones, "representative" is defined as whoever holds that status at the time one-third of them propose a division to the AEB).

The suggestion is: "To add SPC as either the 3rd option, to have the right to propose the formation of the new division to AEB, or to be able to propose new divisions to ARM outright. The logic here is that SPC's whole purpose is to study and promote a structure and culture which aligns with Ararat's growth and long-term objectives. Our divisions are the main vehicles to drive this growth. Since SPC was intended to view and assess the big picture, bottlenecking the required changes under AEB defeats its purpose."

### **The Bylaws Committee has reviewed this suggestion and concluded the following:**

The nature of our standing committees—including Bylaws, SPC, Audit, and Archives—is **advisory and service-oriented**. These committees don't act as representatives of the membership and possess no executive authority. Consequently, they **offer recommendations and are tasked with persuading leadership to adopt their proposed courses of action, through collaboration, research, idea collection, comparison to our goals, and adherence to the bylaws.**

The suggestion is **correct in its core principle**; however, it needs a little bit of more work that is to persuade either the AEB or one-third of the representatives that the formation of a specific division is needed. Once persuaded, it then becomes an agenda item at the Representative Meeting, where a two-thirds vote can approve the establishment of a new Division.