26 August 2016

Joe Perryman, Chair
WBCCI Standing Committee for Constitution and Bylaws
9101 Steilacoom Rd SE #155
Olympia, WA 98513

Dear Joe,

Your comment about needing to protect member rights from the SNU Bylaws intrigued me. It was loaded with nuance that could make for interesting discussion but a key concept is that a club's agents and officers protect member rights by adhering to, following, and enforcing the club's governance documents. These documents include the club's constitution, bylaws, and policies as well as agreements, judgments, laws, and regulations pertinent to the organization. They constitute an agreement between the member and the club and rights are protected by adhering to that agreement. As with any agreement between people it needs to be written down and properly managed and available to all in order to reduce misunderstandings and inappropriate expectations. This is why, for example, your edict deciding that what is suitable to the IRS for disclosure and submission of documents isn't good enough for the WBCCI and your referral to an agreement between the IRS and the WBCCI that WBCCI has not been able to produce are problematic.

The charge to your committee in regards to unit bylaws is limited in scope and authority to a review of the agreement between a unit and the WBCCI. Member rights that you mention are not a part of that scope or within the authority of the WBCCI and therefore the undertaking is, in itself, an abuse of member rights.

The member right most visible in this encroachment is that of association. While all unit members are WBCCI members, WBCCI members are not necessarily unit members. It is improper and inappropriate for non-members to involve themselves in the internal operations of a club such as to impose or influence their non-member views on a club's governance documents. You don't tell the GSA, the ARRL, or other club what to do, how to do it, or how to word their governance documents unless you are a member of that club or the club has chosen to make some explicit agreement with you. The right of association is why others joined that club and you didn't.

In the WBCCI units are their own organizations and WBCCI members have the right which, if any, subordinate organization of the WBCCI they desire to call their home unit. That choice is a right of a WBCCI member to choose their associations. When a person signs up as a member of a unit they can then participate in the decision making process about what that unit does, how it operates, and the agreements it makes. That is not only a right of membership, it is a privilege and a responsibility.

Another member right that needs protection is that of due process. For the WBCCI to take ten years to handle a simple contract verification, especially when management tools for the task were provided, is testimony to something being awry in the matter of process. Smithson's motion is a case book example of an attempt to do an end run around due process.

Another member right is what Ohio calls the right to expect the club officers and agents to perform as a prudent person might expect. This is often labeled as the due diligence duty of directors (i.e. WBCCI

Trustees). What this means is that members have the right to expect that important documents are not lost or misfiled, that committees will not just drop and restart ongoing business forgetting what has been done in the past, and that club business is done competently and properly.

The protection of rights as you mentioned is an important WBCCI concern but not so much for the SNU. The WBCCI is an Ohio nonprofit corporation the IRS has granted tax exempt status. The SNU is an informal association of WBCCI members that has chosen to affiliate with the WBCCI as a subordinate organization. The SNU is responsible to its members by its members in honoring its member rights. The SNU can continue doing what it does with or without the WBCCI. SNU members can sign up with another unit or as MAL's as they choose if the SNU affiliation with the WBCCI dissolves or they think the SNU is abusing their rights. For the WBCCI it is a different matter. It is membership and participation declines that get the most attention but it is the regulatory compliance, governance, and management that put it at most risk in maintaining its status as a tax exempt corporation.

Tom was the only member of the IBT to respond to my message about his motion. He skipped my queries about his claims but instead asked why the WBCCI tax exempt worries were misplaced and why I considered the SNU exemplary of a possible solution. I had provided references that should have been sufficient but it seems that the implications of failing to adhere to governance documents are not understood and neither are the IRS tax exempt status concerns.

The member directory shows that many units are not able to fill the functional positions defined in their bylaws. That means those units are not in compliance with proper governance defined by those bylaws. In addition, the WBCCI asserts annually that the activities and purposes of these units are in accord with its IRS agreements even if there isn't anyone to accomplish them as its models describe. That is likely one reason why the WBCCI got into trouble with IRS in the past (but I can't tell for sure because the WBCCI only uses that judgment as a cudgel and cannot or will not produce it for inspection).

Up there in importance with the tax exempt status is the Ohio corporate status. When Tom's motion hit paper it should have immediately been referred to Grievance and Ethics. By sweeping it under the rug and trying to pretend it never happened, each member of the IBT became complicit in its violations of WBCCI governance. If a member wanted to pursue his rights against libel for example, a lawyer would be able to make the case that the benefits of corporate liability do not apply and the Trustees should be held personally liable because of their inaction in enforcing proper governance. The lawyer would have plenty of other material to make this case as well because of other 'member rights' violations and management issues that are well documented in correspondence on file.

The WBCCI has been feeding the I'net trolls for years with this behavior. The discontent provides an opportunity for leaders to pontificate with platitudes and say pretty things. It has even stimulated a committee to come up with suggestions for solutions in a long range plan. The problem is that there is no evidence of the prerequisites for change to improve management and governance. What to do? Folks I have encountered who are knowledgeable and experienced, some with deep WBCCI experience, tell me to let it be and that you can't fight city hall. It just isn't worth the hassle they say.

Yes, I can see what they are talking about in the history of WBCCI response to the SNU actually implementing many of the ideas in that committee report, actually addressing WBCCI IRS requirements

issues, and showing what can be done by expressing a coherent identity as expressed by Wally Byam. It isn't pretty.

But what do I do? I see the WBCCI behavior as a small society sample illustrating a cancer on society at large. That cancer hurts me. For the WBCCI it is a tragedy to watch what is happening to the club that has been in my life since childhood. For society at large it threatens my health and comfort and security. Yes, maybe I can just let the WBCCI be and watch in dismay. I do have a responsibility as a member and as a citizen, though, and maybe I can approach that by forming my thoughts as in this letter and sharing with others who are interested or worried or just trying to figure things out. Perhaps I can stimulate some thought about the lesson in Luke 6:41, the parable of the mote and beam.

and not give up hope for improvements sometime and somehow.

Sincerely

Bryan Leipper
WBCCI #772

cc. WBCCI President Richard Girard