

Referendum Rationale

At the request of the Board of Directors, the Legal Advisory and Governance Committee reviewed the original language of the [Petition](#) and deemed it in need of clarification. For example:

1. The proposal referred to extending the terms of “one or various” members of the Board but didn’t specify how they would be identified or by whom.
2. The proposal referred to extending terms for “one or two years.” It did not indicate how long the terms would be extended for or who would make the decision.
3. The proposal stated that the extensions would be triggered in case of “exceptional [circumstance] and/or an emergency” and an “irregular and/or emergency situation to the detriment of the rights and benefits of all retired personnel”. The two standards are different, undefined and could cause confusion. The proposal also did not specify who or by what criteria would an emergency or exceptional circumstance be determined to trigger the measure.
4. The proposal did not include a limit on how often or how many such referenda could be held in a year.
5. The proposed language was inconsistent with the Association’s electoral processes stipulated in the Bylaws. As written, the proposed amendment could have made elections unnecessary by allowing Board members to remain on the Board indefinitely, depriving Association members of the safeguards of an election process.

Given the importance of abiding by Association norms as well as relevant laws governing D.C. non-profit organizations, the Board then consulted the attorney who was involved in the drafting of the Association By-Laws. The attorney advised that it is incumbent on the Board to ensure that any resolution distributed to the membership for approval by referendum is clear, easily understood, and implementable. Consequently, the Board was required to redraft the resolution before it was sent out for a vote.

The proposed text was rewritten to address these issues while allowing for the possibility for one or more Board members to run for reelection beyond the established term limits in exceptional or emergency circumstances. It also specifies

that it is the Board that would determine exceptional or emergency circumstances; the Board is charged with making decisions in a manner consistent with its fiduciary duties, including avoiding conflicts and putting the interests of the Association first. Furthermore, it is best placed to act quickly in an emergency or exceptional circumstances.