

Hear ye! Hear ye!

Proposed Changes to the Organizational Documents of FOI

Let's talk about the Flixible Owners International (FOI) organization from a governance perspective for a few minutes and I do ask for your patience as I dive into some specifics here – *thanks*. The FOI Constitution and Bylaws were created many years ago by individuals with one goal in mind – bring together like-minded Flixible bus fans. The original governing document is below (labeled 'original'), and it has served the organization well for many years. Times change and circumstances have arisen in which these organizational guard rails, although well intentioned when adopted, have become too restrictive for the Board and officers to continue to drive the organization forward. For example, the COVID pandemic resulted in canceling the 2020 Loudonville Rally. There is technically no ability for FOI to change the biennial rally and business meeting per the governing documents. The Board and officers are to be elected at the biennial Rally and when that didn't happen in 2020, being postponed to 2021, they did what they felt was in the best interest of the organization and did what they needed to do. You will also notice that starting in 1994 several "General Rules and Procedures" have been adopted by the organization without any real structure to incorporating these well-intentioned changes into the governing document. More importantly, the additions included in the General Rules and Procedures have not been memorialized in the functions of the organization. For example, "dues for Charter Members who no longer own a Flixible coach will be one half of regular fee" – the current officers and Board members do not have a list of the Charter Members of the organization, nor is there an active list of who owns what make/model of coach. Tracking this type of specific information is well beyond the capacity of such a small not-for-profit organization such as ours and our volunteers. Additionally in 2008 it was adopted that the President, Treasurer, and Immediate Past President shall be signatories on the FOI checking account. Seems logical to make this stipulation however the current banking system we utilize only allows for two, not three, signatories on a checking account. I suspect you see where I am going with this; the FOI organizational documents are in need of a refresh, if you will. Thus, the FOI Officers and Board members have dove into this over the past several months. We've had several conversations about aspects of the Bylaws and Constitution that hold value and identified areas that have been lacking.

One area that we've highlighted as an opportunity to allow the FOI to be a more nimble and responsive organization to its members is to restructure the oversight and governance. Specifically, FOI like many small groups such as ours, tend to struggle with succession planning – essentially who is willing to step up and lead the group, become *THE* President and also fill the roles of the other officers. This can be a daunting task especially when done to the letter of the Bylaws, etc. In response to this, we believe that a transition to a governing Board with a more shared responsibility structure and appointed positions on the Board will serve us better. Basically, this means that instead of having elected Officers (President, Vice-Pres, Treasurer, Secretary) and a separate list of Board members (of whom currently their roles and responsibilities are absent in our current governing documents), FOI oversight would become the collective

responsibility of a Board of elected members. One of whom would be Chair and others would fill positions needed for the organization to remain sustainable in its mission. We believe this will make it less daunting for active members to raise their hand and volunteer to serve on the leadership team. Board members would be appointed to be a Treasurer, a Rally Captain, a Newsletter Editor, a Social Media Coordinator, and a Webmaster Liaison. The Board could be as few as 8 individuals or as many as 11 depending on the interest in serving by the membership.

Along with changes in the governance, we propose adapting governance that allows the organization to ebb and flow as the times dictate. For example, if a Board member becomes unable to fulfill their role, we can hold a new election in person or electronically. If there is a vacant Board position and a member of the organization would like to become involved, rather than having to wait until the next rally and formal business meeting, we have a method to petition for an interim election to fill a vacant Board seat. We don't want to stifle interest in participation in the group – we welcome all volunteers, as long as you are a Flixible fan, right? HA!

We are also proposing a formal structure to recognize our Honorary Members, spell out guidelines for rally planning and accountability, establish formality for newsletter distribution, social media oversight and website maintenance. This may seem like a lot and while it is significant in the big picture of FOI, the documents we propose are quite simple and straight forward. I encourage each of you to take 15 minutes to review what we suggest may be a path forward for FOI (this is the document labeled PROPOSED below). A path for us to be compliant with what we are currently doing and to make it feasible for us to stay on our trajectory for many years to come.

Lastly, you may notice that according to the original documents, the method to adopt changes is quite onerous. The Board and officers have discussed this on several occasions and while we understand and appreciate the levity of any change to an organization's governance should not be taken lightly, it also needs to be practical. We do not believe the current requirement for making Constitution and Bylaws changes is reasonable nor advised as we are currently governing outside of these documents. This stipulates changes are to be offered before the membership at a rally and then re-read at a second rally, before being voted on. Essentially, any change requires a 2-year waiting period before vote. As mentioned earlier, the original governance was created in a time well before the internet age and ability to connect virtually. Therefore, the FOI officers and Board intend to present the following revised Constitution and Bylaws before the membership in attendance at this year's Centennial Summit for discussion and vote. Prior to the meeting, we welcome comments and input from you – the members of FOI. Please help us help the FOI become a more representative organization as we cross the centennial threshold since the first Flixible bus was built. To help all of us stay in better communication about these proposed changes, I'd welcome folks to email your comments about what we are proposing to the officers and Board at FlixibleOwnersInternational@gmail.com

I'd be remiss if I didn't acknowledge the concern of the devil's advocates out there – especially as I personally tend to migrate in that direction when an organization delves into changes such as these. As the immediate past-president of the Ohio State Medical Association as well as having served on the governing Boards of several other organizations, including the American College of Surgeons, I've witnessed the back-and-forth parlay of discussions about Constitution and Bylaws adaptations. While each organization's needs, future plans, and governance are different – what is similar in each is that the principal behind changes like these is ethically correct. None of the FOI officers or Board members are being paid to do any of this. Our time is donated, our foundational commitment to make the organization better today than it was yesterday not wavering, and we are fiduciaries in the earnest holding the best interest of all of us as fellow Fixible bus owners and enthusiasts at the forefront of these challenging discussions. I ask that you keep that in mind as you review the proposed – *thanks*.

As I said, this is a lot to digest but your officers and Board, like you, are dedicated to seeing the FOI continue as the premiere organization representing the interested of fellow Fixible bus owners and enthusiasts. Please take a few minutes, read through the pages below and let us know your thoughts – FixibleOwnersInternational@gmail.com