

Executive Summary of Constitutional Committee Work and LCS Board-Approved Recommended Amendments

History: As required by the Mexican government, the not-for-profit Lake Chapala Society was formally registered as an “Asociación Civil” on December 5, 1979, and adopted its registered bylaws. These bylaws have been amended over the years to reflect changes in LCS structure and in Mexican legal requirements. Recent amendments were adopted in December 2010, March 2015 and January 2022.

In early May 2024, Board Development Director Hunter Johnson led the formation of an Ad Hoc Constitutional Committee to evaluate the current status of the LCS Constitution (Bylaws) in light of recent controversies surrounding governance issues. The committee was charged with identifying potential changes that would improve the governance of LCS, eliminate conflicting provisions, improve fiscal controls, and ensure conformance with Mexican Laws.

The Committee is composed of Chair Hunter Johnson; LCS President Yolanda Martinez; Acting Executive Director/Immediate Past President Steve Balfour; Board Members Mike Platt (Secretary) and George Radford; and LCS member Nancy DeSouza.

The committee met in person and by email to identify issues with the current bylaws and make recommendations for amendments to the full LCS Board of Directors. The Board received and discussed the first draft of those amendments in closed session at the June 24, 2024 Board meeting. The draft was returned to the committee with recommendations for additional changes.

After integrating the Board’s input, George Radford, Mike Platt, Steve Balfour, and Nancy DeSouza met with Notario 2 Luis Enrique Ramos Bustillos and his associate Maria Lopez for their review of the proposed amendments and compliance with the requirements of Mexican law.

Their recommendations were incorporated into the draft amendments and were presented to the LCS Board on July 18, first in closed session and then in open session, where they unanimously voted to approve and post the amendments for comment by the LCS membership.

The amendments are written to:

- Ensure compliance Mexican Law.
- Use clear language to avoid differing interpretations of the bylaws.
- Eliminate conflicting provisions regarding elections and terms of office and providing for any future delay of an Annual General Meeting.
- Ensure continuity of leadership in the event of a temporary or permanent absence of the President or other officers of the Board and clarify the proper transfer of office.
- Grant the Executive Director greater control over the hiring and dismissing of non-director-level positions.
- Establish clearer authority of the Board to evaluate the Executive Director’s performance, providing documentation and supervision if needed.

- Establish guidelines for members requesting to speak at Board meetings and to give the Board discretion to allow speakers extra time and/or to speak on additional topics, ask follow-up questions, and invite additional speakers from whom the Board would like information.
- Explain that Mexican law provides protections to LCS volunteers working within the guidelines for their positions and within the scope of the law are not subject to individual lawsuits or awards of damages against their personal assets.

Further recommendations that do not amend the bylaws:

- Reset the calendar on the term of office for the President elected at this Extraordinary meeting to end at the March 2025 Annual General Meeting, ensuring that the next election is to a full two-year term.
- By the November 2024 Board meeting, the Board is to establish a new Bylaws Committee to review the LCS bylaws in their totality without time constraints, and be charged with recommending any additional bylaw amendments to ensure good governance, transparency and legal sufficiency.