

Bylaws Review Committee Report  
Fall 2016

The Committee thanks the Board of Directors for their action accepting the proposal of changes to Article 4 this spring.

As reported at the spring meeting, there are issues which need to be discussed at the Board level prior. These are substantial issues on which the committee could not agree. There are valid arguments to be made on each side of these issues. The Committee would like the Board to advise on the following issues:

**Article III Membership**

**For Board discussion**

Replace Section 2 with the following:

**'AIS Membership types and classes shall be determined by the AIS Board of Directors and published in the AIS Bulletin and on the AIS website as soon as possible.'**

The committee questions the need for membership to be defined in the bylaws. Can they be published in the bulletin and cited in the bylaws? This question was passed to AIS legal counsel, who stated that "So long as membership remains open to the public, changing membership categories or removing their definitions from the bylaws will have no impact on our tax status. "

**Article V Board of Directors**

**Recommended**

Wording changes for electronic communications

Section 3, (j) Allow the President to request additional candidates to fill vacant positions.

Section 5 – rewording the appointment of RVPs

**For Board discussion**

Section 3, (b) change to the composition of the RVP board membership. Proposed wording is highlighted. There is strong feeling in the group that the RVP rep should serve for 2 years for continuity and therefore be elected from the pool of first and second year RVPs.

Section 3 (d) – proposed term limits. Should Directorship be limited to a specific number of total terms? Should Committee Chairs also be limited?

Section 3 (h) - voting status of salaried positions. See also Article VII Section 9. Proposed wording allows voting by Board members who also hold salaried positions, once recused from issues affecting their paid position.

Section 4. – (a) Nominating committee to serve for 3 years instead of 1 year.

## **Article VI Committees**

### **For Board discussion**

Although there was discussion online about defining the authority of committees, we feel that this should be addressed in the definition of the committee rather than the bylaws. Normally a committee has a stated purpose, outcome and perhaps a budget. The committee is limited to that purpose and budget.

If a committee is spending money on a project, then the Board needs to approve that expenditure, unless the item has previously been approved by the AIS Board in the budget for that committee. A brief report of committee work is what should be presented at the AIS Board meeting. Most committee reports are too lengthy, so the Board is always acting as a committee of the whole. The Board should trust the committees to do the work; if that is not happening, change the committee make-up.

## **Article X Amendments**

### **Recommended**

Wording changes for electronic communications. This is hoped to improve the amendment process without removing the safeguards built into the bylaw process.

Respectfully submitted,

Bylaws Review Committee

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