

REPORT

To: ILRAA BOARD OF DIRECTORS

Date: June 12, 2017

From: Affinity Group Committee: Susan Panepento, Jacqueline Brady, Dean Burrell, Ames Collins, Tonya Hallett, Robert Landau, Mary Zitwer Millman, Suzette Simon Rubinstein, Marty Schmelkin and Rob Whitman.

Re: Proposed By-Law Revisions

At the January 9, 2017 meeting of the ILRAA Board of Directors, the By-law Revision Committee was asked to review the ILRAA By-laws and recommend any amendments to the Board of Directors. In particular the Committee was asked to review and clarify the Officer election procedures and consider the issue of term limits.

The Committee met on four dates and discussed the existing By-laws and proposed revisions. The Committee reviewed the officer election procedures in the By-laws of CALS, Human Ecology, CU Council, CAA, the Cornell Class Officers Council and a synagog. The Committee considered the issues of transparency/democracy in officer elections, the need to maintain institutional knowledge and succession on the Executive Committee, as well as the Board's past experience with Officer elections.

The attached Proposed Amendments to the By-Laws have the support of the entire Committee. The new provisions have been highlighted.¹ A summary of the changes made and the Committee's reasoning is set forth below.

1. Article V. Section 2. I. Former Officers whose terms have expired [and who have not been re-elected] can serve on the Board of Directors for one year as non-voting members.

Purpose: To provide adequate time for the transfer of institutional knowledge and provide guidance to the Board.

2. Article VI. Section 1. There will be a First VP and Second VP, in addition to the Vice-President - Secretary and Vice-President - Treasurer.

¹ Also highlighted, but not summarized are the amendments approved at the January 9, 2017 meeting regarding Affinity Groups: Article V, Section 2. G.; Article VIII; and Article IX.

Purpose: Need to distinguish first two VPs in order to set up a succession from First VP to President. See Item 8 below.

3. **Article VI. Section 4. A.** The nominating committee will be in charge of officer elections, and will solicit nominations.

Purpose: The practice has been for the Executive Committee to generate a slate. Giving this assignment to the Nominating Committee will provide greater transparency and democracy in the process of Officer elections.

4. **Article VI. Section 4. C.** The nominating committee will offer a slate of nominated officer candidates to the Board for approval.
If a Director is nominated but not chosen by the Nominating Committee to be part of a slate, they can opt to run against the candidate proposed by the Nominating Committee.

Purpose: Although the current By-laws do not expressly provide for election of a slate of Officers, this has been the Board's practice. The proposed revision clarifies that a slate will be nominated but Officer positions can be contested and voted separately; only the uncontested positions would be elected by slate.

5. **Article VI. Section 4. D.** Election of the slate will be by majority vote of the Board. If an Officer position is contested, the contested position will be voted separately.

6. **Article VI. Section 4. E.** To be eligible to serve as an officer, an individual must have been a director for two years.

Purpose: This qualification will insure that persons running for Officer have a minimum amount of familiarity with the Board.

7. **Article VI. Section 4. F.** An individual can serve in any and all of the different Officer positions, but can't serve in any one position for more than two consecutive two-year terms.

Purpose: This term limit is intended to permit members to move from one Officer position to another – but limits the total number of terms in any one position to two.

8. **Article VI. Section 4. G.** It is understood that, if willing and able, the Nominations Committee will nominate the First VP to serve as the President. [First VP is like a President-Elect. [Otherwise regular procedures follow and the Nominating Committee will compose the slate.]

To be President, you must have served as an Officer for at least one year.

Purpose: Establishes a succession from First VP to President. This helps to insure that the President is familiar with both the Board and the Executive Committee functions prior to taking office. Same purpose for qualification that the President has one-year prior experience as an Officer.

- 9. Article VI. Section 5. Clarified that Officer vacancies are filled by nomination of the President in consultation with the Executive Committee and approval by the Board.**