

Bylaws and Articles of Incorporation

Post Office Hours Revisions

Office Hours were made available to the IUW Board of Directors on November 7, 2022, and November 16, 2022. Led by John Niederman, a director of the IUW Board who oversaw the Bylaws and Articles Task Force, and supported by IUW staff (Michael Budd, President and CEO; Tonja Stokes, VP of Organizational Development and Membership Services; Brian Lohsl, Impact and Public Policy Strategist), the Office Hours meetings provided Directors of the IUW Board with the opportunity to make suggestions for improving the Bylaws and Articles or to ask clarifying questions about the pending revisions. Beyond correcting typos, punctuation, or other functional issues, the list below reflects the substantive revisions contributed either by Directors of the Board who participated in the Office Hours sessions or through continued staff/Task Force review.

Bylaws Revisions:

- **Suspension, Termination, and Restatement of Members** (Article IV, Section 5)
 - **Aligned** the vote needed for the above actions to be consistent with Roberts Rules of Order by increasing the vote requirement from a majority to 2/3 once quorum was met.
- **Terms of Office, Directors of the Board** (Article VI, Section 2)
 - **Added** an introductory sentence that makes it explicit that the term of office is three (3) years.
- **Special Meetings of the Directors of the Board** (Article VI, Section 4)
 - **Added** language that allows a majority of the Board to call a Special Meeting (the Board Chair and a majority of the Executive Committee also have this capacity)
- **Removal of Directors due to Attendance** (Article VI, Section 9, second bullet)
 - **Revised** totality of text:
 - Attendance -> Unexcused Absence
 - Added 50% of meetings (in addition to two consecutive absences)
 - Changed "within a term" to "within a calendar year"
- **Requirements of the Treasurer of the Board** (Article VIII, Section 4)
 - **Added** a sentence that clarifies that the Treasurer should possess sound financial acumen but that such a determination of that acumen (and the criteria) will be established by the Governance Committee.
- **Indemnification** (Article XI)
 - **Revised** language for easier readability
 - **Eliminated** reference to the specific dollar amount of the Indemnification policy
- **Voting Related to Quorum** (Article V, Section 4; VI, Section 6)
 - **Revised** language to eliminate confusion or ambiguity:
 - Rather than stating that a majority of quorum is needed to pass a measure, the text now reads "... effect action" because the determination to NOT pass a measure is also a possibility.

Articles of Incorporation Revisions:

- **Membership** (Article V, Section 2)
- **Clarified** that United Ways meeting the membership qualification criteria are eligible to become members (rather than automatically being considered members)