

## Recommended Bylaws Updates



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### Item #1

#### Article IV, Section 1, Paragraph A

Numerous conflicts, questions and concerns have arisen regarding Article IV – Board of Directors, Section 1, Composition of the Board, Paragraph A., last sentence, which indicates, “The Presidents of the Chapters (or a designated officer of the chapter) are voting members of the Board.”

- This sentence appears to be in conflict with other sections of the Bylaws, including the first sentence of the same paragraph which indicates, “The Board of Directors shall be composed of nine (9) regular members...one-third of whom shall be elected annually to serve for three (3) years, or until their successors are elected.” If Chapter Presidents were considered members of the Board of Directors, the number of Directors would exceed nine.
- Section 1, Paragraph B, further states that the governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. It is the Board’s belief that allowing Chapter Presidents to be voting members is in direct conflict with this Paragraph.
- Section 2 – Election of Directors, defines the specific process by which Directors are elected, including in Paragraph D that Directors are elected at the Annual Membership meeting, provided a quorum is present, by the membership. Chapter Presidents are not elected in this manner, and therefore do not meet the requirements.

**Recommendation:** It is the Board’s belief that the last sentence of this Paragraph should be deleted. While Chapter Presidents are critically important to the Chamber, and their participation and input is encouraged at all State Board meetings, the Bylaws are clear that the Board of Directors hold fiduciary and legal responsibilities above and beyond that of Chapter Presidents. Without this responsibility or having been elected by a representative majority of the entire regular membership at the Annual Membership meeting, the Board does not believe that they can or should be voting members of the Board of Directors.

### Item #2.

#### Article IV, Section 4, Paragraph A

The Board does not believe the current language is strong enough with respect to the number of meetings a Board member can miss before being dropped. In effect, a Board member could only attend four (4) meetings a year according to the current policy and not be removed. On the other hand, the Board wants to ensure that the language adequately accounts for unique or special circumstances that may occur.

**Recommendation:** The Board proposes revising the language to say, “A. A member of the Board of Directors unable to attend a meeting shall notify the President stating the reason for his or her absence. A member of the Board of Directors who shall be absent without excuse from three (3) meetings in a calendar year, for reasons which the Board has failed to declare to be sufficient, may be subject to removal for cause by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, and shall not be eligible for reappointment or election to the Board until the next scheduled election of the Board.”