

## Summary of Proposed Major Changes to ICS Bylaws (2021)

By request of the ICS Board the Bylaws Committee has worked on the current ICS bylaws and is proposing a version that has undergone a major overhaul.

To allow a better understanding and easier reading of the revision we have summarized the main changes here.

We are also providing you with a side by side version of the old and new bylaws. You will find some Articles and/or Sections were moved to a different Article and/or Section. This was done to remove conflicting information in different Articles/Sections. Wording was also clarified so it is easily understood, which should prevent numerous interpretations of the same bylaw. There are also some sections that were removed since they were no longer applicable.

To ensure we do not have the continual questioning of our bylaws vs. Kansas law regarding corporations, we received input during the process and final approval from a Kansas attorney. This attorney is licensed in Kansas, deals with Kansas law and non-profit corporations, as well as corporate and non-profit bylaws.

Make sure you read the bylaws in their entirety and do not just look at partial wording in one section of the bylaws.

### **1. Selection of Officers by the BOD (Board of Directors)**

Other type clubs and non-profit corporations do not have the members (stockholders) elect the officers (President, Vice-President, Secretary and Treasurer). Instead, these officers are appointed by the Board of Directors. Changing to this will put us in line with other non-profit corporations and will greatly simplify our bylaws. In the past, a nominating committee was required to present nominations. There were strict and outdated timelines that had to be followed for nominations and voting. Our elections are rarely contested, and it often has been a struggle to get enough members to vote to have a valid election.

The current bylaws will actually increase the members' involvement in the process since the tribe representatives will now elect the officers. You, as members, select your tribe representative. You, as members, provide input about potential officers to your tribe representative, who will then be responsible for voting for those officers.

### **2. Tribe Representatives**

The tribe representatives will become more important than ever in the organization. They have the responsibility to convey the wishes of the majority of their tribe members.

Rather than voting on officers every other year, as has been done in the past, the membership will vote for the tribe representatives every year.

Another major change in the tribe representative section is the option to have the tribe chief or other tribe officer attend a board meeting if the tribe representative cannot attend the meeting. This ensures your tribe has a seat at the table if your tribe representative cannot attend the meeting.

### **3. Budget reviewed and approved by the BOD**

Currently, we have the membership vote on the budget. The vast majority of the members have indicated they would rather not be involved in this area. They are not familiar with the budget needs of the organization, nor do they want to be. For others, the line items mean nothing to them, and rather than ask questions of their tribe representative, they are often voting based on incorrect information they received from outside sources or other members. Members will have input on budget concerns by discussing it with their tribe representative and/or bringing the issues up at member meetings.

#### **4. Fix areas where bylaws are conflicting or unclear**

Along with changing the wording so different sections of the bylaws are not conflicting, some other changes are:

- I. Clarifying the effective date for tribe reps (and officers) to take office
- II. Updating notice periods for voting by members to be better aligned to today's society
- III. Clarifying complex and unclear procedures for amendments.

#### **5. Unforeseen Expenses remedy**

Currently, the bylaws provide no latitude for the Board to approve expenditures not in the budget. This needs to be changed to accommodate unforeseen expenses. An example of this is the large increase in our insurance premiums due to the frivolous lawsuits that were filed against the ICS. Even though ICS prevailed in all lawsuits, just using the insurance caused the premiums to jump astronomically, which is the general practice in the insurance industry. If you file a claim, your insurance tends to increase, even though you may not be at fault.

#### **6. Guidance on use of Robert's Rules**

Since there have been many conflicts over Robert's Rules of Order, the committee is recommending the board be given latitude to have meetings and not be held to rigorous interpretation of Robert's Rules procedures. Robert's Rules will be used as a guideline to run meetings as they have in the past; but the board will not spend enormous amounts of time trying to figure out if every part of Robert's Rules is followed. In the past, meetings have lagged on due to disagreements over what Robert's Rules of order section is followed and if we are interpreting it correctly.

#### **7. Indemnification**

To ensure we have our indemnification policy accurate, the Kansas attorney was very involved in this section. We needed to be certain our indemnification policy protected board members from frivolous lawsuits, as have been filed in the past. Without a good indemnification policy, it would become almost impossible to get a volunteer to serve on the board.

The bylaws committee welcomes any questions on the proposed bylaws. Below are links to the old bylaws, and to the proposed new bylaws. In addition, there is a link to a side-by-side comparison of the old and new (which may or may not be helpful as some articles numbers changed in this very major proposed revision).

[Current ICS Bylaws](#)

[Proposed ICS Bylaws](#)

[Side by Side Comparison of Current and Proposed Bylaws](#)

Bylaws Committee

Chair: Bill Case, NW

Members:

LaVerne Stroh, SC; Dave Fitzgerald, NC; Av Shiloh, NE; Monica Rehkopf, EU