

# **Bylaws Review Ad Hoc Committee Charter**

## **Eldorado Community Improvement Association, Inc.**

### **1.0 The Mission Statement**

The Mission of the Bylaws Review Committee is to:

- Solicit input from all Association Members for comments and suggestions regarding the current Bylaws for ECIA;
- To assess the existing ECIA Bylaws as they relate to Members' input along with Association challenges and opportunities;
- And if existing Bylaws are deemed to require an update, create a new amended version and shepherd it through the approval process up to the point of voting by the Association.

### **2.0 Background Statement**

The ECIA Bylaws require review every two years by a committee appointed by the Board. The purpose of the Bylaws Review Committee is to conduct that review and assess whether the current Bylaws meet existing needs by the Association.

### **3.0 Working Procedures**

The Bylaws Review Committee is a committee assigned a specific task of reviewing the Bylaws. Upon completion of the task the committee is dissolved and shall be re-appointed by the Board of Directors when time requires. The committee will likely have irregularly scheduled meetings, but all meetings, agenda postings and minutes of said meetings will be posted according to Board policy. Recordings of meetings are preserved by ECIA staff according to their procedures.

Regular Bylaws Review meetings are open to Association Members subject to seating capacity. The Bylaws Review Committee will offer open forum for Association Members to speak at committee meetings. The maximum amount of time allocated to "open forum" is twenty minutes with no more than five minutes maximum for any specific Member. These time allocations may be further restricted at the Chair's (or Chair's designee) discretion. The committee requests all phones to be powered down to minimize disruptions.

Minutes of committee meetings may be approved at the next committee meeting or by email approval by a majority of committee members. Email approval of the minutes will be confirmed at the next regular meeting. Approved minutes will be filed in the ECIA office.

### **4.0 Level and Scope of Activities**

The Bylaws Review Committee supports the ECIA Board by soliciting input from all Association Members, assessing received comments against the current Bylaws in light of current environment and report findings back to the Board. If a revision is deemed needed by the committee, the committee will draft the new version and seek necessary approval from the Board, legal counsel and Membership as appropriate.

### **5.0 Products and Reports Requirements**

The Bylaws Review Committee is responsible to:

- maintain and adhere to ECIA governing documents and Board Policies;
- communicate with Association Members as required for input and if necessary, Bylaws Forums;
- communicate and advise the ECIA Board of Directors of findings and status;
- reserve Community Center facilities as required for meetings or forums;

- if required draft a new version of the Bylaws and submit for Association approval.

## 6.0 Committee Membership and Responsibility

Committee members are expected to conduct themselves in a courteous, professional manner when communicating with Board Members, fellow Committee Members, ECIA Staff, outside contractors, Eldorado residents and other members of the public, including in electronic communications and on social media.

Committee members who violate this policy by acting in an unprofessional, inappropriate or unacceptable manner will be subject to disciplinary action including, but not limited to, censure, removal as committee officer, or removal from the committee by a majority of the Board of Directors.

- As defined by the Bylaws the committee is made of five members comprised of one representative of the Board of Directors, one representative of the Election Committee, and three members chosen from the Association Membership.
- A minimum of three committee members are required to establish a quorum for a meeting.
- Bylaws Review Committee Members are appointed by the Board. If, in the event a committee member is no longer able to serve on the committee, the Board will appoint a new member according to Bylaws' requirements.
- All Members must be in Good Standing with the Association. It is the responsibility of each member to attend regularly scheduled meetings. Notice to the Chairperson shall be given if not able to be in attendance.
- The Bylaws Review Committee will have two officers (e.g. Chairperson and Secretary) who are nominated and voted upon by committee members. Nominations and voting are to be conducted during the organizational meeting and shall be listed on the agenda. A committee officer's nomination is confirmed by a majority vote by the committee members once quorum has been established. Committee Officers are to retain their appointments until (a) they resign their position as an Officer; (b) resign their position as a Member; or (c) are replaced by a new nomination and successful vote by the committee.

## 7.0 Resources Required and Available

The Bylaws Review Committee will require staff assistance for scheduling of facilities and for communicating with Association Members via the ECIA website, marquees and eblasts. Staff will also assist in posting the agenda and approved minutes of committee meetings.

Approved:

\_\_\_\_\_  
David McDonald, Board President      Date

\_\_\_\_\_  
Butch Gorsuch, Committee Chairperson      Date