

# **BYLAW COMMITTEE REPORT**

## **to the Board of Trustees**

**March 29, 2013 Board Meeting**

**The committee has completed work on Articles VII and VIII**, which will be presented to the board after final review by counsel and approval at the April bylaw committee meeting. The committee anticipates no change in Articles IX, the Corporate Seal.

**The committee is developing a statement of fiduciary responsibility** to address the issues of member oversight of major financial decisions. Counsel is scheduled to work with the committee this month.

**Article XI may disappear** as the committee reviews placement of “miscellaneous” items in appropriate Articles. It is apparent that the miscellaneous items have been added independently when they, in fact, relate directly to content of other articles.

Roxie Melton reported discussion by the policy committee and assignment of duties to the manager.

### **The committee recommends:**

The bylaw committee recommends no delegation of “duties” or “responsibilities” by officers or members of the board but rather delegation of tasks and assignments. The committee strongly believes that the board members designated with responsibility in the bylaws and through accepted practice must maintain the authority invested in them by the members and be held accountable for their assigned duties and responsibilities. They may assign tasks or projects, but maintain responsibility for their completion and results.

### **Currently under review by the committee:**

The committee is preparing to address new bylaw provisions in April and May that have been discussed by the committee and membership over time.

Submitted by:

Arleen Boyd, Chairman

March 29, 2013