

Proposed Bylaws Changes and Rationale

The upcoming 2021 election will have two proposed bylaw changes.

1st Proposed Bylaw Change

Article VII, Section 1: The CAS will consist of not more than one graduate member selected by each graduated class. The President of the CAS will be an ex-officio member of the board, ***without vote***. The Board is deleting “without vote”

(An “approve” vote would delete the words “without vote” and enable the CAS president to vote on Board Motions. A “disapprove” vote would leave the words “without vote” in and maintains the current situation in which the CAS President is not able to vote on Motions.

Rationale: The 1st proposed change is to allow the Class Advisory Senate President to vote on motions. When the CAS President is attending an AOG Board Meeting, they are referred as a Director. Roberts Rules notes that these ex-officio members have the same rights as other Board Members; however, the AOG Bylaws that were created about 10 years ago did not give the CAS President the right to vote. As the head of the CAS it is important to us that the President be able to vote on matters that affect the graduate community.

2nd Proposed Bylaw Change

Article XII, Section 1 The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose ***and approve*** amendments to the Bylaws and/or Articles of Incorporation. ***All amendments must be approved by a two-thirds majority of the entire Board. Bylaws changes are effective immediately upon approval, unless otherwise specified.***

The Board is adding “and approve” as well as last sentence “All amendments must be approved by a two-thirds majority of the entire Board. Bylaw changes are effective immediately upon approval, unless otherwise specified.”

(An “approve” vote would add the above wording and empower the Board to make Bylaws changes. This additional method of making Bylaws changes does not negate the ability for members to bring Bylaws changes to a vote of the membership. A “disapprove” vote would leave the section as is: “The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose amendments to the Bylaws and/or Articles of Incorporation.”

Rationale: Currently, The AOG board has one method of making Bylaws changes and that is a vote of the entire membership. A 25% quorum is required. We historically present proposed changes every two years when new directors are selected because it is our best strategy for achieving a 25% quorum. (Some non-profits require 10-15%. West Point requires 500 votes.) Attempting to adapt the AOG to member needs once every two years is slow and when we don’t achieve a quorum, ineffective. So, the Board is proposing to add another method of making Bylaws changes. This is to allow a 2/3 majority of the entire Board to approve Bylaws changes. This also means members can bring proposed Bylaws changes directly to the Board for our vote. Adaptability is important for any organization. So are checks-

and-balances. Members can still control bringing Bylaws change to the entire membership for a vote as this section remains intact in our Bylaws:

Section 2: Membership Proposed: A member may also submit proposed amendments for a vote of the membership by obtaining the signatures of members representing at least five percent of all voting members.

So, this amendment creates adaptability while retaining membership control.