

BYLAWS COMMITTEE CHARTER

Purpose

The Bylaws Committee (Committee) is a standing committee whose purpose is to assist International Council (IC) in:

- Maintenance and accuracy of Gamma Phi Beta Sorority's governing documents.
- Assist IC with the presentation of amendments to the Articles of Incorporation and the Bylaws at Convention.

Objectives and Responsibilities

- Conduct a review of the Articles of Incorporation and Bylaws one year prior to Convention and make recommendations to IC for changes.
- As appropriate, make recommendations to IC about changes to rules and procedures, particularly those resulting from Bylaw changes.
- Work with IC to review submitted proposed Bylaw amendments immediately after the October 15 deadline.
- Work with the chief legal officer six months prior to Convention to prepare the proposed amendments to the Bylaws and Article of Incorporation to meet the four-month distribution deadline prior to Convention. The work of the Committee should be completed five months prior to Convention to allow for a proposed amendment review by an attorney familiar with the Sorority's governing documents.
- Prepare the content of the Bylaws forum presentation, which will be completed by the Bylaws chairwoman.
- Answer Bylaws questions during the Bylaws forum and during proposed amendment voting during Convention.
- Review and proof the Bylaws and Articles of Incorporation two months after Convention, prior to distribution to chapters.
- Serve as a resource for members with questions concerning the governing documents.
- Serve as a resource for Sorority publications regarding governing documents, as needed.
- Serve as a resource for IC on Bylaw related issues.
- Perform other duties and responsibilities that may be assigned.

Committee Composition

The Committee shall consist of:

- Bylaws chairwoman who shall serve as chairwoman of the Committee
- Parliamentarian
- International President
- One member of IC who is appointed by IC
- One volunteer appointed by IC
- Executive director

- Chief legal officer

The volunteer member is appointed for a two-year term and may serve no more than three consecutive terms.

All volunteer appointments to the Committee shall be made in accordance with the Sorority's process for volunteer leader appointments. All volunteers of the Committee shall be appointed by IC considering the recommendations of the Committee chairwoman and/or Governance and Personnel Committee (GPC).

International Council and committee chairs will work in partnership to address any Committee member's failure to meet expectations, with IC having the authority to remove a Committee member.

Operations

- The Committee shall meet virtually at least twice between October 15 of even numbered years and the deadline for distribution of proposed Bylaw amendments.
- The Committee may communicate between meetings via email communication. The Committee may hold virtual informal working sessions with some or all its members as necessary for any of the purposes listed above.
- The chairwoman shall preside over the meetings of the Committee.
- Meetings shall occur via conference or video call. When deemed appropriate by IC, the Committee may meet in person.
- The Committee will report to IC on the activities of the Committee as often as it deems necessary to carry out its objectives and responsibilities, but in any event not less than four times per year. The Committee also may work with the Facilities Management Company Board of Managers and the Foundation Trustees, as needed.
- The Committee may form and delegate to one or more working groups all or any portion of the Committee's responsibilities, provided that no working group shall consist of fewer than two members.
- The Committee shall review and assess its performance annually. The GPC will determine the form and nature of the annual self-evaluation. The GPC will review the results of the annual self-evaluation and share them with the chairwoman.
- The Committee shall review and assess annually whether the charter appropriately addresses the matters that are or should be within its scope and, if appropriate, recommend changes to the charter to IC for approval.

Date of Adoption

This charter was adopted by IC effective July 22, 2021.