

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, Inc.'s governing documents.
- Presenting amendments to the Articles of Incorporation and the Bylaws at Convention.

Objectives and Responsibilities

- Act in accordance with Article XV of the Bylaws.
- Conduct a review of the Articles of Incorporation and Bylaws within the 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.
- Review all proposed amendments to the Bylaws and articles and provide recommendations to IC if necessary, following the October 15 deadline.
- Once IC determines the recommended amendments, work with staff prior to Convention to prepare the proposed amendments to the Bylaws and Articles of Incorporation to meet the distribution deadlines 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 and present educational programming and webinars prior to Convention.
- Prepare the content of the Bylaws Forum presentation which will be delivered by the Bylaws chair or her designee.
- 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 such other duties and responsibilities as may be assigned to the Committee.

Committee Composition

The Committee shall consist of:

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

- Additional volunteers appointed by IC, as necessary
- Chief executive officer
- Other Executive team staff, as necessary
- Outside counsel when necessary

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 chair and/or Governance and Personnel Committee (GPC).

International Council and the committee chair 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, the year before a Convention 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 chair 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 may also work with the FMC 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 chair.
- The Committee shall review and assess annually whether this 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 November 2, 2023.