

Proposed Changes to AIRA Bylaws

Overview

Organizations typically review their bylaws on a regular basis to make sure they meet the organization's needs and reflect current governance best practices. AIRA streamlined its bylaws to allow for more flexibility and to adhere to best practice guidance from governance experts.

Details specific to how AIRA implements policies and processes will be described in an Operational Plan, which will supplement the bylaws and be approved by the Board.

What will new bylaws mean for you?

AIRA's Board represents its members and is fundamental to the organization's success. Bylaws dictate who can participate on the Board, participants' roles, and how to resolve differences. A strong Board and governance structure set AIRA up to support its members and have a positive influence on our community.

What happens next?

For the proposed bylaws to take effect, AIRA's membership must vote in favor of them.

What's our timeline?

AIRA will host a Town Hall meeting to review and discuss the proposed bylaws. Comments from membership are welcome through Friday, June 14. AIRA will open voting on the proposed bylaws on June 17.

The full schedule to review, discuss, and vote on proposed AIRA bylaws is below:

- **June 10:** Town Hall to review and discuss proposed bylaws with AIRA membership ([register here](#))
- **June 14:** All comments due from AIRA membership (please send to [Kim Rutland](#))
- **June 17:** Electronic voting on proposed bylaws begins
- **June 28:** Election Day meeting for non-electronic voters; last day to vote electronically

When would the proposed bylaws go into effect?

If AIRA membership votes in favor of the proposed bylaws, they will go into effect immediately.

How would these bylaws impact the 2019 – 2020 AIRA election?

If membership votes in favor of the proposed bylaws on June 28, the current Board will select and announce the Officers for the 2019 – 2020 term in mid-July. They will then request Director nominations from membership and begin to develop a slate of Director candidates. AIRA will convene a meeting to hold Director elections in mid-September. The new Board year will begin on October 1.

Questions, concerns, suggestions?

We're all ears! Please email [Kim Rutland](#) with any feedback you have regarding the ideas reflected in the proposed bylaws. Our attorney has reviewed the text and our copyeditor will shortly, so we are all set in terms of wordsmithing and copyediting. The period for comments will close on Friday, June 14. Thank you!

What's new in the proposed bylaws?

Below is a summary of the most notable changes made in the proposed bylaws and what those changes accomplish.

Board Composition

Officers

- At a minimum, AIRA is required to have a President, President-Elect, Treasurer and Secretary. Together, these four roles cover all the main Board responsibilities.
- The Board may vote to add other Officers to supplement these four, if needed.
- The Immediate Past President role has been eliminated. Requiring a three-year commitment reduced the number of candidates who volunteered to serve.

Directors

- The Board must have a minimum of five Directors and no more than fifteen Directors. The minimum number enables all work to be accomplished; the cap ensures the organization remains nimble, but in compliance should a Director resign.
- The Board may increase or decrease the number of Directors at the time of elections, depending on what tasks need to be accomplished.
- Any new directorship positions created by the Board must be filled via an election by AIRA members. This guarantees member representation.
- Both the Board and AIRA membership may suggest Director candidates. The Board will vet all candidates and present a final slate to AIRA membership.

Elections

Directors

- A meeting of the membership must be convened once a year for the purpose of an election. This is mandated by law. Voting may be done electronically and by proxy, just like we do it now.
- According to Delaware law (which governs AIRA), an election can be held only if there is a quorum of AIRA members. A quorum (per Delaware law) is defined as one-third of AIRA members.
- If there is a quorum, AIRA members will elect Directors. If there is no quorum, the Board will fill Director vacancies. AIRA will work hard to ensure there is a quorum!
- The Board will fill any vacancies that occur between elections. This helps the organization to cover all of its responsibilities and to run smoothly.

Officers

- As is the case now, the role of the President will be filled by the President-Elect at the end of her/his one-year term as President-Elect.
- The Board will elect the rest of AIRA's Officers. The Board is most familiar with its Directors and is in the best position to determine who is a good fit for each Officer role. This change in process underscores competencies and ensures the resulting Board will be well-suited to the tasks it must accomplish.
- The Board will set eligibility criteria for each Officer role and elect the Officers for each upcoming term.

Committees & Other Groups

Executive Committee

- The bylaws require AIRA to convene an Executive Committee; it does not mandate the formation of any other committee. This is because governance best practices recommend an entire Board be engaged in all of an organization's business. Dividing Board business into multiple committees does not allow for the full input of the Board, nor does it take advantage of all of its competencies.
- The role and responsibilities of the Executive Committee are spelled out in the bylaws.

Other Groups

- The bylaws enable the Board to create additional committees, workgroups, advisory boards and task forces as needed.
- Each group must draft a charter to define its role and responsibilities.
- The Board will review and vote on each charter.