**SUMMARY OF PROPOSED BYLAW CHANGES**

May 31, 2025

**Ratinale for Major Bylaw Revisions**

In the last several years, ISCU's bylaws have become increasingly antiquated. The current bylaws give primary authority to the membership, but in recent years the membership has neither been sufficiently active or even defined. The committee felt that the idea of membership being a governing body should be eliminated and replaced with the idea of the Board as the only governing body.

Also in the last several years, ISCU management has not organized ISCU activities around Teams. While this may a management strategy that staff may want to revisit, it not longer makes sense for the idea of Teams to be codified in the bylaws.

The Bylaws Revision Committee felt that the powers and responsibilities of the Board needed to be laid out more completely and that the article on fiscal matters needed to be rethought and reorganized based on the experience of the staff since the current bylaws were last updated in 2020.

**Summary of Changes Article by Article**

NOTE ON WHAT'S NOT COMPARED IN THIS SUMMARY OF CHANGES

If any section has been omitted from this comparison, it means that there have no changes, or only minor wording changes, in that section.

NOTE ON THE ORDER OF THE ARTICLES

In the current bylaws the article on officers preceeds the article on the Board. In the proposed bylaws, this order is reversed--the idea being that the Board is the fundamental governing body and the Officers are a subset of the Board.

ARTICLE I: NAME AND MISSION

Section 2: Mission

The mission statement has been somewhat expanded, but the original wording remains as the beginning of the mission statement.

Section 3: Goals

The goals have been revised to be more specific and articulate, and ISCU's holistic case-management approach has been incorporated into the goals.

ARTICLE II: MEMBERSHIP

The concept of membership being a governing entity has been abandoned. As a result this entire article has been eliminated

OLD ARTICLE IV: BOARD OF DIRECTORS vs NEW ARTICLE II: BOARD OF DIRECTORS

Section 1:

The contents of the current 'Section 1. Powers and Authority' have been reworded and placed at the beginning of the new Article II as a general descriptive statement. Section I has been renamed as 'Section I. Duties" under which the legally required duties of care, loyalty and obedience have been listed and defined.

Section 2. Composition: This section has been expanded and a conflict of interest statement has been included.

Section 3. Nomination and Election of Board Members

The term of Board members has been increased from one year to two.

PROCEDURAL NOTE: One way to handle the transition from one year terms to two year terms at the annual meeting is to vote on Board membership before the new Bylaws are adopted. Then after the new bylaws are adopted the new Board will vote to give half its members an additional one year extension on their current one year terms. In this way, each year only half of the Board members' terms will expire.

Section 4. Responsibilities

The list of responsibilities has been changed as follows:

The following responsibilities have been eliminated:

B. Hiring other staff positions that may be funded and approved

C. Creating and disbanding Work Teams and setting the scope of their activities

F. Approving and publishing an annual report.

The following responsibilities have been added

D. Setting policies in collaboration with the Executive Director

E. Engaging in fundraising in collaboration with the Executive Director

F. Serving as goodwill ambassadors for the organization

ARTICLE III: OFFICERS

Section 2: Nomination, Election and Term Length of Officers

This section has been expanded and altered to acknowledge other Board changes as well as the elimination of the membership article.

Section 4: Duties of the Officers

The only changes made to this section are those which reflect the absence of a membership article.

Section 5: Terms of Officers

This section has been eliminated because it is redundant: everything it states is covered in Section 2: Composition.

OLD ARTICLE V: EXECUTIVE DIRECTOR vs NEW ARTICLE IV: EXECUTIVE DIRECTOR

Section 2: Duties and Responsibilities

A in the existing bylaws has been expanded into A,B and C in the proposed bylaws and, in the process, the relationship between the ED and the Board have become more fine grained.

The current B has become the proposed D.

C has been eliminated because it deals with Teams, which are not referenced in the proposed bylaws

D through G are unchanged in their essentials\

OLD ARTICLE VII: FISCAL MATTERS vs NEW ARTICLE V: FISCAL MATTERS

Section 1: Expenditures

This section has been condensed and simplified to be more flexible and realistic regarding actual practice, and the monetary limit on expenses needing Board approval have been substantially increased in an effort to be more practical and realistic.

Section 2: Inspection of Financial Records

This section has been eliminated because it refers to membership rights, and membership is no longer a concept in the proposed bylaws.

Section 3: Bank Account has been expanded into two sections, "Section 2: Bank Account Management" and "Section 3: Payment Authorizations"

The Bank Account Management section goes into more specificity regards who is can be an 'authorized agent' of the account, which is Busey Banks phrase for people who are signatories on the account and authorized to manage the account and write checks.

The payment authorization section creates an exception for routine payroll expenses for the upper limit of $5,000 (which remains unchanged) that need two people to approve it. It also substitutes replaces the concept of check signing with the concept of payment approval, which is both more appropriate and more realistic.

Two new sections have been added:

Section 4: The Annual Budget and Section 5: Reserve Funds

Section 4 gives some guidance on how the Budget is to be structured, without getting prescriptive. Section 5 states that funds set aside from the annual budget that require professional money management shall be the responsibility of the Board of Directors.

ARTICLE VII: WORK TEAMS

This article has been eliminated.

OLD ARTICLE VIII: ADVISORY BOARDS has become the NEW ARTICLE VI: IMMIGRANT ADVISORY BOARD AND BOARD COMMITTEES

Section 1: Immigrant Advisory Board, part A: Description

The major change in the description is to make the IAB a creature of the Executive rather than a creature of the Board. This was done because in practice the IAB will work closely with, and offer advice to, the Executive Director, because in practice it is the ED who will select and meet with the IAB.

Section 1: Immigrant Advisory Board, part B: Selection of Immigrant Advisory Board

In an attempt to be as realistic as possible, the minimum number of IAB member has been reduced from 6 to 3 and there is no composition requirement for members of the IAB.

Section 1: Immigrant Advisory Board, part C: Management

Part C is a new part. It states "The Executive Director will convene and determine procedures for the IAB."

Section 2: Other Advisory Boards

This section has been eliminated. In its place is a new section: Section 2: Board Committies, as follows:

A. Standing Committees

The two standing committees of the Board Shall be the Fundraising Committee and the Budget Committee. The Executive Director shall serve on both committees. The President of the Board shall serve on the Fundraising Committee. The Treasurer and the Financial Manager shall serve on the Budget Committee. Other members of these two standing committees will be appointed by the President.

B. Ad Hoc Committees

The Board may establish and disband additional committees as appropriate.

OLD ARTICLE IV: INDEMNIFICATION vs NEW ARTICLE VII: INDEMNIFICATION

The only change to this article is that the following sentence has been added to Section 1: Good Faith:

"Volunteers are considered agents of ISCU when they are acting within the scope of their duties."

OLD ARTICLE X: AMENDMENT OF BYLAWS vs NEW ARTICLE VIII: AMENDMENT OF BYLAWS

Other than being more succinct in wording, the only other change is to eliminate reference to a meeting of the membership.