

# ICCI Proposed Bylaw Amendments

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## *Proposed Amendments Only*

The following proposed amendments are submitted for professional review, discussion, and consideration in accordance with the applicable ICCI bylaw amendment process.

### **Proposed Amendment 1**

#### **Article 7.2.2 — Directors-at-Large and Board Vacancy Appointments**

##### **Article 7.2.2 shall be amended to read as follows:**

The President shall nominate Directors-at-Large and individuals to fill vacancies on the Board of Directors, subject to approval by a simple majority vote of the Board of Directors.

Any person appointed under this section shall serve only until the nearest annual election, at which time the position shall be filled by election in accordance with these Bylaws.

Directors-at-Large and individuals appointed to fill vacancies shall meet the qualifications required under these Bylaws, except where otherwise expressly provided.

### **Proposed Amendment 2**

#### **Article 7.10 — Vacancies**

##### **Article 7.10 shall be amended to read as follows:**

Any vacancy occurring on the Board of Directors shall be filled in accordance with Article 7.2.2 of these Bylaws.

A person appointed to fill a vacancy shall serve only until the nearest annual election, at which time the position shall be filled by election in accordance with these Bylaws.

The elected successor shall assume office in the same manner and at the same time as other elected Directors.

### **Proposed Amendment 3**

#### **Article X — Creation of Advisory Committee**

##### **A new section shall be added to Article X as follows:**

**10.\_\_ Advisory Committee**

**10.\_\_.1 Establishment.** There shall be established an Advisory Committee to serve as a long-term advisory body to the ICCI Board of Directors.

**10.\_\_.2 Purpose.** The purpose of the Advisory Committee shall be to preserve institutional continuity, advise on long-term planning, support major fundraising and capital projects, protect ICCI's mission and vision, and provide guidance on matters of significant importance to ICCI.

**10.\_\_.3 Advisory Role.** The Advisory Committee shall be advisory only. It shall not replace, override, or assume the legal authority of the ICCI Board of Directors, the Executive Committee, the Board of Education, or the General Assembly. Final decision-making authority shall remain with the bodies designated under these Bylaws.

**10.\_\_.4 Membership.** The Advisory Committee may include founding members, former ICCI Presidents, former Board members, professionals, community leaders, qualified donors, former religious leaders, women representatives, youth or school representatives, and other individuals whose experience, service, or expertise may benefit ICCI.

**10.\_\_.5 Appointment Process.** Members of the Advisory Committee shall be nominated by the ICCI President and approved by the ICCI Board of Directors.

**10.\_\_.6 President as Ex Officio Member.** The ICCI President shall serve as an ex officio member of the Advisory Committee during his or her term of office.

**10.\_\_.7 Term. Members shall serve a term of seven (7) years and may be reappointed upon nomination by the ICCI President and approval by the ICCI Board of Directors.**

**10.\_\_.8 No Governing Authority.** Membership on the Advisory Committee shall not create ownership rights, voting rights in the General Assembly, authority over ICCI operations, or authority to bind ICCI unless separately authorized under these Bylaws or by formal action of the ICCI Board of Directors.