



**Amended and Restated Bylaws  
(Proposed)**

**11 October 2023  
Annual General Meeting**

# Overview

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- The ILCA Board of Directors is proposing changes to the association's Bylaws. These proposed changes have been reviewed by legal counsel.
  - Throughout the Bylaws, some changes have been made from use of she/he or her/him to they/their/themselves.
- **Per Article XIV: Amendments, Section 14.1**, These Bylaws may be amended by a two-thirds (2/3) vote of the membership voting.
- The Bylaws were last amended, with approval by ILCA membership, in June 2020.

# Proposed Bylaws Changes

## Article VI: Officers and Directors

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- Section 6.2 OFFICERS
  - Adds the President-elect or the Immediate Past President as Officers of the Board of Directors, in alternating years.
- Section 6.4 TERM OF OFFICE
  - Clarifies that the President-elect and the Immediate Past President serve one year on the Board of Directors in their respective roles.
- Section 6.8 PRESIDENT-ELECT AND IMMEDIATE PAST PRESIDENT
  - Notes that the President-elect and Immediate Past President will serve as Officers of the Board of Directors, in alternating years.
    - Year 1 of the President's term: The Immediate Past President will serve as an Officer.
    - Year 2 of the President's term: The President-elect will serve as an Officer.
  - Specifies that, in the absence of the President for any reason, either the Immediate Past President or President-elect (whichever is an Officer at that time) will perform the duties of President.

# Proposed Bylaws Changes

## Article X: Conflict of Interest

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- Section 10.3 ANNUAL AFFIRMATION BY THE BOARD
  - Every year, each Board member must sign a statement against conflicts of interest. This will not change.
  - The current Bylaws state that the annual affirmation must be signed at the Board meeting held in conjunction with the Annual Conference.
  - The proposed change is that the annual affirmation be completed annually, in cases when a Board meeting may not take place as part of the conference.

# Proposed Bylaws Changes

## Article XI: Confidentiality

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- Section 11.1 CONFIDENTIALITY
  - Specifies that Board members agree to not disclose confidential information except for the proper conduct of Association business, both during and after their term of service on the Board.