

NCSILC Ad-hoc Bylaws Committee
October 18 - November 13, 2017

Minutes

Between October 18 and November 13, the Bylaws committee conducted its work over email exchanges.

Participants: Vicki Smith, Marion Quirici, Mark Steele, Sandra Hicks, Douglas Johnson, Pat McGinnis.

Oct 18 - 24: The committee reviewed the updated bylaws document on the shared Google docs page. Vicki Smith had created a document with a table allowing committee members to compare the old bylaws with the revised ones, making a “side-by-side” comparison one section at a time. This enabled us to see the changes more clearly.

Oct. 18: Ashley Elrod shared a resource detailing Open Meetings policy in North Carolina.

Oct 19: Vicki Smith circulated a new Conflict of Interest policy for consideration by the committee.

Oct 24:

Vicki recommended that the committee review policies that had been removed from the bylaws, including:

- Open Meeting policy circulated by Ashley Elrod on Oct 18.
- Conflict of Interest policy circulated by Vicki on Oct 19.
- Nomination of new members including how we make recommendations to the Governor
- Reimbursement and compensation
- How officers are elected
- Internal Controls for our financial management including check signing.

Marion circulated the side-by-side bylaws again in case anyone on the committee was having trouble accessing the document.

Oct 25 - Nov 7: The committee reviewed the proposed changes to the bylaws as well as broader policies we can use for future guidance.

Nov 1: Vicki circulated a memorandum from the Department of Health and Human Services with guidelines regarding State Board and Commission Members Classification and Compensation, including reimbursement and compensation (per diems).

Nov 7:

Vicki asked the committee to review the minutes from the previous committee meeting (conference call on Oct 17).

Marion reported that she had made edits to the revised bylaws, highlighting all changes for the review of the committee. She raised two questions:

- 1) Section 5.6: What are the restrictions on decisions that can be made in Executive sessions? Should we refer to NC Open Meetings Law? That law dictates that executive / closed sessions can only be used to discuss legally confidential information, honorary degrees, scholarships, prizes and awards, attorney-client discussions, location or expansion of businesses, contract negotiations, personnel matters, and criminal investigations.
- 2) Section 6.2: the new by-laws say the most recent past Chairperson shall serve on the Executive Committee. Should we keep this in the bylaws for future even though it is not possible for NCSILC to uphold at present? The most recent past Chairperson has resigned the SILC.

Vicki supported the suggestion to reference NC Open Meetings Law in the bylaws, and Marion updated the document. The committee decided to keep the provision for the most recent past Chairperson to serve on the Executive Committee, except in cases beyond our control such as the present situation.

Mark expressed his support for sharing the bylaws with the full Council.

Nov 8: Mark Steele shared example policies and forms from West Virginia SILC, including the SILC policy manual, and policies regarding Conflict of Interest and Code of Ethics.

Nov 13: Vicki Smith shared the revised bylaws with the full council. The Council has 30 days to review the new bylaws ahead of the next scheduled Council meeting on Dec 14-15.