

Brandeis

BRANDEIS NATIONAL
COMMITTEE

Brandeis University Brandeis National Committee

Phoenix Chapter Bylaws

January 18, 2023

Phoenix Chapter Bylaws

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INTRODUCTION

Bylaws are the organization's operating manual. They define:

- Composition of the Board and how it will function
- Roles and duties of Executive Committee and General Board members
- Rules and procedures for holding meetings, electing Executive Committee and General Board members
- Privacy* and conflict of interest policies
- Other essential governance matters

The document is reviewed regularly and amended accordingly as the organization evolves.

PRIVACY OF INFORMATION

Any information discussed at a Brandeis National Committee event, planning meeting, Executive Committee meeting and/or Board meeting is to be used for Brandeis purposes alone and is not to be shared with friends, relatives or members of other local organizations. Funds raised at or by Brandeis National Committee Phoenix Chapter events are for the sole purpose of supporting BNC. Therefore, monetary collections and solicitations for the benefit of other organizations at Brandeis events, including study groups, are inappropriate. All directories, phone numbers, addresses and emails shared for the use of Brandeis business shall remain for Brandeis business use only and not shared with other organizations.

Handbook and Bylaws Committee
Marcia Langer and Kathleen Witkin, Chairs

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ARTICLE I NAME, PURPOSE, AND ORGANIZATION

Section 1. NAME

The name of this organization shall be BRANDEIS NATIONAL COMMITTEE (hereinafter referred to as “BNC”), PHOENIX CHAPTER (hereinafter referred to as the “Chapter”).

Section 2. PURPOSE

The purpose of this organization shall be to advance and promote the general welfare of and to give financial support and assistance to Brandeis University, Waltham, Massachusetts, and to promote the program of BNC in the furtherance of said purpose. To carry out the said purpose, the Chapter shall operate in accordance with the requirements of the Bylaws and Policies of Brandeis National Committee.

ARTICLE II MEMBERSHIP

Section 1. MEMBERSHIP

Any person shall be eligible for membership as an *Active* member in the Chapter if they fall under one of the following categories established by BNC: New or Renewing Annual Members, Current Life Members, Renewing Lapsed Member, and Couple Members. Life Membership is no longer open to new enrollment.

Section 2. ANNUAL MEMBERS

Any person may become an Annual Member upon payment of one year’s dues. Timeframe of annual membership is based on the organization’s fiscal year. (See Article IV)

Section 3. VOTING RIGHTS OF MEMBERS

Annual and Life Members shall each have one vote in the Chapter. Couple Members shall be considered as two annual members and each have one vote in the Chapter.

ARTICLE III DUES

Section 1. ANNUAL DUES

Annual Dues are payable to the Chapter each year by the 1st of July and may be paid in advance. There are two categories of Annual Dues as established by the National Board: Single Membership or Couple Membership. Couple Membership requires that both members reside in the same house.

Section 2. NONPAYMENT OF DUES

Any Annual Member or Couple whose dues remain in arrears six months after the close of the fiscal year shall no longer be considered a member(s).

ARTICLE IV FISCAL YEAR

The fiscal year of the Chapter shall be from July first to June 30th of the following year.

ARTICLE V BOARD POSITIONS

Section 1. ELECTED OFFICERS AND OTHER ELECTED POSITIONS

The elected Officers of the Chapter shall be the President(s), a minimum of 3 Vice Presidents, Recording Secretary(s) and Treasurer(s) elected at the Annual Meeting of the Chapter. These respective Officers and

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those holding other elected positions, if any, shall hold office for a term of two years. They shall be eligible for election to the same office or position for not more than two consecutive terms.

Section 2. MEMBERS AT LARGE

Members in good standing may be elected to serve for one year, nominated by the Nominating Committee and duly elected. A Member at Large may be elected to serve no more than three consecutive terms; and shall not be eligible for re-election as a Member at Large until a year has elapsed. There may be up to sixteen Members at Large on the Board in any fiscal year.

Section 3. APPOINTED CHAIRS

The Chairs are appointed by the President(s) for a term of one year with an option for reappointment at the discretion of the President(s), unless stated otherwise in these Bylaws.

Section 4. PAST PRESIDENTS

Each Immediate and Past President, upon retirement from the Presidency, shall become a member of the Board with full powers, including voting.

Section 5. HONORARY BOARD MEMBERS

The President(s) or Executive Committee may bestow Honorary Board Membership to an individual who has shown outstanding service to our Chapter. The privileges of Honorary Board Membership shall be granted to any Chapter Members who are Members of the National Board and/or Regional Board during their incumbency on these Boards. An Honorary Board Member shall not have voting privileges.

Section 6. NOMINATING COMMITTEE

The Committee is responsible for nominating candidates for elected offices within the BNC Phoenix Chapter and providing each candidate with a written job description before securing their agreement to accept the nomination. The candidates are then voted into office by all of the members.

The Committee chair(s) shall be the immediate past president(s). The Chair(s) shall serve until there is a new immediate past president(s).

The Nominating Committee shall consist of six Members, the Executive Vice President(s) and the chair(s). A maximum of four members from the General Board may be appointed with the rest coming from the general membership. The committee shall be made up of qualified and knowledgeable people representing the best interests of the membership. All members of the nominating committee will be appointed by the chair(s). Members of the Nominating Committee shall serve a term of two Board years.

Recommendations for nominations may be made to the Nominating Committee by members of the Board and Chapter. The Committee shall meet, review the recommendations and prepare the slate from the list of nominees who have agreed to serve. The President(s) and Executive Vice-President(s) may be consulted throughout the Nominating Committee process.

The Nominating Committee shall present the list of nominees (the 'slate') to the Executive Committee and the General Board prior to the slate being announced at the Annual Meeting.

The slate shall be:

1. communicated electronically to the entire Chapter prior to their election at the Annual Meeting.
2. presented at the Annual Meeting for a vote of the Membership.
3. approved by a majority of the Members present at the Annual Meeting.

Section 7. VACANCIES

A vacancy for the unexpired term in an elected position shall be filled by the General Board, upon presentation of a candidate by the Nominating Committee.

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ARTICLE VI DUTIES OF EXECUTIVE COMMITTEE OFFICERS

Section 1. PRESIDENT(S)

The President(s) shall preside at all meetings of the Chapter, General Board Meetings, and Executive Committee Meetings.

If the President(s) cannot attend a meeting, they may request that an Executive Vice President preside in their stead. In the absence of an Executive Vice President, a past president may be requested to preside.

The President(s) shall supervise and direct the affairs of the Chapter.

The President(s) shall supervise, assist, and advise all the officers and committees of the Chapter.

The President(s) shall appoint the Chair(s) of all special Committees except as may be otherwise provided in these Bylaws.

The President(s) shall be co-signer(s) with the Treasurer(s) on checks and shall perform all duties generally vested in the office of the President(s), as specified in these Bylaws, or in any vote of the Executive Committee or General Board.

The President(s) may invite guests as nonvoting participants to the Executive Committee as needed.

The President(s) may call Special Meetings of the Chapter.

Section 2. EXECUTIVE VICE-PRESIDENT(S)

The Executive Vice President(s) shall be responsible for assisting the President(s).

The Executive Vice President(s) shall supervise, assist, and advise the Vice Presidents and other Committees as requested by the President(s).

The Executive Vice President(s) shall be responsible and accountable to the Chapter President(s).

The Executive Vice President(s) position is filled by the Nominating Committee.

The Executive Vice President(s) shall serve as ex officio members of all standing committees.

Section 3. RECORDING SECRETARY(S)

The Recording Secretary(s) shall keep a record of the meetings of the Chapter and of the General Board, Executive Committee, and shall perform such other functions as may be specified by the General Board.

Section 4. TREASURER(S)

The Treasurer(s) shall see that all funds are deposited, all records are accurately kept, shall pay bills only upon the approval of the President(s), shall present a Treasurer's statement at each meeting of the Executive Committee, General Board, and at the Annual Meeting of the Chapter.

It shall be the job of the Treasurer(s) to transmit appropriate funds collected to the National Office on a monthly basis.

Section 5: IMMEDIATE PAST PRESIDENT(S)

The Immediate Past President(s) shall assume the duties of the President(s) in their absence or inability to serve.

Section 6. VICE PRESIDENTS

The Vice President(s) shall establish and chair a standing committee, if necessary, to perform the tasks assigned to the position.

At least one Vice President shall lead meetings of the committee.

The Vice President(s) shall report to the Executive Committee and General Board.

ARTICLE VII EXECUTIVE COMMITTEE (EC)

Section 1. COMMITTEE

The Executive Committee shall consist of the President(s), Executive Vice President(s), Vice Presidents, Recording Secretary(s), Treasurer(s), and the Immediate Past President(s). The Executive Committee shall have all the powers of the General Board between the meetings of

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the General Board.

Section 2. DUTIES

The duties of the Executive Committee are to discuss and recommend to the General Board, or vice versa, issues that are pertinent to the Chapter. In case of an emergency, the Executive Committee shall have the right to make a decision in the name of the Chapter and then report all such decisions to the General Board. Final approval, if applicable, must be by the General Board.

Section 3. MEETINGS

Regular meetings shall be held monthly at the discretion of the President(s). The time and place shall be determined by the President(s) with at least one week's notice. Special Meetings of the Executive Committee may be held at the request of the President(s) and/or the written request of five or more members of the Executive Committee.

Section 4. QUORUM

A quorum consists of a majority of the number of people on the Executive Committee, with the exception of the President(s). Members shall be present on site or connected by telephone.

Section 5. EXECUTIVE COMMITTEE (EC) MEETING ATTENDANCE

Each member of the Executive Committee must attend the Executive Committee meetings unless the officer has a reasonable excuse.

Section 6. MEETING NONATTENDANCE

Any member of the Executive Committee who fails to attend three consecutive meetings, or four per year, without a reasonable excuse shall forfeit membership on the Executive Committee after prior notice in writing.

Section 7. EXECUTIVE COMMITTEE MEETING VOTING (See [Glossary](#))

Voting is limited to one vote from each Executive Committee member, with the exception of the President(s). In case of a tie, the presiding President shall cast the tie-breaking vote. Only duly elected members of the Executive Committee may vote.

Section 8. REPLACING ELECTED OFFICERS

In the event that an elected Officer resigns or is removed for cause, the Nominating Committee shall present to the General Board a replacement candidate to fulfill the unexpired term for that position, subject to Article V, Section 7 of these Bylaws.

Section 9. PARLIAMENTARY PROCEDURES

BNC Phoenix will conduct meetings using *Robert's Rules of Order* as the parliamentary authority.

ARTICLE VIII GENERAL BOARD OF DIRECTORS

Section 1. GENERAL BOARD

There shall be a General Board of Directors, with voting privileges, which shall consist of the elected Officers, Elected Positions, Appointed Chairs, Members at Large, the Chair(s) of the Nominating Committee (Immediate Past Presidents) and Past Presidents.

Section 2. DUTIES

The General Board of Directors shall have the authority and control of all Chapter operations, including financial decisions. Recommendations made by the Executive Committee, in addition to any Agenda items brought forth by members of the General Board, shall be presented and acted upon. A vote must be taken, following the rules as set forth in these Bylaws.

Every Member at Large of the General Board must hold a portfolio or serve on at least one standing committee

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of the Chapter.

Section 3. MEETINGS

There shall be a minimum of ten regular General Board Meetings. The time and place of the meetings shall be determined by the President(s). All notices of Board Meetings shall be by written notification at least five days in advance of a meeting.

There shall be a minimum of one Annual Meeting each year, which includes a presentation of the Slate of elected positions and a Program, at no charge to the members.

The general membership is invited to attend all Board meetings.

Section 4. MEETING QUORUM

A quorum consists of a majority of the number of people on the General Board, with the exception of the President(s). Members shall be present on site or connected by telephone.

Section 5. MEETING ATTENDANCE

Each member of the General Board must attend Board meetings unless the member has a reasonable excuse.

Section 6. MEETING NONATTENDANCE

Any Board member who fails to attend three consecutive meetings, or four meetings a year, without a reasonable excuse shall forfeit membership to the General Board after prior notice in writing.

Section 7. BOARD MEETING VOTING (See [Glossary](#))

Each member of the General Board, with the exception of the President(s), has one vote. In case of a tie, the presiding President will cast the tie-breaking vote.

Section 8. REPLACING BOARD MEMBERS

In the event that an elected Board member resigns or is removed for cause, the Nominating Committee shall present to the General Board a replacement candidate to fulfill the unexpired term for that position, subject to Article V, Section 7 of these Bylaws.

Section 9. PARLIAMENTARY PROCEDURES

BNC Phoenix will conduct meetings using *Robert's Rules of Order* as the parliamentary authority.

ARTICLE IX REQUIREMENTS FOR CHAPTER EVENTS

Section 1. REGULAR EVENTS

There shall be a minimum of two Chapter events each year, one in the fall and one in the spring at such time and place as may be determined by the General Board.

Section 2. NOTICE OF EVENTS

Notice of Events of the Chapter shall be sent by mail/email to each Member of the Chapter at least two weeks prior to the event.

ARTICLE X COMMITTEES

Section 1. STANDING COMMITTEES

There shall be such standing committees as are necessary to carry out the program of BNC and the Chapter. The Standing Committees may consist of the: Book & Author Committee, Membership Committee, Nominating Committee, Event Planning Committee and Study Group Committee. Standing Committees shall include a Vice President(s)/Chair(s) and a minimum of 3 members. Members of Standing Committees will be appointed by the Vice President(s)/Chair(s) of the committee.

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Standing Committees shall meet on a regular basis.

Section 2. SPECIAL AD HOC COMMITTEES

Special Ad Hoc Committees may be established by the General Board or President(s); members of such committees are to be appointed by the Committee Chair(s).

ARTICLE XI DELEGATES

The accredited Delegate(s) to a Conference of BNC shall be the Chapter President(s) or designated alternate(s).

ARTICLE XII CHAPTER MEETING CONDUCT AND PROCEDURES

Section 1. MEETING CONDUCT

Meetings are to be conducted in a business-like manner, where all points of view are considered. When votes are taken, majority rules [with the exception of Amendments to the Bylaws, see Article XIII, Section 1]. Votes may be taken by voice, hand, paper ballot or email. Time limit for discussion may be imposed by the presiding President.

Section 2. MEETING PROCEDURES

Motions and Amendments to motions must be stated and seconded, followed by discussion and vote. Procedural questions that arise are subject to Robert's Rules of Order, when they are applicable and not inconsistent with these Bylaws or the Bylaws of BNC.

Section 3. PARLIAMENTARIAN

The Parliamentarian shall be appointed by the President(s) and serve a two-year term on the General Board.

ARTICLE XIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board members present and voting at any General Board Meeting of the Chapter. All amendments to these Bylaws shall be in compliance with the Bylaws and Policies of BNC and Brandeis University.

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GLOSSARY

Annual Member Year	Runs from July 1 through June 30
Board Year	Runs from Installation to the subsequent Installation
Fiscal Year	Runs from July 1 through June 30
Ex Officio	Someone who automatically serves on a board by virtue of having some other position
New Member	Person who has not registered with BNC in the past (no Brandeis CID#). Counts as a <i>New</i> member the year they join.
Life Member	Members who previously joined BNC for life when those memberships were offered.
Renewing Lapsed Member	Person who has registered with BNC in the past, has a Brandeis CID#, and has let their membership lapse for one or more years. Counts as an <i>Active</i> Member the year they re-join.
Voting	Chapter Members: vote only for the slate of officers presented at the Annual Meeting. Executive Committee and General Board Members: vote on the business matters of the Chapter at meetings, including by telephone, and by email as needed.