

Oakland County Employment Diversity Council
By-Laws Proposed Revisions
Dated: April 2, 2009

Outlined below is the current and proposed wording of selected sections of the OCEDC By-Laws. Please review the proposed changes carefully. If you have questions or comments, please voice them at a Board meeting or contact Ed Poisson at 248-858-0857 or <mailto:poissone@oakgov.com>

Article Number	Current Wording (10/17/06)	Proposed Wording
Article IV: Membership Eligibility and Requirements		
<u>IV: 1. a.</u> <u>Application for Membership</u>		<i>Membership in OCEDC is for institutions of all sizes and types. Private sector firms, non-profit organizations and governmental units are examples of institutions eligible for membership. Different units and locations within the same legal organization are eligible to apply for membership. Examples would include offices, plants, warehouses, stores, etc.</i>
<u>IV: 1. b.</u>	A written application for Regular Membership in the Council must be submitted by the applying Agency/ Company on their letterhead or approved application forms to the Membership Committee for review and approval. All applicants agree to abide by the Council's By- Laws.	A written application for Regular Membership in the Council must be submitted by the applicant on their letterhead or approved application forms to the <i>Chairperson or the Chair's designatee</i> for review and approval.
<u>IV: 1. c.</u>		All Members must agree to abide by the Council's By-Laws.
<u>IV: 2. a.</u> <u>Regular Membership</u>	None	<i>Because OCEDC membership is institutional, each member organization must designate one or more representatives to participate in OCEDC's activities.</i>
<u>IV: 2. b.</u>	None	<i>No matter the number of representatives, because OCEDC membership is institutional, only one vote per organizational member is permitted.</i>

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<u>IV: 2. c.</u>	Regular Membership in the Council is limited to those who work and/or are involved in the employment process, either as a potential employer or an agency that provides employment counseling, training or assistance. Regular Membership shall have one (1) vote. Members agree to abide by the Council's By- Laws.	<i>Representatives to the Council are limited to those who supervise or who are involved in the employment process either as a potential employer or an agency that provides employment counseling, training or assistance.</i>
<u>IV: 2. d.</u>		<i>Regular Membership shall have one (1) vote. Representatives must agree to abide by the Council's By-Laws.</i>
<u>IV: 7.a.</u> <u>Public speaking</u> <u>Engagements/</u> <u>Articles</u>	The Council Chair and/or Vice-Chair are the only individual Officers that shall have the authority to speak independently for the Council. No Regular Member(s) shall write articles, represent and/or speak to outside organizations on behalf of the Council or its member organizations without prior written approval of the Council's Public Relations Committee. Violation(s) could include expulsion from the Council.	The Council Chair and/or Vice-Chair are the only individual Officers that shall have the authority to speak independently for the Council. <i>The Chair or Vice Chair may designate other members to speak on behalf of the Council. The grant of authority may be for one or more specific events or may be to fulfill the duties and responsibilities which a member has been designated to perform. No member is to speak publicly in any form about any opinion, belief, or official position of the Council that is not information already in the public domain. Furthermore, no member may represent they are speaking on an official basis for the Council in any public format such as, but not limited to, media interviews, seminars, or public speeches unless they have been authorized to do so by the Chair or Vice Chair.</i>
<u>IV: 7.b.</u>		No <i>Regular Representatives or</i> Member(s) shall write articles, represent and/or speak to outside organizations on behalf of the Council or its member organizations without prior written approval of the <i>Chair, Vice-Chair or the</i> Council's Public Relations/ <i>Marketing</i> Committee.
<u>IV: 7.c.</u>		Violation(s) could include expulsion from the Council.

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Article V: Council Organization Structure <i>Board of Directors</i>		
<u>V: 1.a.</u> <u>Board of Directors</u> <u><i>Composition</i></u>	The Board of Directors shall consist of the Council Chairperson, Vice Chairperson, Secretary, Treasurer, Executive Secretary, Parliamentarian and twelve (12) Board Members at Large. The Oakland County Executive's Office shall appoint the Executive Secretary and one (1) Board Member at Large.	The Board of Directors shall consist of <i>six (6) officers and twelve (12) Members at Large, for a total membership of eighteen (18). The officer positions are</i> the Council Chairperson, Vice Chairperson, Corresponding Secretary, Treasurer, Executive Secretary <i>and</i> Parliamentarian.
<u>V:1.b.</u>		The Oakland County Executive's office shall appoint the Executive Secretary and one (1) Board Member at Large.
<u>V: 2.</u> <u>Eligibility</u>	Qualifications to hold office on the council's Board of Directors are as follows:	Qualifications to hold office on the Council's Board of Directors are as follows:
<u>V:2.a.</u>	be a Regular Member in good standing. Good standing shall be any organization which has been accepted for membership in the Council and is in compliance with all By-Laws and rules of the Council;	Be a <i>Representative</i> Member in good standing. Good standing shall <i>mean being the designated Representative of</i> any organization which has been accepted for membership in the Council and is in compliance with all By-Laws and rules of the Council.
<u>V: 2.b.</u>	must commit to and actively participate in Board of Directors' meetings/activities,	Must commit to and actively participate in Board of Directors' meetings/activities.
<u>V: 2.c.</u>	acknowledge to the Nominations Committee by the Candidate that he/she is interested in serving on the Board of Directors.	Acknowledgement to the <i>Elections</i> Committee by the Candidate that he/she is interested in serving on the Board of Directors <i>by completing the Board Member Application process as designated by the Elections Committee.</i>
<u>V: 3.</u> <u>Term of Office:</u>	Board of Directors shall hold office according to the following	Board of Directors shall hold office according to the following:
<u>V:3.a.</u>	term shall be for two (2) years from July 1 st through June 30 th of that year	Term shall be for two (2) years from July 1 st <i>of the first year</i> through June 30 th of <i>the second</i> year.
<u>V: 3.b.</u>	no officer may hold more than one (1) office during the current term;	No officer may hold more than one (1) office <i>simultaneously</i> during the current term.
<u>V: 3.c.</u>	newly elected officers are installed at the Council's Annual Meeting held in June of each year.	<i>Delete – conflicts with V: 3. a.</i>

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<u>V: 4.a</u> <u>Elections:</u>	None	<i>Board elections shall be conducted by a three-member Elections Committee. The members of the Elections Committee shall be appointed by the Chairperson and cannot themselves be candidates for office in the election they are conducting nor may they be members of the Nominating Committee.</i>
<u>V:4.b</u>	None	<i>Under the rules contained in these By-Laws, the Elections Committee is responsible for establishing and publishing a set of election rules. They should include but are not limited to the following:</i>
<u>V:4.b.1</u>	None	<i>designating the methods and timing of nominations;</i>
<u>V:4.b.2</u>	None	<i>verifying the eligibility of the candidates;</i>
<u>V:4.b.3</u>	None	<i>designating the method(s) of voting;</i>
<u>V:4.b.4</u>	None	<i>designing and printing the ballots;</i>
<u>V:4.b.5</u>	None	<i>verifying voter eligibility;</i>
<u>V:4.b.6</u>	None	<i>conducting the election;</i>
<u>V:4.b.7</u>	None	<i>counting the votes and certifying the results.</i>
	None	<i>The election process shall be as follows:</i>
<u>V:4.c.1</u>	None	<i>At the General Membership meeting in March, the Chairperson shall give notice of the election and announce the representative members who have been appointed to the Elections Committee.</i>
<u>V:4.c.2</u>	None	<i>At the General Membership meeting in April, the Elections Committee shall publish the rules governing the election, open the nominations process and specify the date on which nominations will be closed.</i>
<u>V:4.c.3</u>	None	<i>At the General Membership meeting in May, the Elections Committee shall publish a list of qualified candidates for each position, a statement of each candidate's qualifications and a separate list of candidates nominated but found not qualified to serve along with the reason(s) for disqualification.</i>

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<u>V:4.c.4</u>	None	<i>At the General Membership meeting in June, the Elections Committee shall conduct the election in accordance with the published rules.</i>
<u>V:4.c.5</u>	None	<i>For purposes of the election process, "publish" may be by hard copy or electronic means.</i>
<u>V:4.d</u>	The Chairperson, Secretary, Parliamentarian and six (6) Members at Large will be elected on the even numbered years. The Vice Chairperson, Treasurer and the remaining five (5) Members at Large will be elected on odd numbered years.	The Chairperson, Corresponding Secretary, Parliamentarian and six (6) Members at Large will be elected on the even numbered years. The Vice Chairperson, Treasurer and the remaining five (5) Members at Large will be elected on odd numbered years.
<u>V: 4.e.</u>	Directors shall be selected by a plurality vote of the council's Regular Membership. If two or more candidates receive an equal number of votes for the same office, their names will be placed in a hat and the Chairperson of the Elections Committee will draw one name to determine the winner.	Directors shall be selected by a plurality vote of the Council's Regular Membership. If two or more candidates receive an equal number of votes for the same office, their names will be placed in a container and the Chairperson of the Elections Committee will draw one name to determine the winner
<u>V: 4.f</u>	The election shall be by written ballot for each office for which there is a nomination. Election ballots shall be placed in designated ballot boxes at the Council's Annual Business Meeting.	<i>Election shall be by the process detailed in the Election Rules as published by the Elections Committee.</i>
Article VIX: Ad Hoc Committees		
<u>IX: 5.</u>	The Council Chairperson may appoint the following committees:	The Council Chairperson will appoint the following committees on an as-needed basis:
<u>IX: 5. a.</u>	Nominations and Election Committee	Elections Committee
<u>IX: 5. b.</u>		Nominations Committee
<u>IX: 5. c.</u>	By-Laws Committee	By-Laws Committee
<u>IX: 5. d.</u>	Awards Committee	Awards Committee
<u>IX: 5. e.</u>	Strategic Planning Committee	Strategic Planning Committee

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Article X: Regular Standing Committees <u>and Boards</u>		
X: 1.	The Chairperson may appoint, with the approval of the Board of Directors, such Regular Standing Committees as may be necessary in his or her judgment or the judgment of the Board of Directors.	The Chairperson may appoint, with the approval of the Board of Directors, such Regular Standing Committees as may be necessary in his or her judgment or the judgment of the Board of Directors.
	(a) Host Committee (b) Finance Committee (c) Program/Events Committee (d) Public Relations Committee (e) Membership Committee (f) Education Committee	(a) Host/ Registration Committee (b) Finance Committee (c) Program/Events Committee (d) Public Relations/ Marketing Committee (e) Membership Committee (f) Education Committee
X: 2.	None – new addition.	<i>The Chairperson may appoint, with the approval of the Board of Directors, members to an Advisory Board. Such members can be any individual who has demonstrated a commitment to diversity in the workplace. The Advisory shall provide advice and counsel to the OCEDC Board of Directors and shall meet from time to time as determined by the Chairperson of the OCEDC Board of Directors.</i>
X: 3.	The Chairperson shall be an Ex-Officio member of all committees.	The Chairperson shall be an Ex-Officio member of all committees. <i>The Chairperson and Vice-Chairperson shall be Ex-Officio members of the Advisory Board.</i>

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Article XI: Affiliation with Other Organizations		
XI: 1.	This organization may, by the two-thirds vote of its active membership, affiliate with any other professional organizations where it is in the common interests of the organizations concerned to work cooperatively toward achievement of common purposes, and where there are no fundamental disagreements between the purposes and the objectives of the organizations. The Council Chairperson or their designee shall represent the EDC, where applicable, on the Board of Directors of the affiliated organization.	This organization may, by the two-thirds vote of the full Board of Directors , affiliate with any other professional organizations where it is in the common interests of the organizations concerned to work cooperatively toward achievement of common purposes, and where there are no fundamental disagreements between the purposes and the objectives of the organizations. The Council Chairperson or their designee shall represent the EDC, where applicable, on the Board of Directors of the affiliated organization.
Article XII: Nominating Committee		
XII: 1.	The Chairperson shall appoint a committee composed of three (3) members active in the Council to constitute a Nominating Committee for the purpose of presenting names of candidates for the offices of Vice-Chairperson, Secretary, Treasurer, Parliamentarian and the appropriate number of Board Members at Large vacancies. The name or names shall be presented for each vacancy on the Board of Directors, created by expiration of a term of office. The Nominating Committee shall transmit its recommendation to the Secretary no later than sixty (60) days prior to the annual meeting. The Secretary shall send a notice listing those candidates nominated to each member of the Council, not less than fifteen (15) days prior to the annual business meeting. Nothing contained in this article shall restrict nominations from the floor at the Council's annual business meeting.	The Chairperson shall appoint a committee composed of three (3) members active in the Council to constitute a Nominating Committee. A member appointed to the Nominating Committee may not serve as a member of the Elections Committee in the same election cycle.

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<p>XII: 2.</p>	<p>for the purpose of presenting names of candidates for the offices of Vice-Chairperson, Secretary, Treasurer, Parliamentarian and the appropriate number of Board Members at Large vacancies. The name or names shall be presented for each vacancy on the Board of Directors, created by expiration of a term of office.</p>	<p>The Committee shall present one or more names of candidates for each vacancy on the Board of Directors created by the expiration of a term of office.</p>
<p>XII: 3.</p>	<p>The Nominating Committee shall transmit its recommendation to the Secretary no later than sixty (60) days prior to the annual meeting. The Secretary shall send a notice listing those candidates nominated to each member of the Council, not less than fifteen (15) days prior to the annual business meeting.</p>	<p>The Nominating Committee shall transmit its recommendations to the Elections Committee before the date that nominations are closed as set in the rules published by the Elections Committee.</p>
<p>XII: 4.</p>	<p>Nothing contained in this article shall restrict nominations from the floor at the Council's annual business meeting.</p>	<p>Nothing contained in this article shall restrict nominations from the floor at the Council's annual business meeting.</p>
<p>Article XV: Amendments to By-Laws</p>		
<p>XV:1</p>	<p>The by-Laws may be amended, repealed, or altered in whole or in part, by the majority vote of the Council Members voting in person at any membership meeting of the Council. Notices of such proposed changes shall be sent in writing or by facsimile to the members thirty (30) days before the meeting.</p>	<p>The by-Laws may be amended, repealed, or altered in whole or in part, by the majority vote of the Council Members voting in person at any membership meeting of the Council. Notices of such proposed changes shall be sent in writing or by electronic means to the members thirty (30) days before the meeting.</p>