

By Laws Working Group (By Laws WG) - Status of Activities since July 14, 2022

Submitted by Alice Hewitt and Kathy Roskos, By Laws Working Group Co-Chairs

- The By Laws Working Group (By Laws WG) convened a meeting on July 19, to address the attorney selection process, high level plan, target milestones and high level timeline for AAMC bylaws review.
- The members of the By Laws WG are Debby Dittman, Alice Hewitt, Kathy Roskos and Pam Herman. The WG also requested that Rachael Meny and Rachael Cefalu join the By Laws WG. Both have accepted.
- The scope of work has been split in two (2) parts – nomination processes and remaining bylaws updating – and can be completed either sequentially or in parallel.
- Materials are being gathered to present to the selected attorney regarding the Nominating Committee Processes (i.e. Nominating Committee minutes (last 2-3 years), Annual Meeting minutes (last 2-3 years), BOG Meeting minutes re. approval of nominated Governors (last 2-3 years)).
- A high level plan, including target milestones, EC and BOG check-ins via Special Meetings, and an overall timeline is under preparation.
- Progress to date includes initial selection of four (4) attorneys for outreach: Mill Law Center, Neo Law, Delphino/Madden and Downey Brand. Two of the firms only do nonprofit, the other two have nonprofit experience as part of the work they do as a firm.
- Pam H. started to introduce the work to these 4 firms the week of July 25. After the initial contact, the firms will require a 'conflict check' to see if the attorneys are free to engage with the AAMC.
- After these first steps are complete, Debby and Pam H. will conduct an interview and seek a bid on the scope of work, including any opportunity for pro bono work.
- Once an attorney is identified, AAMC passes conflicts and bids are obtained, the By Laws WG proposes to engage EC and BOG at appropriate check in milestones.

DRAFT TIMELINE IS CAPTURED BELOW:

Target milestones and timeline for bylaw assessment and revision (proposed)

- Contact candidate attorneys by email or phone; explain scope and intent of work package; request a conflicts check – Aug 5
- Debby and Pam H. and candidate attorneys to complete interview discussions prior to BOG check in – Aug 12
- For Attorneys that AAMC passes conflicts, obtain bid for 2 part services (#1 – nomination committee processes; #2 – updating bylaws) – Aug 12
- Informational Check in with EC: Review attorney bids and evaluative criteria; Yeah or Nay acknowledgement – Aug 24 Special EC Meeting
- Attorney engagement Decision rests with Debby (with advice from Rachael Meny) – Sept 2
- Determine additional qualified AAMC members to complete pre-work with By Laws WG – Completed (Rachael Meny and Rachael Cefalu have accepted)
- Complete Attorney selection – Sept 9
- Complete internal pre-work – Aug/Sept
- Board review of internal AAMC pre-work – Sept/Oct Special Board Meeting (Wednesday to accommodate all BOG members)
- Submission of pre-work materials to attorney; AAMC contact is R. Meny – Oct 15
- Completion of Attorney assessment, review and bylaw revisions – Nov 15 – Dec15
- Attorney progress check in – Nov 15-Dec 1
- Additional check-ins with AAMC BOG - is another Special Board Meeting required?
- Board review of proposed bylaw revisions – Dec '22 to Jan '23 (allocate ~ 6 weeks)