

# **BYLAWS OF THE INDIANA COMMISSION FOR WOMEN**

## **ARTICLE I: NAME**

The name of this organization shall be the Indiana Commission for Women as established by State Enrolled Act No. 500 of the General Assembly of the State of Indiana and described in Indiana Code 4-23-25. (Hereinafter to be referred to as the “Commission” or the “Women’s Commission”).

## **ARTICLE II: PURPOSE**

The mission of the Indiana Commission for Women is to enhance lives of Indiana women and their families; to address their concerns; and to promote justice, fairness, and equality of resources and services.

## **ARTICLE III: HIERARCHY OF AUTHORITY**

The law governing the Women’s Commission shall be:

First, the Indiana Constitution;

Second, all statutes of the general assembly in force, and not inconsistent with the Indiana Constitution;

Third, administrative regulations relating to the duties assigned to the Women’s Commission by statute; and

Fourth, any bylaws properly adopted by the Women’s Commission.

## **ARTICLE IV: MEMBERS**

### **Section 1. Commission Membership**

Pursuant to IC 4-23-25-3, the Women’s Commission consists of the following members:

1. Six (6) members appointed by the Governor. Not more than three (3) of the members appointed under this section may be members of the same political party. At least four (4) of the members appointed under this section must be women.

A member appointed to the Commission under this section serves a term of four (4) years or until a successor is appointed. If a member's term expires before a successor is appointed, the member's term is extended until a successor is appointed.

2. Two (2) members appointed by the President Pro Tempore of the Senate who are not members of the general assembly. Members appointed under this section may not be members of the same political party. At least one (1) of the members appointed under this section must be a woman.

A member appointed to the Commission under this section serves a term of three (3) years or until a successor is appointed. If a member's term expires before a successor is appointed, the member's term is extended until a successor is appointed.

3. Two (2) members appointed by the Speaker of the House of Representatives who are not members of the general assembly. Members appointed under this section may not be members of the same political party. At least one (1) of the members appointed under this section must be a woman.

A member appointed to the Commission under this section serves a term of three (3) years or until a successor is appointed. If a member's term expires before a successor is appointed, the member's term is extended until a successor is appointed.

4. Two (2) senators appointed in the same manner as members of Senate standing committees are appointed. The appointed senators may not be members of the same political party. At least one (1) of the members appointed under this section must be a woman. A member appointed to the Commission under this section serves the remainder of the member's term in office.
5. Two (2) members of the House of Representatives appointed in the same manner as members of standing committees of the House of Representatives are appointed. The appointed representatives may not be members of the same political party. At least one (1) of the members appointed under this section must be a woman. A member appointed to the Commission under this section serves the remainder of the member's term in office.
6. The Governor or the Governor's designee serves as an ex officio member of the commission. The Governor or the Governor's designee serves while the Governor remains in office.
7. Not more than four (4) members who are not members of the general assembly may be employees of state agencies.

If a member of the Commission is not permitted by statute to assign a designee to represent the member on the Commission, the member may appoint a proxy to serve in place of the Commission member.

## **Section 2. Advisers or Advisory Committees**

Pursuant to IC 4-23-25-8, the Commission may appoint advisers to advisory committees. Individuals appointed as an advisor and/or to an advisory committee by the Commission may not vote on any "final action," as defined in IC 5-14-1.5-2(g), considered by the Commission.

## **Section 3. Vacancies**

Pursuant to IC 4-23-25-4, vacancies will be filled in the same manner as the appointment of the vacating member. A member of the general assembly who is appointed to an unexpired term may not serve longer than the member's term in office.

#### **Section 4. Removal of Member for Cause**

Pursuant to IC 4-2-25-3(k), a member of the Commission may be removed for cause. Cause for removal includes, but is not limited to, when a member of the Commission is absent for more than half the meetings in the fiscal year.

#### **Section 5. Compensation**

No compensation shall be paid to any officer or member of the Commission. Reimbursements for expenses incurred shall be paid consistent with State procurement policies and procedures.

#### **Section 6. Executive Director**

The Executive Director shall prepare a calendar for the Commission for the upcoming year denoting meeting dates, events and focus area initiatives. This calendar will be provided to Commissioners and proxies no later than November 30th of each year.

#### **Section 7. Member Resignations**

Resignation from the Commission shall be by letter submitted to the appointing authority with copy to the Commission Executive Director.

### **ARTICLE V: OFFICERS**

#### **Section 1. Selection of Chairperson**

Pursuant to IC 4-23-25-5, the Governor shall annually select one (1) member to serve as Chairperson of the Commission. The Chairperson shall serve until the Governor subsequently selects a Chairperson. There is no limitation on the number of terms a member may serve as Chairperson of the Commission. The duties of the Chairperson shall be to preside at all meetings of the Commission, appoint chairs of committees, and supervise the activities of the Commission. The Chairperson shall be an ex-officio member of all committees except the Nominating Committee.

#### **Section 2. First Vice-Chairperson**

At the first meeting of the Commission each year, or as soon thereafter as feasible, the members shall elect one (1) member as First Vice-Chairperson. The office is effective immediately upon election. The First Vice-Chairperson shall preside over and exercise all the powers and duties of the Chairperson if the Chairperson is not available or the position is vacant, as well as any other duties set forth in these bylaws.

#### **Section 3. Second Vice-Chairperson**

At the first meeting of the Commission each year, or as soon thereafter as feasible, the members shall elect one (1) member as Second Vice-Chairperson. The office is effective immediately upon election. The duties of the Second Vice-Chairperson shall preside over

and exercise all the powers and duties of the Chairperson if the Chairperson and First Vice Chairperson are not available or the position(s) is vacant, as well as any other duties set forth in these bylaws.

#### **Section 4. Secretary**

At the first meeting of the Commission each year, or as soon thereafter as feasible, the members shall elect one (1) member as Secretary. The office is effective immediately upon election. The Secretary shall keep a record of all proceedings of the Commission and the Executive Committee meetings, and any other duties set forth in these bylaws.

#### **Section 5. Treasurer**

At the first meeting of the Commission each year, or as soon thereafter as feasible, the members shall elect one (1) member as Treasurer. The office is effective immediately upon election. The Treasurer shall take charge of Commission financial activities and work with the Indiana Treasurer of State to administer the special fund listed in IC 4-23-25-10, and any other duties set forth in these bylaws.

#### **Section 6. Election of Officers**

The Nominating Committee shall present candidates for offices to be considered by the Commission at a meeting within sixty days following the vacancy of the office. Additional nominees may be made from the floor provided written consent of the nominee has been obtained if not present at the meeting.

Election of officers will be approved by the Commission pursuant to requirements for a “final action” and in accordance with the Indiana Code (a majority of member affirmatively vote in favor, and a quorum of at least 8 members are present). Elected officers will serve to the end of designated term or until Commission appointment expires.

An elected officer may serve no more than two (2) consecutive terms in the same office.

Elected officers will serve to the end of designated term or until Commission appointment expires.

#### **Section 7. Vacancies**

Vacancies in any elected office shall be filled for the unexpired term by the recommendation of the Executive Committee and approved by the Commission pursuant to requirements for a “final action” set forth in these bylaws and in accordance with the Indiana Code (a majority of member affirmatively vote in favor, and a quorum of at least 8 members are present)..

## **ARTICLE VI: MEETINGS**

### **Section 1. Scheduling Meetings**

Pursuant to IC 4-23-25-6, the Commission shall meet at least one (1) time quarterly. The Commission shall establish an annual meeting calendar for the quarterly meetings. Further, the Executive Director shall prepare a calendar for the Commission for the upcoming year denoting meeting dates, events and focus area initiatives. This calendar will be provided to Commissioners no later than November 30th of each year.

Further, special meetings may be scheduled at the request of the Chairperson or upon the request of five (5) members of the Commission. If the Chairperson or five (5) Commission members call for a special meeting, the requesting party(ies) shall notify all Commission members in writing (including email or facsimile) of the request for a special meeting.

Special meetings will be held within twenty (20) calendar days of the request at a date and time convenient to the members, to the extent possible, and at a location determined by Commission staff, in consultation with the requesting party(ies). Commission staff shall handle meeting logistics, including securing meeting locations, for special meetings. Commission members must provide calendar availability to Commission staff within forty-eight (48) hours after a request for a special meeting has been sent to Commission members. Following this forty-eight (48) hour period, Commission staff will select a date for the special meeting, provided that a quorum that includes the requesting party(ies) and an elected Commission Officer. A special meeting called pursuant to this section does not qualify as a meeting for purposes of satisfying the requirement under IC 4-23-25-6 that the Commission meet at least one (1) time quarterly.

### **Section 2. Cancellation of Meetings**

The Chairperson may cancel a meeting up to five (5) business days prior to the meeting by notifying Commission members in writing (including email or facsimile). The Chairperson's decision shall be final unless five (5) or more Commission members object in writing (including email or facsimile) to the cancellation within forty-eight (48) hours of the Chairperson's notification. Meetings may not be cancelled with less than five (5) business days notice unless such cancellation is due to an unforeseen emergency.

### **Section 3. Executive Sessions**

The Commission may meet in executive session for the reasons specified in IC 5-14-1.5-6.1 and shall comply with the notice requirements of IC 5-14-1.5-5. The Chairperson or five (5) Commission members shall determine when an executive session is needed.

### **Section 4. Absence of the Chairperson**

If it is necessary for the Chairperson to be absent from a meeting for any reason, the following

order of succession shall apply to the meeting:

The First Vice-Chairperson shall preside and exercise all the powers and duties of the Chairperson. If this individual is absent, then;

The Second Vice-Chairperson shall preside and exercise all the powers and duties of the Chairperson. If this individual is absent, then;

The Secretary shall preside and exercise all the powers and duties of the Chairperson. If this individual is absent, then;

The Treasurer shall preside and exercise all the powers and duties of the Chairperson.

If none of the Commission officers are available for a meeting, and if there is a quorum present, the members present shall, by majority vote, agree upon a member to preside and serve as Chairperson.

### **Section 5. Public Notice**

Pursuant to IC 5-14-1.5-5, the Commission staff shall provide public notice of each Commission meeting and executive session, and shall make the agenda for each meeting available online at least five (5) business days before the Commission.

### **Section 6. Agenda Preparation and Dissemination**

The Chairperson and the Commission staff are jointly responsible for establishing the agenda for each Commission meeting after receiving and considering recommended agenda items from Commission members as well as all other items necessary to fulfill the Commissions mandated responsibilities. No Commission member can be deprived of the basic rules of membership, which includes the right to place items on the agenda.

All Commission members may add items to each meeting agenda as follows:

1. Commission members may add agenda items by submitting a written request to both the Chairperson and Commission staff. The Chairperson and/or Commission staff will acknowledge receipt of the request within one (1) business day.
2. Requests for items that require “final action” by the Commission must be submitted via email to the Chairperson and Commission staff at least five (5) business days before a Commission meeting. The following exception to the seven business day rule applies: if the Chairperson and five (5) Commission members determine that an emergency or special circumstances exist, a matter may be added to the agenda for “final action” during a Commission meeting.
3. Reporting or discussion items may be added to the agenda before or during a meeting as is consistent with IC 5-14-1.5.

The final draft written agenda must be approved by both the Chairperson and the Commission staff. Once approved, the final agenda, together with supporting background and related materials, must be provided in electronic format to Commission members at least five (5) business days before a meeting.

## **Section 7. Conduct of a Meeting**

Subject to the Rules of Order as described herein, the conduct of the meeting shall be at the discretion of the Chairperson; provided, however, each Commission member shall have the right and responsibility to participate fully in the meeting, ask questions and provide input on any issue before the Commission, move the Commission to a vote on agenda items, and discharge his or her duties fully as outlined in Indiana Code.

### Obtaining and Assigning the Floor:

Before a Commission member can make a motion or speak in debate, the member must be recognized by the Chairperson. The Chairperson must recognize any person who seeks the floor while entitled to it. A member is entitled to the floor if the member requests the floor at a time that no other member is talking. If two or more members seek recognition, the member addressing the Chairperson first should be given the floor. If it is uncertain which member addressed the Chairperson first, the Chairperson will determine the order by which the members will be recognized to speak.

### Motion Procedure for Action Items:

To make a main motion, a Commission member must obtain the floor, as explained above. The member then makes his or her motion, by saying “I move that . . . [announcing what he proposes in a wording intended to become the assembly’s official statement of the action taken].”

After a motion has been made, another Commission member who wishes it to be considered says, “I second the motion,” or, “I second it,” or even “Second!” – without obtaining the floor and without rising. If there is not a second, then the motion dies.

The Chairperson must state the question on a motion immediately after it has been made and seconded, unless the Chairperson is obligated to rule that the motion is out of order or unless, in his or her opinion, the wording is not clear.

### Maker of the Motion:

Until the Chairperson states the question, the maker has the right to modify the motion as the maker pleases or to withdraw it entirely.

### Modification of a Motion – by Non-Maker:

Until the Chairperson states the question, a Commission member may suggest modifications to improve the language of the motion. The maker of the motion can accept or reject the changes.

### Amending a Motion:

After the Chairperson calls the question, any Commission member may propose an amendment. If an amendment to a motion is made and seconded, it is then debatable. In order to be adopted, the amendment must be approved pursuant to the voting requirements set forth

in these bylaws to adopt a “final action” and in accordance with the Indiana Code (a majority of member affirmatively vote in favor, and a quorum of at least 8 members are present). If the amendment is adopted, then the main motion is voted on in its amended form.

Appealing a Ruling of the Chairperson:

If the Chairperson makes a ruling and a Commission member disagrees, the member should raise his or her hand and state that he or she appeals the ruling of the Chairperson. If another member seconds the appeal, then the Chairperson puts the question to the Commission, who decide by majority vote of members present whether to sustain the Chairperson’s ruling. A majority or tie vote sustains the decision of the Chairperson. If the decision of the Chairperson is not sustained, it is considered reversed.

Interpretation of Commission Meeting Procedures:

If a dispute arises at any time during a meeting as to the interpretation of any part of these bylaws and procedures, a Commission member may move to adopt his or her interpretation of the provision(s) at issue. If another member seconds the motion, then the Chairperson shall put the question to the Commission, who shall decide by majority vote of members present whether to adopt that interpretation. Such vote shall occur during the meeting in which the dispute arose, and may not be delayed to a future meeting.

Commission Members’ Access to Staff:

A Commission member, who has been recognized by the Chairperson, may, at any time, request to address Commission staff, and staff shall be permitted to respond.

**Section 8. Quorum and Voting**

Pursuant to IC 4-23-25-6, the Commission has quorum when eight (8) members are present to take official action. So long as a quorum is present, a majority vote of members present for a meeting shall be required for all “final actions” of the Commission.

Votes by the Commission are taken by alphabetical roll call of the members, with the Chairperson voting last. Each Commission member’s vote shall be recorded in the minutes. Roll call shall be taken and recorded by the Commission staff.

**Section 9. Public Participation in Commission Meetings**

All meetings of the Commission and its committees, except those designated executive sessions, shall be open to the public and shall be accessible to persons with disabilities. Agendas shall be available upon request.

The Commission shall accept comment from any interested person on items that appear on the Commission’s agenda for that meeting, as well as general public comments. A person who desires to speak at a Commission meeting must register prior to the beginning of the meeting. Registration sheets shall customarily be available at least thirty (30) minutes prior to the start of the meeting, and registration shall close five (5) minutes before the start of the meeting. Required registration information shall include the name and address of the person providing the comments, the name of the organization (if any) that the person represents, and the topic to be discussed. Public comments are limited to three (3) minutes in length. Statements shall be timed by the Commission staff and time limits will be strictly enforced.



Written comments may be submitted to the Chairperson or Commission staff by a speaker and copies shall be distributed to the full Commission. No person may speak more than once on the same topic. Comments shall be directed to the Commission, not to an individual member, and questions will not be entertained.

The Chairperson shall enforce these rules and may, subject to these bylaws, take actions necessary to maintain order at the Commission meeting. Such actions may include, but are not limited to:

Interrupting a person making a statement if the statement is too lengthy, unduly repetitive or otherwise violates these rules; and

Limiting the total amount of time devoted to public statements based on the number of persons wishing to make statements and the length of the Commission's agenda.

Public comment will be taken prior to the Commission's discussion and vote on any final action items on the meeting agenda.

## **Section 10. Parliamentary Authority**

The procedures at all meetings shall be governed by the current edition of Robert's Rules of Order, Newly Revised, except as expressly modified by these bylaws.

### **ARTICLE VII: COMMITTEES**

The Commission shall have, but not limited to, the following Standing Committees: Executive, Nominating, Operational and Financial Oversight, Outreach and Communication, and Legislative Affairs.

Each standing committee will contain a minimum of three (3) Commissioners appointed by the Chairperson, unless stated otherwise herein. Commission members may volunteer to serve on the committees of their choice. No Standing Committee may take a "final action" on behalf of the Women's Commission.

Special representatives other than Commission members may be appointed by the Chairperson to serve on Standing Committees for the period of time designated by the Chairperson. Special representatives appointed to Standing Committees by the Chairperson shall serve in an advisory role only, and will not be counted for purposes of establishing quorum and will not be considered a voting member of the committee.

## **Section 1. Executive Committee**

The Executive Committee shall consist of the Chairperson, both Vice-Chairpersons, the Secretary, and the Treasurer of the organization.

The Executive Committee may meet at the call of any committee member with at least five (5) business days notice provided to all committee members. After any committee meeting, the Commission staff shall report the meeting minutes the Commission.

The Executive Committee shall meet at least quarterly.

A simple majority shall constitute a quorum.

## **Section 2. Nominating Committee**

The Nominating Committee shall consist of a minimum of three (3) Commissioners appointed annually by the Chairperson, one of which shall be the First Vice Chairperson who shall serve as the chairperson of the Committee.

The Nominating Committee may meet at the call of any committee member with at least five (5) business days notice provided to all committee members. After any committee meeting, the Commission staff shall report the meeting minutes the Commission.

Committee duties include:

1. Present candidates for office for Commission elections;
2. When terms expire or when a position becomes available, recommend Commission appointees to appointing authorities to enhance the diversity of the Commission; and
3. Work with Commission staff to maintains records of appointments and terms served.

Any committee member A simple majority shall constitute a quorum.

## **Section 3. Operational and Financial Oversight Committee**

The Operational and Financial Oversight Committee shall consist of a minimum of three (3) Commissioners appointed by the Chairperson, one of which shall be the Treasurer of the Commission who shall serve as the chairperson of the committee.

The Operational and Financial Oversight Committee may meet at the call of any committee member with at least five (5) business days notice provided to all committee members. After any committee meeting, the Commission staff shall report the meeting minutes the Commission.

Committee duties include:

1. Address internal policy issues for the Commission and oversee Commission financial activities;
2. Coordinate with the State Treasurer's Office to administer the special fund identified in IC 4-23-25-10;
3. Work with Commission staff to ensure that a Biennial financial forecast report is submitted to the umbrella agency (Indiana Civil Rights Commission) for the

State Budget Agency in a timely manner;

4. Work with Commission staff to ensure that an annual budget is prepared for Indiana Civil Rights Commission to be included in the annual package to the State Budget Agency;
5. Address internal policy issues for the Commission; and
6. Oversee the relationship between the Commission and the Indiana Civil Rights Commission.

A simple majority shall constitute a quorum.

#### **Section 4. Outreach and Communication Committee**

The Outreach and Communication Committee shall consist of a minimum of three (3) Commissioners appointed by the Chairperson, one of which shall be the Second Vice-Chairperson who shall serve as the chairperson of the committee.

The Outreach and Communications Committee may meet at the call of any committee member with at least five (5) business days notice provided to all committee members. After any committee meeting, the Commission staff shall report the meeting minutes to the Commission.

Committee duties include:

1. Address media coverage of Commission activities;
2. Market the Indiana Women's Commission;
3. Select one member to serve as historian of the Commission;
4. Oversee affiliations and coalitions with other organizations including other Women's Commissions and the Commission's national organization, the National Association of Commissions for Women;
5. Oversee any fundraising efforts on behalf of the Commission;
6. Select areas of interest to be studied in ad hoc sub-committees and/or task forces or topics to be studied by the Commission as a whole; and
7. Assist with planning and execution of special events and/or forums (e.g. annual Torchbearer Awards).

A simple majority shall constitute a quorum.

#### **Section 5. Legislative Affairs Committee**

The Legislative Affairs Committee shall consist of a minimum of three (3) Commissioners

appointed by the Chairperson, one of which shall be the Secretary who shall serve as the chairperson of the committee.

The Legislative Affairs Committee may meet at the call of any committee member with at least five (5) business days notice provided to all committee members. After any committee meeting, the Commission staff shall report the meeting minutes to the Commission.

1. Advise and oversee efforts of ICW Executive Director and staff in tracking pertinent legislation during the legislative session;
2. Determine output for tracking (weekly brief, in-depth reports, etc.); and
3. Speak for the Commission in determining whether the Executive Director, staff or Committee Members may speak on behalf of the ICW or provide support or testimony to the committees of the General Assembly.

A simple majority shall constitute a quorum.

### **Section 6. Other Committees**

Special Committees/Task Forces may be formed by the Commission to function within the Commission's areas of concerns. The Commission Chairperson shall appoint a Chairperson for each Special Committee/Task Force. The membership of each Special Committee/Task Force shall include all interested Commission members and other volunteers as selected by the Committee Chairperson. Each Special Committee/Task Force shall submit regular reports to the Commission as requested by the Chairperson of the Commission.

### **ARTICLE IX: AMENDMENTS**

These bylaws may be amended at any meeting of the Commission by a two-thirds vote of Commission members in attendance, if a quorum is present.

### **STANDING RULES: WOMEN'S COMMISSION**

1. Every effort will be made to insure bipartisanship and geographical diversity to the positions of Chairperson, First Vice-Chairperson, and Second Vice-Chairperson.

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