

Ballot to Amend Bylaws Article XVI

Vote **Yes** or **No**, or to **abstain**, submit the ballot, but do not vote

YES _____ NO _____

- Proposed by the **Board of Directors**
- Bylaws Committee recommends approval
- Quorum for the vote - 5% of the Members in good Standing on Nov 1, 2015
- Votes will be counted only if a Quorum of ballots is received during the voting period
- Proposal will pass if two thirds (2/3) of the votes cast indicate a 'YES' vote
- Voting period will be **Nov 30-Dec 15, 2015**. All votes received by Dec 15, 2015 will be counted following instructions in the Policy & Procedures Manual 9.3

Summary of Changes:

- Unlinking the official notice provisions from the annual meeting and moving them to Article XVI
- Changing/clarifying the vote requirement for an existing bylaws amendment from simple majority vote to two-thirds vote of the Members voting, per Robert's Rules
- Requiring the vote be via electronic ballot
- Requiring a rationale for the proposed amendment
- Expanding the number of Members signatures required to send a proposed amendment to the Board from 10 to 30
- Clarifying that the original decision whether or not to bring a proposed amendment to the membership for vote lies strictly with the Board
- Expanding the number of Members signatures required from 100 to 150 to override the Board's decision to not bring a proposed amendment to the membership
- Requiring a geographically broad base of support for resubmitted proposed amendment ensuring that there are at least 5 signatures from each of 6 affiliates
- Requiring that a resubmitted proposed amendment contain the Bylaws Committee analysis and recommendation as well as the Board's action
- Requiring that a proposed amendment may not be resubmitted until the draft minutes of the Board meeting where the action took place have been posted

Analysis:

Pros:

- Requiring a 2/3 vote to pass amendments is consistent with Robert's Rules recommendation
- Requiring vote via electronic ballot allows the greatest number of Members to participate without incurring travel expenses to do so
- Required notice provisions are found within Article XVI
- The increase from 10 to 30 Member signatures required to send a proposed bylaws amendment to the Board is sufficiently low so that it is achievable, while increasing the number of signatures to a reasonable percent of NAEA membership. 30 Members represent approximately one quarter of one percent (.25%) of NAEA membership
- The decision whether or not to present a proposed amendment to the membership for vote rightly belongs to the Board
- The Board members are the **elected** governing members of the association. Overriding the Board's decision should not be too easy, should follow publication of the Board's action, and should include broad support for such an action. The minimum of 150 Members equates to approximately one and one quarter percent (1.25%) of the NAEA membership

Cons:

- Historically, bylaws changes and amendments have been discussed in-person at the Annual Meeting. Changing to an electronic ballot limits the in-person discussion/debate
- It will be more difficult for proposed amendments to originate from the membership
- It will be more difficult to override a Board decision
- It will be more difficult to pass a proposed amendment

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED, WILL READ
<p>ARTICLE XVI Amendment of Bylaws</p> <p>16.01 Amendment Proposals</p> <p>Proposals to amend these bylaws may be made by either Members of the Association, which proposed amendment(s) must be signed by ten Members, or by the Board. All proposed amendments will be presented to the Bylaws Committee. The Bylaws Committee will prepare an analysis of the proposed amendment and submit the analysis to the Board with the recommendation for consideration. If the Bylaws Committee recommends the proposed bylaw amendment be submitted to the membership for vote, the Board will cause the proposed bylaw amendment, together with the analysis of the Bylaws Committee, to be included in the Notice of Annual Meeting or submitted to the membership for mail or email ballot. If the Bylaws Committee concludes the proposed amendment is not appropriate for submission to the membership and the Board agrees, the proponents of the measure will be so notified. However, the proponents of the amendment will have the option of resubmitting the proposed amendment with the signature of 100 Members, in which case it must be submitted to the membership either as part of the Notice of Annual Meeting or by mail ballot for determination.</p> <p>16.02 Amendment</p> <p>These bylaws may be amended as follows (provided that in each case, the amendment/s has/have been properly noticed): at any Annual Meeting of the Members, at any Special Meeting of the Members, or by mail/electronic ballot.</p>	<p>ARTICLE XVI Amendment of Bylaws</p> <p>16.01 Amendment Proposals</p> <p>Amendments to these existing bylaws require 2/3 vote of the Members voting. Proposals to amend these bylaws may be made by either Members of the Association, <u>in which case the proposed amendment(s) must be signed by ten thirty Members, or by the Board.</u> All proposed amendments will be presented to the Bylaws Committee <u>and shall include a rationale of why it is proposed.</u> The Bylaws Committee will prepare an analysis of the proposed amendment and submit the analysis to the Board with <u>the a</u> recommendation for consideration. <u>If the Bylaws Committee recommends the proposed bylaw amendment Board votes to be submitted the proposed amendment</u> to the membership for vote, <u>the Board</u> will cause the proposed bylaw amendment, together with the analysis of the Bylaws Committee, to be <u>included in the Notice of Annual Meeting or sent to the membership with a 45 day notice, and subsequently</u> submitted to the membership for <u>mail or email electronic</u> ballot. <u>If the Bylaws Committee Board</u> concludes the proposed amendment is not appropriate for submission to the membership <u>and the Board agrees,</u> the proponents of the measure will be so notified. <u>However, if the Board elects not to take the proposal to the membership</u> the proponents of the amendment will have the option of resubmitting the <u>identical</u> proposed amendment <u>after the draft minutes of the Board meeting where the action occurred are posted. The resubmitted proposal must include the Bylaws Committee analysis and the Board action along</u> with the signatures of <u>100-150 Members, comprised of at least five Members from each of six different affiliates. The resubmitted proposal in which case it must then be properly noticed and</u> submitted to the membership <u>either as part of the Notice of Annual Meeting or by mail for vote via electronic ballot for determination.</u></p> <p>16.02 Amendment</p> <p>These bylaws may be amended as follows (provided that in each case, the amendment/s has/have been properly noticed): at any Annual Meeting of the Members, at any Special Meeting of the Members, or by mail/electronic ballot.</p>	<p>ARTICLE XVI Amendment of Bylaws</p> <p>16.01 Amendment Proposals</p> <p>Amendments to these existing bylaws require 2/3 vote of the Members voting. Proposals to amend these bylaws may be made by either Members of the Association, in which case the proposed amendment(s) must be signed by thirty Members, or by the Board. All proposed amendments will be presented to the Bylaws Committee and shall include a rationale of why it is proposed. The Bylaws Committee will prepare an analysis of the proposed amendment and submit the analysis to the Board with a recommendation for consideration. If the Board votes to submit the proposed amendment to the membership for vote, it will cause the proposed bylaw amendment, together with the analysis of the Bylaws Committee, to be sent to the membership with a 45 day notice, and subsequently submitted to the membership for electronic ballot. If the Board concludes the proposed amendment is not appropriate for submission to the membership, the proponents of the measure will be so notified. However, if the Board elects not to take the proposal to the membership, the proponents of the amendment will have the option of resubmitting the identical proposed amendment after the draft minutes of the Board meeting are posted. The resubmitted proposal must include the Bylaws Committee analysis and the Board action along with the signatures of 150 Members comprised of at least five Members from each of six different Affiliates. The resubmitted proposal must then be properly noticed and submitted to the membership for vote via electronic ballot.</p>