

Ballot to Amend Bylaws Article VIII, and associated changes in Articles VI, VII, IX, XI and XV

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

Background:

In May of 2014, the NAEA Board of Directors (the Board) formed the Governance Structure Task Force to look at the complete governance structure of NAEA and review the Director and Officer positions, qualifications, terms, limits, and structure, and to recommend any changes which would better serve the needs of NAEA. In May of 2015, the Governance Structure Task Force made its report and recommendations to the Board and the Board tasked the Governance Committee with reviewing the recommendations and providing its counsel to the Board with respect to same. In August 2015 the Board approved three recommendations which require Bylaws amendments and subsequently tasked the Bylaws Committee with drafting the Bylaws amendments to reflect these changes.

Summary of Changes:

1. Officer position of Secretary/Treasurer **splits** into two positions – Secretary and Treasurer
2. **Term of office** for Secretary and Treasurer **changes** from one year to two years
3. The Officer positions of Secretary and Treasurer will be **limited to two consecutive terms** of office
4. Election of Secretary and election of Treasurer will be held in alternate years
5. Brief description of Secretary position added
6. Article VIII renumbered appropriately after additions
7. Articles VI, IX, XI, XV updated to reflect the split of the position
8. The size of the Board **does not** change because the addition of the new Officer position will reduce the number of Director positions. Article VII changed to reflect the new number of Director positions and the number of Directors elected each year.
9. The Executive Committee **will** have six members as a result of the position split, but there are no associated Bylaws changes required.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED, WILL READ
<p>ARTICLE VIII Officers</p> <p>8.01 Officers of the Association The Officers of the Association will be a President; a President-Elect, who will automatically succeed to the office of President; a Secretary/Treasurer; and the Immediate Past President, each of whom will be a Member.</p> <p>8.02 Election of Officers Each Officer will be elected to serve for a one-year term by the Members in the same manner as prescribed for Directors. The term of office will commence with the annual installation ceremony and will continue until the expiration of the terms for which elected and until their successors have been installed.</p> <p>8.03 Removal of Officers</p> <p>8.04 Vacancies</p> <p>8.05 President</p> <p>8.06 Secretary/Treasurer The Secretary/Treasurer will be the Chief Financial Officer of the Association.</p> <p>8.07 Executive Vice President</p> <p>ARTICLE VI Membership Meetings</p> <p>6.02 Notice of Annual Meeting The Secretary/Treasurer, or designee, will issue a notice by mail and/or electronic means of the Annual Meeting at least forty-five days prior to the date set.</p> <p>ARTICLE IX Board Meetings</p> <p>9.03 Notice of Meeting Written notice of a regularly scheduled meeting will contain an agenda and be distributed at least seven days prior thereto by the Secretary/Treasurer, or designee, to the Board and to the President of each Affiliate.</p> <p>ARTICLE XI Organizational Year</p> <p>11.01 Fiscal Year The fiscal year of the Association will be from July 1 through June 30, or such other period as is recommended by the Secretary/Treasurer and approved by the Board.</p> <p>ARTICLE XV Dissolution</p> <p>15.01 Dissolution</p>	<p>ARTICLE VIII Officers</p> <p>8.01 Officers of the Association The Officers of the Association will be a President, who will automatically succeed to the office of Immediate Past President; a President-Elect, who will automatically succeed to the office of President; a Secretary; Treasurer; and the Immediate Past President, each of whom will be a Member.</p> <p>8.02 Election of Officers <u>In even-numbered years, the President-Elect and Treasurer</u>Each Officer will be elected <u>to serve for a one-year term</u> by the Members in the same manner as prescribed for Directors. <u>In odd-numbered years, the President –Elect and the Secretary will be elected by the Members in the same manner as prescribed for Directors.</u></p> <p>8.03 Terms of Office <u>The President-Elect, the President, and the Immediate Past President will each serve a one year term. The Secretary and the Treasurer will each serve a two year term. The Secretary and the Treasurer may serve up to two consecutive two year terms.</u> The term of office will commence with the annual installation ceremony and will continue until the expiration of the terms for which elected and until their successors have been installed.</p> <p>8.0304 Removal of Officers</p> <p>8.0405 Vacancies</p> <p>8.0506 President</p> <p>8.0607 Secretary/Treasurer The Secretary/Treasurer will be the Chief Financial Officer of the Association.</p> <p>8.08 Secretary <u>The Secretary will be the official Record Keeper of the Association.</u></p> <p>8.0709 Executive Vice President</p> <p>ARTICLE VI Membership Meetings</p> <p>6.02 Notice of Annual Meeting The Secretary/Treasurer, or designee, will issue a notice by mail and/or electronic means of the Annual Meeting at least forty-five days prior to the date set.</p> <p>ARTICLE IX Board Meetings</p> <p>9.03 Notice of Meeting Written notice of a regularly scheduled meeting will contain an agenda and be distributed at least seven days prior thereto by the Secretary/Treasurer, or designee, to the Board and to the President of each Affiliate.</p>	<p>ARTICLE VIII Officers</p> <p>8.01 Officers of the Association The Officers of the Association will be a President, who will automatically succeed to the office of Immediate Past President; a President-Elect, who will automatically succeed to the office of President; a Secretary; a Treasurer; and the Immediate Past President, each of whom will be a Member.</p> <p>8.02 Election of Officers In even-numbered years, the President-Elect and Treasurer will be elected by the Members in the same manner as prescribed for Directors. In odd-numbered years, the President-Elect and Secretary will be elected by the Members in the same manner as prescribed for Directors.</p> <p>8.03 Terms of Office The President-Elect, the President, and the Immediate Past President will each serve a one-year term. The Secretary and the Treasurer will each serve a two-year term. The Secretary and Treasurer may serve up to two consecutive two-year terms. The term of office will commence with the annual installation ceremony and will continue until the expiration of the terms for which elected and until their successors have been installed.</p> <p>8.04 Removal of Officers</p> <p>8.05 Vacancies</p> <p>8.06 President</p> <p>8.07 Treasurer The Treasurer will be the Chief Financial Officer of the Association.</p> <p>8.08 Secretary The Secretary will be the official Record Keeper of the Association.</p> <p>8.09 Executive Vice President</p> <p>ARTICLE VI Membership Meetings</p> <p>6.02 Notice of Annual Meeting The Secretary, or designee, will issue a notice by mail and/or electronic means of the Annual Meeting at least forty-five days prior to the date set.</p> <p>ARTICLE IX Board Meetings</p> <p>9.03 Notice of Meeting Written notice of a regularly scheduled meeting will contain an agenda and be distributed at least seven days prior thereto by the Secretary, or designee, to the Board and to the President of each Affiliate.</p>

<p>The dissolution or winding up of the Association will follow the requirements of the California Non-Profit Corporation Law. Upon dissolution, it will be the obligation of the Secretary/Treasurer to ensure that all just debts and claims against the Association are paid</p> <p>ARTICLE VII Directors</p> <p>7.01 The Board of Directors The Board of Directors (Board) of the Association will consist of eleven Directors at large and the Officers of the Association.</p> <p>7.03 Election of Directors Directors of the Association will be elected by mail or electronic ballot. Five Directors will be elected for terms beginning in odd-numbered years and six Directors will be elected for terms beginning in even-numbered years.</p>	<p>ARTICLE XI Organizational Year</p> <p>11.01 Fiscal Year The fiscal year of the Association will be from July 1 through June 30, or such other period as is recommended by the Secretary/Treasurer and approved by the Board.</p> <p>ARTICLE XV Dissolution</p> <p>15.01 Dissolution The dissolution or winding up of the Association will follow the requirements of the California Non-Profit Corporation Law. Upon dissolution, it will be the obligation of the Secretary/Treasurer to ensure that all just debts and claims against the Association are paid</p> <p>ARTICLE VII Directors</p> <p>7.01 The Board of Directors The Board of Directors (Board) of the Association will consist of eleven<u>ten</u> Directors at large and the Officers of the Association.</p> <p>7.03 Election of Directors Directors of the Association will be elected by mail or electronic ballot. Five Directors will be elected for terms beginning in odd-numbered years and six Directors will be elected for terms beginning in even-numbered years <u>each year</u>.</p>	<p>ARTICLE XI Organizational Year</p> <p>11.01 Fiscal Year The fiscal year of the Association will be from July 1 through June 30, or such other period as is recommended by the Treasurer and approved by the Board.</p> <p>ARTICLE XV Dissolution</p> <p>15.01 Dissolution The dissolution or winding up of the Association will follow the requirements of the California Non-Profit Corporation Law. Upon dissolution, it will be the obligation of the Treasurer to ensure that all just debts and claims against the Association are paid</p> <p>ARTICLE VII Directors</p> <p>7.01 The Board of Directors The Board of Directors (Board) of the Association will consist of ten Directors at large and the Officers of the Association.</p> <p>7.03 Election of Directors Directors of the Association will be elected by mail or electronic ballot. Five Directors will be elected each year.</p>
---	---	---

Analysis

Pros:

1. The responsibilities of the Secretary/Treasurer have increased such that two positions will better serve the organization.
2. Skill sets required for each role differ. It will be easier to align the qualifications needed with the person who has the necessary experience and background.
3. The two year term of office gives greater depth of continuity and matches the term of office for Directors.
4. The consecutive term limit is consistent with the Director position and ensures continuing opportunity for new elected leadership.
5. Alternating the year of election of the two positions provides for increased continuity in the Executive Committee because in any given year, there will be at least three continuing members. (e.g. the President, the Immediate Past President, and either the Secretary **or** the Treasurer, but not both). If the elections for the positions were not alternating, every other year there would be only two continuing members – the President and the Immediate Past President.
6. The Executive Committee will be increased by one person allowing opportunity for more participation in higher level leadership roles.

Cons:

1. The consecutive term limit prevents a willing and able individual from continuing consecutively in the position beyond the limit.
2. There may be difficulty in finding two qualified individuals who are willing to serve for multiple years.
3. The one person Secretary/Treasurer position has satisfied the needs of the organization for the past fifteen years.
4. Cost *may* be increased to attend Executive Committee meeting.