

Name	Maker	2nd	Aye	Nay	Abstain
Nevins			X		
Bird			X		
DeLawter			X		
Buesking		X	X		
Cunliffe			X		
Hanavan	X		X		
Hillman			X		

Motion 20070806

Title: Changes to Article 6, Management Structure

Text of the motion: **I move that the wording in the attached file ("Article6New\_NOCOM\_Rev08.doc") be approved for submission to the active membership for their approval and that this wording replace the wording previously approved by the Board.**

(Referenced attached file copied below)

#### **Article 6. Management Structure**

1. **Board of Directors.** The Association shall have a Board of Directors.
  - a. **Election and Composition of the Board of Directors.** The Board shall be elected by the active membership at the same time as the election of the Association Officers. The Board shall be composed of seven active members. The Board shall be composed of the President, Vice-President, Secretary, Treasurer, and three (3) Board Members-at-Large. **The Board should reflect the general make-up of the active membership, but shall not be subject to any quota system.**
  - b. **Number of Members of the Board of Directors.** The number of the members of The Board may be changed, from time to time, by the vote of the active membership. The Board may select an active Association member to fill a vacancy on The Board during its term.
  - c. **Chairman of the Board.** The Board shall elect a Chairman who shall serve during its term. The Chairman shall coordinate issues, activities, motions, and receive the Board member's votes.
  - d. **Authority of the Board of Directors.** In the absence of specific direction by the active membership or the By-laws, the Board may decide and carry out actions in accordance with these By-laws and the vote of the active membership.
  - e. **Actions by The Board.** Actions by The Board shall be by the affirmative vote of a majority of the Board members. Any Board action may be vetoed by a vote of a majority of the active membership at an Association meeting in which a quorum is present. Actions taken by The Board prior to any rescission or veto shall not affect third parties.

2. **Officers and Appointments.** The Association Officers are: President, Vice-President, Secretary, and Treasurer.
  - a. **Office Vacancy.** Should an Office become vacant, the Board may appoint an Active Member to fill that vacancy until the next election of Officers.
  - b. **Other Positions, Committees, and Offices.** The Board or the active membership may establish, for specific purposes, other positions, committees, and offices. Active Members shall fill these positions and shall serve under such terms and conditions as the Board deems appropriate.
3. **Terms of Office.** Association Officers and Board Members shall serve **until the next election**. There is no limitation on successive terms.
4. **Nominating Committee.** A nominating Committee shall prepare a slate of qualified candidates for an election.
  - a. The Nominating Committee shall be appointed by the Board and shall consist of three active members who have previously served on the Board, but are not currently serving on the Board. One of the committee members shall serve a two-year term and the remaining members shall serve a one year term. **No member of the Nominating Committee shall serve consecutive terms.**
  - b. The Nominating Committee shall produce a slate of candidates with not less than one name for each of the elected offices specified in these By-Laws.
  - c. The Nominating Committee shall be autonomous in its deliberations and the Board shall not alter, by adding to or substituting their judgment for, any nomination made or not made. **The Nominating Committee shall determine the slate of candidates to be presented at the election being held** and the Board shall not have the authority to alter the slate presented by the Nominating Committee.
  - d. The Nominating Committee shall make periodic progress reports to the Board and shall advise the Board monthly on whether or not it is on track to finish its work by a target date mutually agreed upon by the Nominating Committee and the Board at the time of its appointment. The Committee shall also present a formal report to the membership at the business meeting, prior to the election, certifying that the results are authentic, represent their work alone, and have not been altered in any way.
  - e. The Nominating Committee shall serve until the election is held for which they were appointed.

Rationale or explanation: This was necessary for agreement of both the NOCOM members and the Board.

Carried: 20070806