





BYLAWS COMMITTEE REPORT

Jim Burkes, Chair
NASBA Annual Meeting
November 4, 2014





2013-2014

Bylaws Committee

Members:

Jim Burkes, Chair

James J. Carroll

James S. Ciarcia

Richard G. David

Jim W. Goad

Tom Winkler



Staff:


Alfonzo Alexander

John Johnson

Noel Allen (Legal Counsel)




Recommended Bylaws Amendments



1. Recommendation: Technical/housekeeping
- Clarify the uses of *ex officio* by adding the word "non-voting" where references are made to "*ex officio*."

Insert "non-voting" in:

- 4.3.1 Chair (2x)
 - 4.3.2 Vice Chair
 - 8.2 Executive Committee
 - 8.8 Executive Directors Committee
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Also, reword 4.2 in line with other recommended revisions.

Section 4.2 Composition of Board of Directors.

- The Board of Directors shall be composed of a Chair, Vice Chair, Past Chair, nine Directors-at-Large and a Regional Director from each Region established in accordance with the provisions of Article V of these bylaws. The Board of Directors shall also include the President and the Chair of the Executive Directors Committee as *ex officio* non-voting members as provided in Sections 4.4 and 8.8, respectively.

And revise wording in 4.4 to be in line with other uses of “non-voting.”

Section 4.4 President.

- . . . The President shall serve as an *ex officio* non-voting member of the Board of Directors ~~without vote~~ and shall not be counted in determining the total number of authorized Directors. . . .

2. Recommendation: Clarify and provide for automatic waiver of certain Associate Dues.

Section 3.3 Associates.

- All former Delegates or persons who have been members of Member Boards shall be deemed Associates of the Association provided that their dues, established in accordance with these bylaws, have been paid in full for the current fiscal year. Associate Dues will not be assessed for past NASBA Chairs and currently serving members of the Board of Directors.

3. Recommendation: Designate the Executive Committee as the Compensation Committee by amending Sec. 8.2 as follows:



8.2 Executive Committee.

- . . . The Executive Committee shall act for the Board of Directors between meetings of the Board. The Executive Committee (without the President) shall constitute the Compensation Committee. The Compensation Committee shall annually evaluate the performance and the compensation of the President . All actions taken by the Executive Committee and Compensation Committee shall be presented to the Board of Directors for ratification at its next meeting.

4. Recommendation: Revise Audit Committee Provision to Clarify Actions & Timing re Annual Audit Reports.

8.5 Audit Committee.

- The Audit Committee shall oversee the Association's annual financial statement audit, ~~the~~ and internal controls, ~~and the safeguarding of assets of the Association,~~ and shall recommend to the Board of Directors the firm to perform the audit. The Committee shall receive the annual audited financial statements and the auditor's report thereon, consider the items of internal accounting control that arise from the audit process, and make a recommendation regarding the annual audited financial statements and the auditor's report thereon, to the Board of Directors.

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- **The Bylaws Committee applauds the work of the leadership, the Nominating Process Task Force and the Leadership Development Task Force to improve NASBA's Governance.**
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Thank you!