



MISSION DRIVEN - MEMBER FOCUSED

Bylaws Committee Report 2017 NASBA Annual Meeting

Ed Jolicoeur, Chair



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2016-2017 Bylaws Committee

- **Members:**
 - Edwin G. Jolicoeur, Chair
 - James J. Carroll
 - Richard G. David
 - Sara J. Mikuta
 - John B. Peace
 - Michelle M. Stromp
- **Staff Liaison:**
 - John Johnson
- **Advisor:**
 - Noel Allen (Outside Legal Counsel)

Bylaws Committee Charge

- Review and consider bylaws best practices from various sources
- Recommend amendments to the Board of Directors for approval and subsequent vote by Member Boards

Prior Year's Committee Raised Issues

- NASBA's future ability to maintain required delegate majority on Board of Directors
- Limited opportunities for leadership for some potential Board candidates
 - States where statutory term limits on state board members disadvantage potential candidates

Our Process

- Held Committee meetings to discuss issues
- Met with NASBA top leadership and Board of Directors for input
- Researched other organizations - best practices
- Considered alternatives to address issues and concluded on recommendation
- Presented recommendation to Board of Directors
- Present recommendation for vote by Member Boards

Recommended Bylaws Amendment

- Revise section 4.5.7 regarding determination of required Delegate majority on Board of Directors
 - Remove **Immediate Past Chair** from calculation of Delegate majority
 - No changes in Board voting or other privileges
 - Reduces Delegate majority count by 1 (from 11 to 10)
- Recommendation approved unanimously by Board of Directors

Proposed Amendment

(changes highlighted)

- 4.5.7 All members of the Board of Directors shall be Delegates or Associates. A simple majority of all members of the Board of Directors shall be Delegates at the time of or within six months of the Annual Business Meeting at which they are elected to their current office on the Board. **For purposes of this section, the Immediate Past Chair shall be a Delegate or Associate but shall not be included in calculation of a majority.**

Thank You!