

NASBA

108th Annual Meeting

Dana Point, California October 25-28, 2015

Report of the Bylaws Committee

Edwin G. Jolicoeur, CPA, Chair

2014-2015 Bylaws Committee

- Members:
 - Edwin G. Jolicoeur, Chair
 - James J. Carroll
 - Richard G. David
 - James W. Goad
 - John B. Peace
- Staff:
 - Alfonzo Alexander
 - John Johnson
 - Noel Allen (Legal Counsel)

Recommended Bylaws Amendments

1. Regional Directors and Regions' Meetings
2. Appointed Board of Directors Terms
3. Nominating Committee Meetings
4. Vice Chair Qualifications
5. CPA Examination Review Board Terms

Regional Directors and Regions' Annual Meetings

- 1. Recommendations** - *To align Bylaws with current NASBA policies and practices*
 - Clarify that a Regional Director's responsibilities include presiding over Region's meeting
 - If a Regional Director cannot preside over that meeting, NASBA Chair would appoint a replacement

- Clarify that Regional Director may not vote in Region’s meeting
 - unless he or she is a state’s “designated voting representative
- Provide a way to resolve deadlocked votes for a Region’s election of Nominating Committee representative and alternate
 - Conduct *ad hoc* telephonic meeting of Region’s voting representatives within 30 days to elect
 - If still deadlocked, the Board of Directors would elect

Appointed Board of Directors Terms

- 2. Recommendation** - *To expand opportunities to serve on Board of Directors*
- Individuals may only be appointed to fill ONE partial/unexpired term of a Board member
 - Currently, there is no limit of appointments to these terms for an individual

Nominating Committee Meetings

3. Recommendations - *To allow for telephonic meetings where candidates aren't discussed or voted upon*

- Require in-person meetings only when deliberating or voting on candidates
- Clarify that an alternate isn't a "member" unless attending 1 or more Committee meetings where candidates are discussed or voted upon

Vice Chair Qualifications

4. Recommendation - *To strengthen vice chair eligibility qualifications*

- To be eligible for election as vice chair, he or she must have served at least 2 years on the NASBA Board of Directors
 - Currently, the minimum Board service is 1 year

CPA Examination Review Board Terms

5. Recommendations - *To provide greater continuity in ERB leadership*

- ERB Chair may serve 2-year term
- NASBA Chair to appoint ERB vice chair as successor in the ERB chair's 2nd year
- Immediate past chair of ERB to serve as Past Chair of ERB

The Bylaws Committee is grateful for the efforts and input of the Nominating Process Task Force, NASBA leadership, and the Board of Directors in making these important enhancements to NASBA governance.

Thank You!