



NASBA

111TH ANNUAL MEETING

Report of the Bylaws Committee

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NASBA

Pending Bylaws Amendments

***2018 Annual Meetings
Scottsdale, AZ
October 30, 2018***

Issue #1: Deadlines for Candidate submissions to Nominating Committee

Proposed Amendment:

7.2.2 Annual Nominations.

Each year, the Nominating Committee will establish and communicate to the Member Boards, a nominating schedule including any deadlines for the submission of names of candidates seeking to be nominated for any of the offices to be elected at the Annual Meeting. Pursuant to that schedule, the ~~The~~

Nominating Committee shall nominate annually one qualified candidate for Vice Chair, three candidates for Directors-at-Large for those whose terms are expiring at the Annual Meeting, and one candidate for Regional Director from each Region. If the Vice Chair cannot serve as Chair, then the Committee also shall nominate a candidate for Chair. The report of the Nominating Committee shall be submitted to the Chair and presented in accordance with the provisions of these bylaws.

Issue #2: Required notice of an alternative nomination by 5 or more Member Boards

Proposed Amendment:

7.3.3 Nominations for any elected position, including a vacancy in the office of Vice Chair, may also be made by at least five Member Boards, if filed with the Chair at least 30 ~~10~~ days prior to the Annual Meeting (or the due date set pursuant to Section 7.2.3 and Section 6.7 for the mail ballots for Vice Chair in the event of a vacancy).

Issue #3: Procedure for authorization of Member Board Voting Representatives.

Proposed Amendment:

6.6.1 Each Member Board shall be entitled to only one vote on any matter brought before the Association, and each Member Board in the Region shall be entitled to only one vote on any matter brought before any Regional Meeting, which vote shall be cast on behalf of such Member Board by its Designated Voting Representative. ~~(Delegate, Associate or Executive Director of such Member Board).~~

6.6.2 ~~Each Designated Voting Representative shall have written authorization from the Presiding Officer of the Member Board he or she represents in order to vote on behalf of such Member Board. A Member Board may name more than one Designated Voting Representative provided that only one vote shall be cast on behalf of such Member Board by its Designated Voting Representatives.~~

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The Presiding Officer of a Member Board, if present, shall be presumed to be the Designated Voting Representative. If the Presiding Officer is unable or unwilling to serve, the Member Board may authorize another Delegate, Associate or Executive Director from that State to serve as its Voting Representative. The Member Board may authorize successive alternate Voting Representatives to ensure that the Member Board's one vote may be cast. The authorization shall be in writing (including email) and may be issued by the Member Board's Presiding Officer or the next highest ranking Board Member available prior to or upon registration for the relevant meeting.

Issue #4: Enable the Nominating Committee to rescind and amend its Annual Meeting Report.

Proposed Amendment:

Section 7.2.4 Amendment of the Nominating Committee Report-

The Nominating Committee in its sole discretion may reconsider and rescind said nomination with or without cause and nominate a different candidate. If said action would occur after the Nominating Committee's Report issued pursuant to Section 7.3.1 has been distributed with the notice of Annual Meeting as required in Section 7.3.2, then the Chair of the Nominating Committee may convene an emergency meeting of the Nominating Committee for the sole purpose of reconsidering, rescinding and replacing a Nominee for cause. Notice of this meeting will state that the meeting is being called to consider rescission of one or more nominations.

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Notwithstanding Section 7.2.1, for purposes of that meeting and that meeting only, one or more members or alternates of the Nominating Committee can participate without being physically present so long as a quorum is physically present. If the Nominating Committee votes to amend its Report, the Amended Nominating Committee Report shall be distributed to the Member Boards as soon as practicable. If the distribution of the Amended Report cannot occur more than 30 days prior to the annual meeting, then upon the written request of 5 or more Member Boards or upon the recommendation of the Nominating Committee, the election regarding any new nominee may be conducted in the same manner as provided in Section 7.2.3.

Issue #5: Comport the Bylaws with Delaware law regarding Removal of Officers or Directors

Proposed Amendment:

4.13 Resignation or Removal.

4.13.1 Resignation.

Any Officer or Director may resign at any time by giving written notice to the Chair, the Secretary or the full Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Chair, Secretary or Board of Directors.

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The logo for the National Accountancy System Board of Accountants (NASBA), consisting of the letters "NASBA" in a white serif font on a dark green rectangular background.

4.13.2 Removal for Failure to Attend.

As a condition for election and service, any ~~Any~~ Officer or Director who shall fail to attend two consecutive regular meetings of the Board of Directors shall be automatically removed from the Board of Directors. The Board of Directors may waive such automatic removal if it shall by majority vote determine that such failure to attend was caused by sufficient circumstances to excuse such absence. The position of Officer or Director removed under this provision shall be filled in accordance with Section 4.6 of this Article.

4.13.3 Removal for Other Cause.

Any Officer or Director may be removed for any cause deemed sufficient as provided under Delaware law.