



Staff Memorandum

HOUSE OF DELEGATES Agenda Item #4

REQUESTED ACTION: Subscription to the Bylaws amendments proposed by the Committee on Bylaws to allow for their consideration at the Annual Meeting of the Association.

The Committee on Bylaws has reviewed a proposal from the Nominating Committee to remove the requirement that candidates for member-at-large of the Executive Committee be “members of the House of Delegates or section or committee chairpersons” at the time of selection or within three years preceding selection and replace it with a requirement that candidates be “Active members of the Association.” The attached memorandum from the committee outlines the recommended amendments. A copy of the Bylaws provision marked to show changes from the existing version is attached to the committee’s report.

Under procedures established in the Bylaws, the proposed amendments must be subscribed to by a majority of all members of the House of Delegates in order to be considered at a meeting of the Association. Subscription can take place at this meeting to allow for consideration of these proposed amendments at the Annual Meeting of the Association on January 18, 2019.

The report will be presented at the November 3 meeting by Robert T. Schofield, IV, Chair of the Committee on Bylaws.

COMMITTEE ON BYLAWS

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October 19, 2018

To: Members of the House of Delegates

Re: Report on Proposed Bylaws Amendment

INTRODUCTION

At the request of the Nominating Committee, the Bylaws Committee considered a proposal to simplify eligibility and expand the pool of candidates for member-at-large of the Executive Committee. It is our recommendation that the Bylaws be amended to remove the requirement that members-at-large must be “members of the House of Delegates or section or committee chairpersons at the time of selection, or who have served as members of the House of Delegates or section or committee chairpersons within three years preceding the time of such selection” and replace it with the requirement that members-at-large must be “Active members of the Association” as defined in Bylaws Article III, Section 3.A.

For ease of reference, our proposed amendment and rationale is set forth below. New language is indicated by underlining, and deleted language is indicated by strikethrough.

MEMBERS-AT-LARGE OF THE EXECUTIVE COMMITTEE

The Nominating Committee has found that few people apply each year to be members-at-large of the Executive Committee. In 2016, the Bylaws were amended to allow committee chairpersons to be eligible to apply; previously, eligibility was limited to members of the House or section chairpersons. Despite the amendment, the Nominating Committee has observed that the numbers of candidates has not appreciably increased.

In addition, it appears that members are uncertain about the requirements for becoming a member-at-large, and the Nominating Committee observed that the only requirement for Vice President, Secretary and Treasurer is that they be “Active members of the Association.” Through its regular interview and deliberation process, the Nominating Committee will be able to ensure that only well-qualified members are selected for the position.

To incorporate this change in the Bylaws, we propose the Bylaws amendments set forth below:

VII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be a committee of the House of Delegates and shall consist of:

* * *

F. 1."Eight members-at-large who shall be ~~members of the House of Delegates or section or committee chairpersons~~ Active members of the Association at the time of selection, ~~or who have served as members of the House of Delegates or section or committee chairpersons within three years preceding the time of such nomination.~~"

* * *

CONCLUSION

Our committee believes that the foregoing amendment, which we are recommending, will provide an expanded pool of candidates for consideration by the Nominating Committee as members-at-large of the Executive Committee. We commend it to you for your consideration and subscription at the November 3, 2018 meeting of the House of Delegates. If subscribed, the above amendment will be presented for discussion and adoption at the 2019 Annual Meeting.

Respectfully submitted,

COMMITTEE ON BYLAWS

Robert T. Schofield, IV, Chair
Eileen E. Buholtz
Michael E. Getnick
LaMarr J. Jackson
A. Thomas Levin
Kathryn Grant Madigan
Anita L. Pelletier
Jay G. Safer
Oliver C. Young
Executive Committee liaison: Henry M. Greenberg
Staff liaison: Kathleen R. Mulligan Baxter