Annual Member Vote 2023
Proposed Bylaw Amendments

The Board of Directors is proposing amendments to NACAC’s bylaws to continue the organization’s work to evolve its governance to become better aligned with industry best practices.

The proposed bylaws amendments would:

- Reduce the association’s quorum requirement from 10 percent of eligible voting members to 1,000 eligible voting members.
- Increase the number of appointed board directors from a maximum of three to a maximum of five.

These recommended amendments originated with the Ad Hoc Committee on Governance Restructuring, which championed the implementation of online voting as well as increasing the number of appointed directors. The intent and purpose of the committee, founded in 2017, was to “implement a comprehensive review of NACAC’s governance structures and processes and gather member feedback on current NACAC governance.” The board is delighted to continue to bring the vision and recommendations of this member-led committee to fruition.

ARTICLE IV. Member Voting and Meetings, Section 9

Motion
A motion was made by Board Chair Vern Granger and seconded by Board Chair-elect, Angelica Melendez, to amend Article IV, Section 9 with the proposed language.

RATIONALE
The board seeks to recalibrate NACAC’s quorum threshold for membership votes. NACAC increased voting accessibility through a virtual process following the historic special member vote (winter 2021) that granted all eligible voting members the ability to elect officers and board directors. Pre-pandemic, the Annual Member Vote took place at the annual NACAC Conference, where the 10 percent quorum comprised all conference attendees. At our most highly attended conference, 10 percent of conference attendees was approximately 800. Today, for virtual voting, we use the number of eligible voting members in our entire membership to determine quorum. Ten percent of our eligible voting members is approximately 2,500.

NACAC’s quorum requirement is significantly higher than those of similar organizations. Reducing the quorum to 1,000, maintains a greater voting standard than our highest in-person attendance counts.
Doing so will also enable the NACAC board and staff to focus more time delivering on mission-critical activities to support members and the needs of the profession.

**PROPOSED**

*Article IV. Member Voting and Meetings, Section 9*

9. One thousand (1,000)-tenth (1/10) of the eligible voting members of NACAC shall constitute a quorum for voting purposes.

**AMENDED, if Approved**

*Article IV. Member Voting and Meetings, Section 0*

10. One thousand (1,000) eligible voting members of NACAC shall constitute a quorum for voting purposes.

*If approved, changes to Article IV will be effective immediately.*

**ARTICLE IX. Board of Directors, Section 2d**

**Motion**

_A motion was made by Board Chair Vern Granger and seconded by Board Chair-elect, Angelica Melendez, to amend Article IX, Section 2cd with the proposed language._

**RATIONALE**

NACAC is a complex and sophisticated organization that requires a wide range of expertise to govern it strategically and effectively. The board believes that the addition of two appointed board directors will expand expertise in much needed areas such as philanthropy, law, finance, association management, and/or local school district leadership. Increasing the number of appointed directors from up to three to up to five ensures that we can rise to meet the challenges of today and anticipate those of tomorrow.

As the legal fiduciaries of the association, the board must make decisions in the best interest of the organization. We believe that increasing the number of appointed board members is necessary to continue the association’s evolution to become a best-in-class organization.

**PROPOSED**

*Article IX. Board of Directors, Section 2d*

1. The Board of Directors shall consist of the following persons:
d) Up to five Directors appointed by the Board of Directors who may or may not be NACAC members.

AMENDED, if Approved
Article IX. Board of Directors, Section 2d

1. The Board of Directors shall consist of the following persons:

   d) Up to five Directors appointed by the Board of Directors who may or may not be NACAC members.

*If approved, changes to Article IX, Section 2d will be effective immediately.*