Report of the Committee on Constitution and Bylaws

Members Present:
Warren R. Amole, Jr. *Chairman*, (MT); J. Floyd Ferrell (TN); Sophie Heymann (NJ); Galen Jordre (SD); and Walter J. Pierron, Jr. (LA).

Others Present:
Kevin Kinkade, *Executive Committee Liaison*; John F. Atkinson and Dale Atkinson, *NABP Counsel*; Carmen A. Catizone, *NABP Executive Director*; Mary Jo Hunst, Frances Peknik, and Sally Stein, *NABP Staff*.

Introduction:
The Committee on Constitution and Bylaws held a special meeting to discuss the restructuring of the NABP Executive Committee and proposed a Bylaw change to allow Newfoundland associate membership in the Association and to assign Newfoundland to an NABP District. The Committee met on December 12, 1992, at NABP Headquarters in Park Ridge, Illinois. Sophie Heymann was unable to participate in the meeting due to adverse weather conditions in New Jersey.

A follow-up conference call with all members was convened on April 14, 1993, by Chairman Amole to review any amendments submitted in accordance with the Constitution and Bylaws and to finalize the Committee’s report. No amendments were submitted for consideration by the committee. The Committee’s discussion during the conference call focused on finalizing its recommendations for reorganizing the structure of the Executive Committee in accordance with resolution 88-1-92, and reviewing the comments of the Executive Committee in regard to any reorganization.

Resolution 88-1-92 was adopted as a means of addressing a number of resolutions submitted by districts and boards regarding the organization of the Executive Committee. Resolution 881-1-92 states in part . . .

that all such resolutions submitted to the Resolutions Committee and subsequently withdrawn by the presenters be referred to the Committee on Constitution and bylaws; that the Committee analyze these resolutions and all other comments that may be submitted to the Committee for the purpose of determining whether a restructuring of the Executive Committee and officerships is advisable; that the Committee present its conclusions to the membership in its committee report at the 1993 Annual Meeting, and if changes are recommended, also present at that meeting proposed amendments to the NABP Constitution.
RECOMMENDATION CB/L#1:

Officers and Members of the Executive Committee

Officers

The Committee on Constitution and Bylaws recommends that the Executive Committee be restructured with the following officer positions in place:

President

– serves a one-year term;
– serves as the chief elected officer of the Association;
– chairs the Executive Committee as a non-voting member (except in the event of a tie vote);
– upon completion of the one-year term, serves as the immediate past president, a non-seated position.

President Elect

– serves a one-year term, upon the conclusion of which assumes the presidency (provided all existing qualifications are met);

Treasurer

– serves a one-year term;
– serves as a fiscal oversight officer of the Association.

Secretary

– serves a one-year term;
– non-voting, non-elected position held by the executive director, who is hired by the Executive Committee.

Background

Under the proposed revisions, the current positions of chairman and vice-president would be eliminated. The Committee decided to suggest the elimination of these positions in order to decrease the amount of time necessary to serve “through the chairs” of the Association. Committee members believe that such a change will provide an opportunity for more board members to serve as officers of the Association and lessen the economic and time sacrifices which members must make in order to serve their Association as officers.

The Executive Committee in reviewing these proposed revisions expressed serious concern that the elimination of the positions of chairman and vice-president would weaken the continuity of leadership necessary to maintain the Association. The Executive Committee supports the intent of the Committee on Constitution and Bylaws to increase the opportunities for board members to serve.

The Committee on Constitution and Bylaws, during its conference call, addressed the concern voiced by the Executive Committee. It countered that the elimination of these positions would serve a two-fold purpose. First, it would shorten the amount of time required to serve the Association and proceed “through the chairs.” Second, it would open positions on the Executive Committee as “at-large positions.” In lieu of the advantages offered by the proposed revisions,
but duly noting the concern of the Executive Committee, the Committee on Constitution and Bylaws voted to proceed with its recommendation. The positions of chairman and vice-president are proposed to be eliminated. With the completion of the president’s one-year term, that individual will assume the role of immediate past president and shall not attend meetings of the Executive Committee. The immediate past president will serve as a resource person to the Executive Committee and attend meetings when requested to do so by the president. The Committee also recommends a change in the position of secretary/treasurer and the term of office. The treasurer’s one-year term of office shall be changed from a two-year term to a one-year term. The executive director, who actually fulfills the duties of the position of secretary, should be designated executive director/secretary.

**Members**

In addition to the three sitting, membership-elected officer positions described above, the number of non-officer members of the Executive committee elected by the membership shall be nine.

**Background**

The Committee reviewed a number of suggestions concerning the reorganization of the Executive Committee. Its primary concerns were to assure that the Executive Committee continues to function effectively and efficiently in representing the membership, to increase the opportunities for board members to participate, and to ensure equal representation of the districts. The final proposal agreed by the Committee increases the overall size of the Executive Committee from eleven (11) to twelve (12). It also leaves the present district structure in place (see Recommendation #2) but should, theoretically, create additional “at-large positions” on the Executive Committee. The committee recognized that the increase in size does impact the overall management and could increase operation expenses. It is the suggestion of the Committee on Constitution and Bylaws that the Executive Committee review its present meeting schedule and determine if it is possible for the full Executive Committee to meet twice a year (at the Annual Meeting and the November conference meeting) and the officers and staff to meet in the interims to oversee the management of the Association.

**RECOMMENDATION CB/L #2:**

**District Representation**

The Committee on Constitution and Bylaws recommends that the existing eight districts be unchanged and provide equal representation on the Executive Committee. Officer and member positions shall constitute opportunities for district representation.

**Background**

The Committee reviewed and discussed a myriad of possible configurations for reorganizing the districts and assuring equal representation on the Executive Committee. Included in the proposals submitted was a recommendation from the Executive Committee for keeping the districts intact as presently structured, but reorganizing the representation on the Executive Committee with one representative representing two districts as follows: one representative from Districts I and II, one representative from Districts III and VI, one representative from District IV and V, and one representative from District VII and VIII.
RECOMMENDATION CB/L #3:

Limitation of Terms

The Committee on Constitution and Bylaws recommends that the members of the Executive Committee be limited to two consecutive terms of office. Members cannot succeed themselves more than once.

RECOMMENDATION CB/L #4:

Fulfilling Terms of Office

A board member or an executive officer of an active member board can seek election to the Executive Committee. Once elected, such individual will be allowed to finish his term of office even if no longer a member of the board.

RECOMMENDATION CB/L #5:

Board Members on the Executive Committee

There shall not be less than two (2) board members (other than administrative officers of boards) serving on the Executive Committee at all times. These requirements shall be taken into consideration by the Nominating Committee in slating candidates for the officer and other Executive Committee positions and by the Executive Committee in filling any vacancies.

Background

The Committee on Constitution and Bylaws discussed the membership’s concerns that the ratio of board executives to board members serving on the Executive Committee is not proportional. They were cognizant of the fact that the board members are reluctant to seek election because of time constraints imposed by the terms of their appointment to the board. The above recommendations were made in consideration of these concerns and to furnish board members with an opportunity to serve on the Executive Committee.

The constitutional provision for removal of a member of the Executive Committee shall remain the same.

RECOMMENDATION CB/L #6:

Implementation Procedure

If the changes recommended by the Committee on Constitution and Bylaws are adopted at the May 1994 Annual Meeting, the Executive Committee will consist of twelve (12) persons, the president; president-elect; treasurer; and nine members. The executive director would become the executive director/secretary and would serve ex-officio. The executive director/secretary would not be elected.

At the first election held under the new provisions, the president-elect would ascend to president and the positions of president-elect and treasurer, one (1) year terms, would be elected. Five (5) members would be elected in the following manner to provide for staggered terms; three (3) candidates elected for three (3) year terms, one (1) candidate elected for a two (2) year term, and one (1) candidate for a one-year term. The Executive Committee members then serving would continue to serve the balance of their respective terms.

For those individuals who serve a term less than three years, that term will be considered one full term. Those individuals will be entitled to serve one more full term on the Executive Committee.
Under the above suggestion, it should be noted that it would be possible for a maximum of four at-large positions and a minimum of two at-large positions in a given year.

The NABP Constitution and Bylaws should be changed to reflect the recommendations of this Committee. The committee requests that these changes be voted upon prior to the election at the 1994 Annual Meeting.

**Executive Committee Action**

At its February 1993 meeting, the NABP Executive Committee reviewed a draft of the report from the December meeting. A motion was made and passed which included a number of the recommendations made by the Committee on Constitution and Bylaws but offering some alternative recommendations such as: retaining the current officer positions; retaining the current eight (8) districts with one representative representing two districts; and designating the remaining six (6) positions at-large positions. These recommendations were made to retain continuity on the Executive Committee.

The Executive Committee has decided by consensus to withdraw this motion and propose amendments to the Constitution at a later date, if warranted.

**1993 Proposed Amendments to the Constitution**

The amendments to the Constitution were proposed by the Committee on Constitution and Bylaws and are reflected in this report. No additional amendments were proposed to the Constitution in 1993.

The recommendations in this report resulting in substantive amendments to the Constitution were discussed at the 1993 Committee at the meeting in December and were finalized in the April 14th conference call. The 1993 Committee on Constitution and Bylaws recommends a DO PASS on the proposed amendments to the Constitution.

**1993 Proposed Amendments to the Bylaws**

A proposed change in the Bylaws, which concerns Article VI, was submitted by the NABP Executive Committee and members boards. In accordance with the procedure approved by the membership in 1990, NABP welcomes Newfoundland as an Associate Member in the Association and assigned Newfoundland to District I.

The 1993 Committee on Constitution and Bylaws recommends a DO PASS on the amendment to assign Newfoundland to District I at this year’s Annual Meeting.