

Bylaw Change Submission

Section to be Changed: President – Section 22

Section to be replaced:

Section 22. The president shall preside at all meetings of the association at which they are present, and appoint the personnel of all committees or such members as the members at a meeting may direct. The president shall be ex-officio, a member of all committees, and perform all other duties pertaining to the office. The president shall countersign in conjunction with the treasurer all checks for the payment of any indebtedness of the association as approved by the Board of Governors. The president shall sign and execute all contracts authorized by the Board of Governors or other obligations in the name of the association and shall each year at the annual meeting make a written report of the affairs of the association.

Suggested Replacement Section:

Section 22. The president shall preside at all meetings of the Association at which the president is present and appoint the personnel of all committees. Members may nominate individuals for consideration for appointment, however, the President is under no obligation to appoint the nominee. The president is ex-officio, a member of all committees, and perform all other duties pertaining to the office. The president shall countersign in conjunction with the treasurer all checks for the payment of any indebtedness of the Association as approved by the Board of Governors. The president shall sign and execute all contracts authorized by the Board of Governors or other obligations in the name of the Association and shall each year at the annual meeting make a written report of the affairs of the Association.

Reason for the Replacement:

The wording states, “the president is present and appoint the personnel of all committees” conflicts with the statement “or such members as the members at a meeting may direct.” How can the president appoint all the personnel of a committee, but the members are also able to direct? This wording vague/incorrect and in conflict with one another. This phrase, in my opinion, should be “The president shall preside at all meetings of the Association at which the president is present and appoint the personnel of all committees. Members may nominate individuals for consideration for appointment, however, the President is under no obligation to appoint the nominee”. Section 22, in its current form, is also in conflict with Section 16 where it states “There shall be standing committees to be appointed by the president or as nominated from the floor at the May meeting to serve for one year only. “ It does not use the term “direct” here as it does in Section 22. The recommended change will bring Section 22 into alignment with Section 16.

Arguments against the potential replacement:

This amendment eliminates the following wording concerning the appointment of personnel of all committees: "or such members as the members at a meeting may direct" and replaces it with "with consideration of suggestions from the floor." This removes power from the members and gives it all to the president.

Arguments for the potential replacement: The wording is ambiguous and has to be clarified so that there will not be misinterpretation of the intent. Below is the rationale that supports the changing of the Section 22 bylaw wording.

1. First, if the President is responsible to “appoint the personnel of all committees”, what can the members “direct”? This is also in conflict with Section 16 which states “There shall be standing committees to be appointed by the president or as nominated from the floor. If the President is responsible for the appointment of personnel of all committees, it should follow that the members can’t direct the president to do anything. Members nominate a President, which is elected by the members. It should follow, that the members can only “nominate” committee members for consideration by the president. Since the President is responsible for the “appoint(ment) of personnel of all committees, the nomination is only a suggestion from the membership. There is no explicit language that says that the President is required to accept a nomination from the floor.
2. Committee members are appointed rather than elected. This is an important distinction. If you look to our federal government as a guide, this is similar to being a cabinet member for the President of the United States. When the President of the United States selects cabinet level positions such as the Secretary of State or the Secretary of Defense, he makes the appointments because they are people that the President feels he can work with to carry out his agenda. Rarely are appointees to the cabinet from an opposing party. This is why I believe the President has the responsibility to fill all committee positions. Members may nominate people that they feel may be a good fit to fill those committee positions because they may have an accounting or finance degree or relevant work experience that may prove valuable, for example, for the audit committee. Although the members may nominate potential committee members, it is still the president that “appoint(s) the personnel of ALL committees.” With that said, the president may consider the nomination from the members, however, the president may choose to go with another nominee that they see fit to help carry out their agenda. You can argue that cabinet level positions are subject to confirmation hearings, but even in the most contested confirmation hearings the President usually wins unless the nominee has a criminal record or something substantial in their record that would disqualify them from serving. I feel that this is adequately handled in Section 15 where it states, “Any committee member whose performance is deemed unsatisfactory by the Board of Governors is subject to dismissal by said Board.” Our BOG and committees should operate in a similar fashion to our own government, shouldn’t it?
3. This does not represent a loss of power to the members as may be insinuated, at least in my opinion. Members nominate and elect the president of the association. The duly elected president should have the tools available to them to allow them to mold their vision for the association. If you do not like what the president and the appointees are doing, then you have the option to vote out the president during the next election. The new president will have the option to appoint new committee members or keep selected incumbent members as they see fit. There are many responsibilities associated with being president and this is the one privilege that comes with being president. The current president has run unopposed for 6 years. To receive the privilege of selecting all committee members you must also be willing to take responsibility for a lot more.
4. Even if membership on a committee could be forced upon a president, what would be the gain? Committees are only able to act in an advisory capacity. It’s not like they can override a vote by

the BOG. The bylaws committee, for example, might be able to stop a submission to the committee from moving forward because it conflicts with the associations charter. (not sure if they have to make the BOG aware of the submission or not). Other than that, they should be passing the bylaw on to be voted on by the BOG. The item would have to pass a BOG vote and ultimately a vote by the membership of the association at an annual or special meeting. Even if the bylaw committee develops and presents a change, it would still have to pass a BOG and association membership vote. Appropriate checks and balances are in place. The committee does not come up with a bylaw and only the president approves.....

Respectfully submitted to the bylaw committee for consideration:



Brian Polak

3/11/2024
Date