**A Primer on the 2020 Proposed Bylaws Revision**

By: Daniel D. Foster, Professionally Registered Parliamentarian, NACTA Parliamentarian

**What?** A special committee appointed by President Foy Mills (LCU) and chaired by Daniel Foster (Penn State) has provided the required notice of the proposed revision to the membership for consideration in the 2020 Annual Meeting. The NACTA Executive team recommends that the membership adopt the proposed bylaws revision.

**Who?** President Mills appointed Daniel Foster (Penn State) to chair this special committee. Members appointed included: Chris Esteep (Arkansas); Marcos Fernandez (Purdue); Julnet Representative (West Virginia); Foy Mills (LCU); Ann Marie VanDerZanden (Iowa State) and professional parliamentarian Jim Connors (Idaho).

**How?** In September 2019, President Mills (LCU) appointed the special committee to revise the NACTA Governing Documents as needed. Prior to this version being presented, the special committee deliberated extensively in consultation with an external parliamentarian. In Spring 2020, the NACTA executive committee reviewed and refined the proposed version for the membership. It is estimated that over 20 hours of group deliberation on the proposed document has occurred prior to being presented to the membership. The NACTA Executive team recommends that the membership adopt the proposed bylaws revision.

**Goals?**

1. Modernize and Simplify: *Items in the 2017 version did not align with our parliamentary authority, Robert’s Rules of Order Newly Revised. An example would be having a separate constitution and bylaws as opposed to one instrument called the bylaws.*
2. Clarify: *Bylaws should be a living document accurately reflecting current operations of an organization that could be provided to any potential member and/or partner to inform of practice and procedure for engagement in organization business, thus increasing transparency and inclusivity. A specific example is the inclusion of the NACTA Foundation as a standing committee in the NACTA Organization as opposed to separate organization.*
3. Increase Flexibility: *Similar to the goal to modernize, the document needs to be able to help the organization be successful. Specific examples of increasing flexibility include the addition of provision for electronic meetings as well as the movement of administrative details out of the bylaws to standing rules which allows for their potential suspension if needed.*

**The Top 10 Substantive Changes**

1. The combination of the constitution and bylaws into one instrument.
2. The simplification and clarification of membership categories.
3. The clarification of elected versus appointed officers.
4. The elimination of Regional Directors-Elect and Membership Director as offices.
5. The clarification of nomination and election procedures.
6. The change for quorum (number required to transact business) from members in the room to 50 active members.
7. The addition of permission for electronic meetings.
8. The addition of permission for “action without meeting” with consensus.
9. The simplification and clarification of committee process including the removal of the Conference Program & Host Site Committee as a standing committee (moved to standing rules) and renaming of International Committee to Global Engagement Committee.
10. The inclusion of the NACTA Foundation as a standing committee of the NACTA Organization.

**Five Frequently Asked Questions**

1. *What is the process for adoption in the annual meeting?*

Our parliamentary authority states that bylaws revisions should be considered in seriatim, which means article by article or section by section. A member could propose to suspend the rules and allow for the membership to consider the revision in gross. This motion would require a 2/3rds vote to pass.

1. *As a member, can I suggest changes to the proposed bylaws revision?*

As this is a bylaws revision and not a solitary bylaws amendment, the entire document is open to amendment. Any member in good standing to move to propose an amendment. Amendments are debatable and would require a majority vote to pass. To improve meeting efficiency in an electronic format, all amendments are requested to be submitted prior to the **12pm EDT on Thursday, June 18th** by email to foster@psu.edu. Please include the page and line number where the amendment would occur.

1. *What vote is required for the passage of the Bylaws Revision?*

Once each article and section are considered, as well as potential amendments, a vote on the Bylaws Revision will occur. In accordance with the 2017 Constitution/Bylaws, a 2/3rds vote of the members present is required for passage.

1. *What happens if the vote on the Bylaws Revision fails?*

The organization continues to be governed by the 2017 bylaws and the expenditure of human resources was for naught.

1. *When will these bylaws take affect?*

Immediately upon passage with the exception of the proviso for Article IV that removes the Regional Director-Elect positions which will be implemented with the next election cycle.

Additional questions? Please attend our informational webinar on Tuesday, June 16th at 4pm EDT via Zoom or email Daniel Foster, NACTA Parliamentarian at foster@psu.edu