

Proposed Amendments of the By-Laws: BOC Terms and Term Limits

A – Introduction

Set forth below is a draft proposed amendment to the League's By-Laws concerning BOC terms and term limits. The proposed amendment, in summary:

- creates staggered two-year terms for elected BOC members (there is a transition note to explain how we get there);
- keeps one-year terms for the BOC president, VPs, and appointed BOC members;
- limits BOC members to 6 years of consecutive service and Presidents to 8 years of consecutive service as President and a combined limit of 14 years of consecutive service;
- increases the number of elected BOC members from 3 to 6, in addition to the 3 officers, and has the BOC appointing three members instead of 6;
- reduces from one third (i.e., 4) to 3 the minimum number of BOC members who must be students who are actually at work at the League (this is necessary because it is conceivable that the Members could elect 9 people to the BOC (including Pres and VPs) who aren't active students and the only way to insure students are on the BOC is to appoint them, with 3, that can be accomplished; with 4, there would be an issue that would have to be solved by making the nominating process complex; and
- the annual election will continue to be for 6 BOC members as it has always been, i.e., with 3 officers and 3 members to be voted upon; the other 3 elected members will be serving their 2nd term.

What these proposals do is create stability and continuity on the BOC while still ensuring that the BOC is responsive to Members through annual elections. The CRC believes that this will strengthen the effectiveness of the BOC and strengthen and properly empower the partnership between the BOC, the executive director, and the League's staff.

To accomplish this, revisions are required to Constitution Article V Government, By-Law XII Annual Election, and Amendment 22.

This memorandum reflects the work of the CRC. The amendment proposed is to the By-Laws as amended on October 27, 2021.

B – Draft Amendments

ARTICLE V

GOVERNMENT

The League shall be governed by a Board of Control, which shall have the entire direction and management of all the concerns of the League during its term of office and shall be responsible to the League for the maintenance of its schools and for the advancement of the objects of the League. It shall

be composed of twelve members, ~~one-third~~ at least three of whom shall be students actually at work in the school. The twelve members are a President and two Vice Presidents elected to one-year terms, six others elected to two-year terms, which terms are staggered, and three more appointed to one-year terms. ~~It shall hold office for one year, or until the organization of the new~~

The Board of Control ~~is completed and~~ shall be elected in the following manner: At the Annual Meeting, the League shall elect a President, a Vice-President who shall be nominated by the men, a Vice-President who shall be nominated by the women, and three others. ~~Of the six chosen at least three, not including the President, shall be selected from the retiring Board of Control.~~

The six members so elected, together with those persons on the Board of Control who are continuing into the second year of their term, shall organize within ten days, and proceed to ~~elect six~~ (i) appoint three more for one-year terms, and (ii) then the full Board of Control shall appoint a Treasurer, and a Secretary from among the members of the Board of Control.

The Board of Control shall have the power to fill all vacancies that may occur in its number and to remove any member except those elected by the League. The appointment of a person to fill a vacancy of an elected member of the Board of Control shall only be until the next Board of Control election. Where such vacancy occurs in the first year of a two-year term, the Membership shall nominate and elect a Member to serve for the balance of the unexpired term, i.e., one year.

Members of the Board of Control shall not receive any remuneration from the League for their services, nor shall they be eligible for any salaried office in the League.

(As Amended December 2, 2021)

BY-LAW XII

ANNUAL ELECTION

At the October business meeting of the Members of the League, all nominations ~~of the three elective officers and the three elective members of the Board of Control~~ for President, Vice Presidents, Board of Control members to be elected to two-year terms, and any Board of Control members to be elected to serve unexpired terms, shall be made. Nominations shall be closed at the termination of this meeting and no further nominations made. Only Members in good standing may be nominated for election to, and serve on, the Board of Control.

A person is ineligible to be nominated or appointed to the Board of Control if such election or appointment would result in such person exceeding any of the following term limits:

- (i) the President may serve up to eight full consecutive terms as President, and thereafter may not serve on the Board of Control in any capacity until after a full one-year break from service;
- (ii) any Vice President or other member of the Board of Control may serve up to six full consecutive years on the Board of Control, and thereafter may not serve on the Board of Control in any capacity, other than as President, until after a full one-year break from service;
and

- (iii) no person may serve on the Board of Control for more than fourteen consecutive years in any combination of capacities (i.e., President, Vice President, elected member, appointee), but shall be eligible to serve again in any capacity after a full one-year break from service.

A partial year of service on the Board of Control due to appointment or special election will not count toward the eight-year, six-year, or fourteen-year limits.

At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and sent to all ~~of the~~ Active Members in good standing a ballot listing all of the candidates for election, identifying any candidates who are members of the retiring Board of Control, and including any statement of not more than 200 words in length which may have been submitted by the candidate for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

Following the close of nominations, but no less than two weeks prior to the Annual Meeting, the Board of Control shall provide no less than one meet-the-candidates forum for Members to hear from and speak to the candidates for the Board of Control, which forum may be in person and/or by electronic means at the discretion of the Board of Control.

The Board of Control is expressly prohibited from expending any League funds for the purpose of promoting the candidacy of any person except as expressly contemplated in the League's Constitution and By-laws.

At the Annual Meeting of the League, after the President's address and the report of the Treasurer, the President shall appoint three Inspectors of Election from Members not on the Board of Control to witness the count of the votes. All votes shall be by ballot sent to the League or cast at the Annual Meeting. No votes shall be cast by proxy. If a Member votes more than once, e.g., by sending in a ballot and then casting a vote at the Annual Meeting, only the Member's last vote will be counted. Candidates shall be elected by plurality vote.

Transition Note. The foregoing election of three Board of Control members to two-year terms and appointment of three Board of Control members requires a transition from the prior practice of electing three Board of Control members to one-year terms and appointing six Board of Control members to one-year terms. Accordingly:

- (i) following the election of Board of Control members in December of 2021, the President, Vice Presidents and three other elected members of the Board of Control shall appoint six members to the Board of Control, each to serve for a one-year term;
- (ii) at the October 2022 Business Meeting, the Members shall first nominate persons for election to three Board of Control member seats, each to serve for a two-year term and then shall nominate persons for election to three Board of Control member seats, each to serve for a one-year term,
- (iii) at the 2022 Annual Meeting the members shall elect three nominees to two-year terms on the Board of Control and three nominees to one-year terms on the Board of Control;

- (iv) within ten days the elected members of the 2023 Board of Control together with the elected President and Vice Presidents shall appoint three Members to the Board of Control in accordance with Article V of the Constitution,
- (v) beginning with the October 2023 Business Meeting, Article V of the Constitution shall be fully applied, i.e., the Members shall nominate persons for election to three Board of Control member seats, each to serve for a two-year term, which nominees shall stand for election at the 2023 Annual Meeting and thereafter the President, Vice Presidents, and other elected members of the Board of Control shall appoint three members to the Board of Control.

This Transition Note may be deleted from this By-Law by action of the Board of Control at any time after January of 2024.

(As Amended December 2, 2021)

AMENDMENT No. 22

~~No member of the retiring Board of Control whose expiring period of service on the Board of Control is three full consecutive years shall be eligible for re-election or to serve on the Board of Control during the following year, except in the capacity of President. After a lapse of one full year such person shall again be eligible to serve on the Board of Control.~~

~~(Adopted April 19, 1933)~~

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