

Report to the NRHS Board of Directors and Advisory Council

Proposed Changes to the NRHS Bylaws – April 9, 2015

At the 2015 Winter Conference there was a discussion to amend the bylaws in two areas, President and Vice President terms of office and the mandatory number of meetings required for the Board and Advisory Council. In consultation with John Fiorilla, Joe Maloney, Larry Dyer and Scott Andes, I am proposing the following bylaws amendments.

The changes are broken down into three items. Some of the changes required amending multiple articles and sections and should be voted on together.

Item 1: President/Vice President terms of office.

Article VII Section 6.

Current:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. Notwithstanding the above, terms of the President and Vice President, shall not be term limited.

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years. Notwithstanding this section, the terms of the President and the Vice President shall be two years, and shall not be classified."

New:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. ***Notwithstanding the above, terms of the President and Vice President, shall be limited to two consecutive terms but be eligible for re-election after not holding office for one election cycle.***

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected

to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years.

Notwithstanding this section, the terms of the President and the Vice President shall ***be four years and classified as of the effective date of these amended bylaws. The President will serve a four year term which began at the certification of the 2014 election and will be considered the first term of office. The Vice President will serve the current two year term and be eligible for election for the 2016 election cycle. All subsequent terms for President and Vice President will be four years.***

The terms of the President, Vice President and Directors begin at the organizational meeting following the certification of their election.”

Article IX Section 1.

Current:

“**Section 1.** The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. He shall serve for fixed terms, of two years, and shall be eligible for re-election. Election shall be by a plurality of those votes cast by any legally permissible means. Such officers shall take office upon certification by the Electoral Committee of the results of his election, within fourteen days of the election.”

New:

“**Section 1.** The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. ***He shall serve for fixed terms as contained in Article VII, Section 6.*** Election shall be by a plurality of those votes cast by any legally permissible means.” ***(Last sentence deleted.)***

Discussion of intent for Item 1:

The offices of President and Vice President shall be four year terms but staggered for continuity.

In order to set up the four year terms I am proposing to start with the 2014 election of President for the first term and the 2016 election of Vice President for his first term.

Both offices have a two consecutive terms limit but a candidate may run for office again after not holding the office for one election cycle (four years).

All Officers and Directors terms start at the Fall organizational meeting following the election certification.

Item 2: Board of Directors meeting requirements.

Article VII Section 12.

Current:

“The Board of Directors shall meet in regular session at least four times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors.”

New:

“The Board of Directors shall meet in regular session at least **two (2)** times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors. ***Additional meetings may be scheduled by the Board of Directors as deemed necessary.***”

Note: The organizational meeting is required to be held in October or November of each year per Article VII Section 11.

Discussion of intent for Item 2:

Change the mandatory requirement of Board meetings from four to two meetings a year. The Board may still call more meetings if business warrants. Keeps one of the meetings as the Fall organizational meeting.

Item 3: Advisory Council meeting requirements.

Article VIII Section 5.

Current:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least three (3) times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors. The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

New:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least **two (2)** times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors.”

The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

Article VIII Section 7.

Current:

“**Section 7.** Advisory Council meetings shall take place in various portions of the territory which is served by the Society. Advisory Council meetings will also be a part of the National Convention, should such a National Convention be held in a particular year. Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

New:

“**Section 7.** Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

Note: Delete reference to holding meeting at a convention. First and last sentence say the same so I went with the last sentence only.

Discussion of intent for Item 3:

As with the Board meetings, change the mandatory requirement from three meetings to two meetings. Additional meetings may be called as required with consent of the Board.

The intent of section 7 is to allow chapters to host an Advisory Council meeting or National may host a meeting not connected with a chapter.

Each item will be voted on at the Spring meeting in York, PA. If approved, the changes go into effect immediately but will need to be ratified by the membership at the convention. Proxies will be mailed to the current membership prior to the convention. (Another budget item!)

We will have a discussion of the changes at the Advisory Council meeting in addition to the discussion and vote at the Board meeting.

Submitted

Bob Ernst

NRHS Secretary