



2015 BYLAW UPDATES

October 13, 2015

Dear NDA Members:

Periodically, the NDA Board of Directors reviews and analyzes our Articles of Incorporation and our bylaws, which are printed in the [NDA Member Handbook](#) for your reference. If we find an issue that needs attention, we will discuss the topic and we may find that the solution lies in amending the language of the bylaws. This could be to increase efficiency, address outdated practices, or simplify procedures, among other reasons. As always, the priority of the board during these discussions is to better serve our NDA members.

Over the past 2 years, a couple of small issues have come to our attention that, after discussion, the board believes should be addressed by amending our bylaws. Those issues are:

- 1) the election/appointment of officer positions on the Board of Directors, and
- 2) approval process of the annual meeting minutes.

Electing/Appointing Officers

Currently, the bylaws state that all officer positions (President, Vice President, Treasurer, Secretary) will be elected by the members at the annual meeting, in addition to the election of board members at large. According to this language, we should elect our new board members (with written ballots) and then immediately hold a second written ballot election for each of the offices using candidates from the new Board of Directors.

However, not only is this logistically difficult (because we don't know who the pool of officer candidates is until after we elect the new board members at large and combine them with our existing board members who are still serving out their 3-year terms), but additionally, there is almost never more than one person willing to "run" for an officer position. Historically, the newly elected Board of Directors confers about which members are willing to accept each officer position, and these members are almost universally uncontested. So after the new board discusses, each officer candidate is presented to the NDA members, and a hand vote by the members is taken to officially "vote" them into office.

The process of hand voting the new board members into office is mostly ceremonial, and it just adds on time to an already lengthy annual meeting and awards ceremony. It has only been done this way because of the language of the bylaws, and in the interest of making the annual meeting more efficient, the Board of Directors would like to amend the bylaws to do away with the hand vote. To do this, we recommend changing the language of the bylaws to indicate that

the Board of Directors (board members at large) will still be elected, but that the officer positions will be “appointed” by that newly elected board. It would change nothing about the election process for new board members; it would simply do away with the officer hand vote and shorten the process so that the annual meeting can progress more efficiently.

Approval of Annual Meeting Minutes

Currently, the bylaws state that the first order of business at each annual meeting will be to review and vote to approve the minutes from the last annual meeting.

The board feels that voting to approve minutes from a meeting that was held a year ago is not useful. In some years, this step has been accidentally forgotten altogether, and the year’s minutes go unapproved. Additionally, we aren’t supposed to publish unapproved minutes on the website, so this would mean waiting an entire year to post these minutes on the site.

Instead, we would prefer to approve the meeting minutes the same way we do for all the other board meetings throughout the year—at the following meeting, which in this case, would be in January. Again, this is one step that would simply be omitted from the order of business at the annual meeting, shortening the business portion of the meeting.

So, what now?

The process for amending the bylaws is as follows:

- 1) Amended language is voted upon by the Board of Directors and must pass with a $\frac{2}{3}$ majority vote. *(This board vote took place and was passed at the regular NDA board meeting on October 12, 2015.)*
- 2) Board-approved, proposed language is distributed to NDA members at least 30 days prior to the annual meeting for their review. *(That’s what you’re reading now, October 13, 2015.)*
- 3) A vote will be taken at the annual meeting. Amendments will pass with a $\frac{2}{3}$ majority vote of all voting members present or represented by proxy. *(This vote will take place November 14, 2015.)*

Please review the specific language changes that are outlined below. We will be voting on these amendments at the annual meeting. We look forward to seeing you there!

Sincerely,

Melissa Ward
2015 NDA President
president@nebraskadmessage.org

PROPOSED LANGUAGE UPDATES

Election/appointment of officer positions:

1. Page 27 currently states:

ARTICLE VII – OFFICERS *The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. Such officers shall be elected at the annual meeting from the Board of Directors by a majority of the voting members present or represented by a proxy. The officers shall hold office and serve until their successors are elected and qualified. One or more of said offices may be held by the same person, except the office of President and Secretary. Each such officer, insofar as permissible under law, and provided in the Bylaws or Resolutions of the Board of Directors, may be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise or performance of which has been assigned to subordinate officers.*

Proposed change:

ARTICLE VII – OFFICERS *The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. Such officers shall be **appointed** at the annual meeting **by** the Board of Directors, **who in turn have been elected** by a majority of the voting members present or represented by a proxy. The officers shall hold office and serve until their successors are **appointed** and qualified. One or more of said offices may be held by the same person, except the office of President and Secretary. Each such officer, insofar as permissible under law, and provided in the Bylaws or Resolutions of the Board of Directors, may be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise or performance of which has been assigned to subordinate officers.*

2. Page 32 currently states:

Section 2. Election *All officers shall be elected at the annual meeting from the Board of Directors, by a majority of voting members present or represented by proxy.*

Proposed change:

Section 2. Election *All officers shall be **appointed** at the annual meeting **by** the Board of Directors, **who in turn have been elected by** a majority of voting members present or represented by proxy.*

3. Page 33 currently states:

Section 1. Number *Commencing January 1, 1983, the Board of Directors shall consist of nine Association members. Four of the nine seats shall be occupied by the president, vice president, secretary and treasurer of the Association. The individuals elected to each of these Association offices shall hold the same offices on the Board of Directors.*

One of the nine seats shall be filled by a junior member of the Association, provided that a junior member who is willing and able to assume all of the duties and responsibilities of board membership is identified by the nominating committee, or nominated from the floor at the Annual Meeting. In the event that no junior member is nominated for the position, it will be filled by an adult member.

Proposed change:

Section 1. Number *Commencing January 1, 1983, the Board of Directors shall consist of nine Association members. Four of the nine seats shall be occupied by the president, vice president, secretary and treasurer of the Association. The individuals **appointed** to each of these Association offices shall hold the same offices on the Board of Directors. One of the nine seats shall be filled by a junior member of the Association, provided that a junior member who is willing and able to assume all of the duties and responsibilities of board membership is identified by the nominating committee, or nominated from the floor at the Annual Meeting. In the event that no junior member is nominated for the position, it will be filled by an adult member.*

4. Page 38 currently states:

Section 3. Annual Meeting *Annual meetings of the Association shall be held. Members shall be notified at least thirty days in advance of the meeting. Election of officers and Board members shall take place at this meeting.*

Proposed change:

Section 3. Annual Meeting *Annual meetings of the Association shall be held. Members shall be notified at least thirty days in advance of the meeting. Election of **officers-and board members** **and appointment of officers** shall take place at this meeting.*

Approval of Annual Meeting Minutes:

1. Page 38 currently states:

Section 5. Annual Meeting Order of Business *The order of business for the Annual Meeting shall be: 1) approval of minutes of the last Annual Meeting, 2) reports of officers, 3) unfinished business, 4) election of board members, 5) election of officers, 6) new business, 7) adjournment*

Proposed change:

Section 5. Annual Meeting Order of Business *The order of business for the Annual Meeting shall be: **1) approval of minutes of the last Annual Meeting,** 1) reports of officers, **2) unfinished business,** 3) election of board members, **4) appointment** of officers, 5) new business, **6) adjournment***