



**BOARD OF DIRECTORS - II**  
**2022 NCHA Convention Agenda**  
**June 5, 2022 \*\* 9:00 am – 10:30 am**  
**Trinity Ballroom**  
**Fort Worth, Texas \*\* Marriott at Champions Circle**

Call to Order and Roll Call

1. Proposed Bylaw Changes – Article V and Article VI
  - a. Noticed on May 2, 2022
2. Unfinished Business (If Any – From Friday, June 3rd Meeting of the Board of Directors)
3. Elections
  - a. Final Remarks to the Board of Directors by Candidates for the one (1) At-Large Term on the NCHA Executive Committee
  - b. Voting by the Directors and Life Directors for the one (1) At-Large Term on the NCHA Executive Committee (three-year term)
4. NCHA Foundation Update – Joey Milner/Julia Buswold
5. Executive Director Report – Jay Winborn
6. Adjournment

**Article V – EXECUTIVE COMMITTEE**

**Existing Section**

**Section One.** There shall be an Executive Committee composed of the President, the President-Elect, the Vice President and such Regional Directors and at-large members as described herein as shall be elected from among the Directors and the Life Directors. The President, President- Elect and Vice President shall each serve on the Executive Committee during their respective terms of office.

- (a) Beginning with the June 1998 meeting of the Board of Directors, the Association shall phase in a revised system for the election of the Executive Committee which shall endeavor to promote diverse geographical representation on the Executive Committee. At that time, the Association shall establish eight geographically based Regions of approximately equal membership, from which certain members of the Executive Committee shall be elected. The revised Executive Committee Election process incorporating regional representation shall be phased in over a three-year period. At the completion of such phase-in period, the Executive Committee shall thenceforth consist of fourteen members and shall be composed as follows:

- (i) eight Regional Directors consisting of one Regional Director from each Region, each of whom shall have been nominated and elected by the Directors residing in such region from among the eligible Directors and Life Directors residing in such Region;
- (ii) three executive officers, consisting of the President, President-Elect and Vice President; and
- (iii) three at-large members, each of whom shall have been nominated and elected by the entire Board of Directors from among the Directors and Life Directors.

**Proposed Revision**

**Section One.** There shall be an Executive Committee composed of the President, the President-Elect, the Vice President and such Regional Directors as described herein, and at large members as described herein as shall be elected from among the Directors and the Life Directors. The President, President- Elect and Vice President shall each serve on the Executive Committee during their respective terms of office.

- (a) ~~Beginning with the June 1998 meeting of the Board of Directors, the Association shall phase in a revised system for the election of the Executive Committee which shall endeavor to promote diverse geographical representation on the Executive Committee. At that time, the Association shall establish eight geographically based Regions of approximately equal membership, from which certain members of the Executive Committee shall be elected. The revised Executive Committee Election process incorporating regional representation shall be phased in over a three-year period. At the completion of such phase-in period, the Executive Committee shall thenceforth consist of fourteen members and shall be composed as follows:~~

- (i) eight Regional Directors consisting of one Regional Director from each Region, each of whom shall have been nominated and elected by the Directors residing in such region from among the eligible Directors and Life Directors residing in such Region;
- (ii) three executive officers, consisting of the President, President-Elect and Vice President; and
- (iii) all at large members elected to serve on the Executive Committee at or prior to the June 2022 Convention shall serve out the remainder of their existing three year terms. No at large members shall be elected to the Executive Committee after the June 2022 Convention.~~three at large members, each of whom shall have been nominated and~~

<u>Existing Section</u>	<u>Proposed Revision</u>
<p>(d) Because of the staggered terms of membership on the Executive Committee, the election system shall work as follows:</p> <p>(i) Commencing with the June 2003 annual meeting of the Board of Directors and thereafter, all at-large members and Regional Directors shall rotate off the Executive Committee as their respective three-year terms shall expire. Upon the expiration of their respective terms, each at-large member shall be replaced by an at-large member, and each Regional Director shall be replaced by a Regional Director elected from that same Region. Each at-large member and each Regional Director so elected shall receive a three-year term.</p> <p>(ii) At each annual meeting of the Board of Directors thereafter, the Board of Directors shall elect as many members of the Executive Committee as shall be necessary to fill the expiring terms.</p> <p>(e) Except as otherwise provided herein, all at-large members and Regional Directors who are elected to the Executive Committee shall serve on the Executive Committee for staggered three-year terms. Elections to fill all ordinary vacancies of at-large members of the Executive Committee shall be by the Directors and the Life Directors and shall be held at the annual meeting of Directors.</p> <p>(i) Nominees for all at-large members must complete an At-Large Nominee application form and return the completed form to the Executive Director by March 1 in order to be eligible for the At-Large Election. A digital picture should accompany the application for website posting, if possible. Distribution to Directors of the completed applicant</p>	<p><del>elect</del> <del>by the entire Board of Directors from among the Directors and Life Directors. No at-large members will serve on the Executive Committee after June 2025.</del></p> <p>(d) Because of the staggered terms of membership on the Executive Committee, the election system shall work as follows:</p> <p>(i) Commencing with the June 2003 annual meeting of the Board of Directors and thereafter, all <del>at-large members and</del> Regional Directors shall rotate off the Executive Committee as their respective three-year terms shall expire. Upon the expiration of their respective terms, <del>each at-large member shall be replaced by an at-large member, and</del> each Regional Director shall be replaced by a Regional Director elected from that same Region. Each <del>at-large member and each</del> Regional Director so elected shall receive a three-year term.</p> <p>(ii) At each annual meeting of the Board of Directors thereafter, the Board of Directors shall elect as many members of the Executive Committee as shall be necessary to fill the expiring terms.</p> <p>(e) Except as otherwise provided herein, all <del>at-large members and</del> Regional Directors who are elected to the Executive Committee shall serve on the Executive Committee for staggered three-year terms. <del>Elections to fill all ordinary vacancies of at-large members of the Executive Committee shall be by the Directors and the Life Directors and shall be held at the annual meeting of Directors.</del></p> <p><del>(i) Nominees for all at-large members must complete an At-Large Nominee application form and return the completed form to the Executive Director by March 1 in order to be eligible for the At-Large Election. A digital picture should accompany the application for website posting, if possible. Distribution to Directors of the completed applicant</del></p>

<u>Existing Section</u>	<u>Proposed Revision</u>
<p>form should take place by April 15 either by posting on the NCHA website or by email to the Directors. Voting for the at-large members at the annual meeting of Directors will be by show of hands or written ballot as determined by the President. Those nominees receiving the highest number of votes from the Directors and the Life Directors shall become the new at-large members of the Executive Committee.</p> <p>(iii) During their term of service, any member of the Executive Committee who misses two consecutive meetings of the Executive Committee shall be immediately terminated as a member of the Executive Committee unless the Executive Committee member has been granted an excused absence with respect to any such meeting by the President. The President may grant excused absences for illness or other emergency or other good cause, as determined in the President's sole discretion. In no event may a person be elected to serve as a member of the Executive Committee for more than two consecutive three-year terms, or for more than eight consecutive years.</p> <p><b>Section Two.</b> Any Executive Committee member who was elected to the Executive Committee as a Regional Director or an at-large member and who is then elected to the office of President, President-Elect or Vice President of the Association shall, upon assuming such office, be deemed to have vacated their Executive Committee position as a Regional Director or at-large member. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted in accordance with Section One (e) of this Article V.</p>	<p><del>form should take place by April 15 either by posting on the NCHA website or by email to the Directors. Voting for the at-large members at the annual meeting of Directors will be by show of hands or written ballot as determined by the President. Those nominees receiving the highest number of votes from the Directors and the Life Directors shall become the new at-large members of the Executive Committee.</del></p> <p>(iii) During their term of service, any member of the Executive Committee who misses two consecutive meetings of the Executive Committee shall be immediately terminated as a member of the Executive Committee unless the Executive Committee member has been granted an excused absence with respect to any such meeting by the President. The President may grant excused absences for illness or other emergency or other good cause, as determined in the President's sole discretion. In no event may a person be elected to serve as a member of the Executive Committee for more than two consecutive three-year terms, or for more than eight consecutive years. <u>However, this section does not prevent a member from serving past the eight consecutive year mark if such additional years of service are to serve as an elected officer of the Association.</u></p> <p><b>Section Two.</b> Any Executive Committee member who was elected to the Executive Committee as a Regional Director <del>or an at-large member</del> and who is then elected to the office of President, President-Elect or Vice President of the Association shall, upon assuming such office, be deemed to have vacated their Executive Committee position as a Regional Director or at-large member. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted in accordance with Section One (e) of this Article V.</p>

**Article VI – Officers and Duties**  
**Section One**

<u>Existing Section</u>	<u>Proposed Revision</u>
<p><b>Section One.</b> There shall be three elected officers of the Association: The President, President-Elect, and Vice President. Such officers shall be elected as follows:</p> <p>(a) Prior to each annual meeting of the members, a Nominating Committee consisting of eight members shall be appointed by the Executive Committee for purposes of electing a Vice President. Four members of the nominating committee shall be from the Executive Committee. Four members of the Nominating Committee shall be from the Board of Directors, each of whom shall be from a different director district, and no more than two of whom may be from the same region. The Nominating Committee shall elect a chair for among its members. The Nominating Committee shall meet 120 days prior to each annual meeting of the members of the Association and shall nominate two candidates for the office of Vice President. The candidates nominated for the office of Vice President must have been a member in good standing continuously, without suspension or probation, for a period of seven 7 years prior to nomination. The candidates must have completed three 3 years of continuous service as a director of the Association on or before the date of assuming the office of Vice President or have served as a member of a Standing Committee for three 3 continuous years within 10 years of nomination. In determining the nominees for the office of Vice President the Nominating Committee shall solicit recommendations from the Board of Directors. The Vice President shall be elected to a one-year term.</p>	<p><b>Section One.</b> There shall be three elected officers of the Association: The President, President-Elect, and Vice President. Such officers shall be elected as follows:</p> <p>(a) Prior to each annual meeting of the members, a Nominating Committee consisting of eight members shall be appointed by the Executive Committee for purposes of electing a Vice President. Four members of the nominating committee shall be from the Executive Committee. Four members of the Nominating Committee shall be from the Board of Directors, each of whom shall be from a different director district, and no more than two of whom may be from the same region. The Nominating Committee shall elect a chair <del>for</del><u>from</u> among its members. The Nominating Committee shall meet <u>at least 120 days</u> prior to each annual meeting of the members of the Association and shall nominate two candidates <u>at least 60 days prior to each annual meeting</u> for the office of Vice President. The candidates nominated for the office of Vice President must have been a member in good standing continuously, without suspension or probation, for a period of seven 7 years prior to nomination. The candidates must have completed three 3 years of continuous service as a director of the Association on or before the date of assuming the office of Vice President or have served as a member of a Standing Committee for three 3 continuous years within 10 years of nomination. In determining the nominees for the office of Vice President the Nominating Committee shall solicit recommendations from the Board of Directors. The Vice President shall be elected to a one-year term.</p>