



Proposed Bylaws Amendments

Objectives in Proposing Admendments

Leadership Opportunity

- Amend eligibility criteria for officers to create more opportunity

Governance Improvements

- Adjust officer roles
- Align length of term with total years of service
- Filling vacancies on the Board
- Remove tactics
- Remove operational instructions

Streamlining & Flexibility

- Organize sections and articles by topic
- Organize and deploy resources without having to amend the Bylaws

Leadership Opportunity

Expand the leadership pipeline

Separate roles of Treasurer and Secretary

Compress the time-in-service requirement for becoming Chair

Clarify length of terms and years of service

Directors may serve two, consecutive three-year terms.

Terms as officers coincide with terms as directors.

Immediate-Past Chair services ex officio for a "7th year."

Retain Ex Officio and Director Emeritus Roles

Clarify term of service.

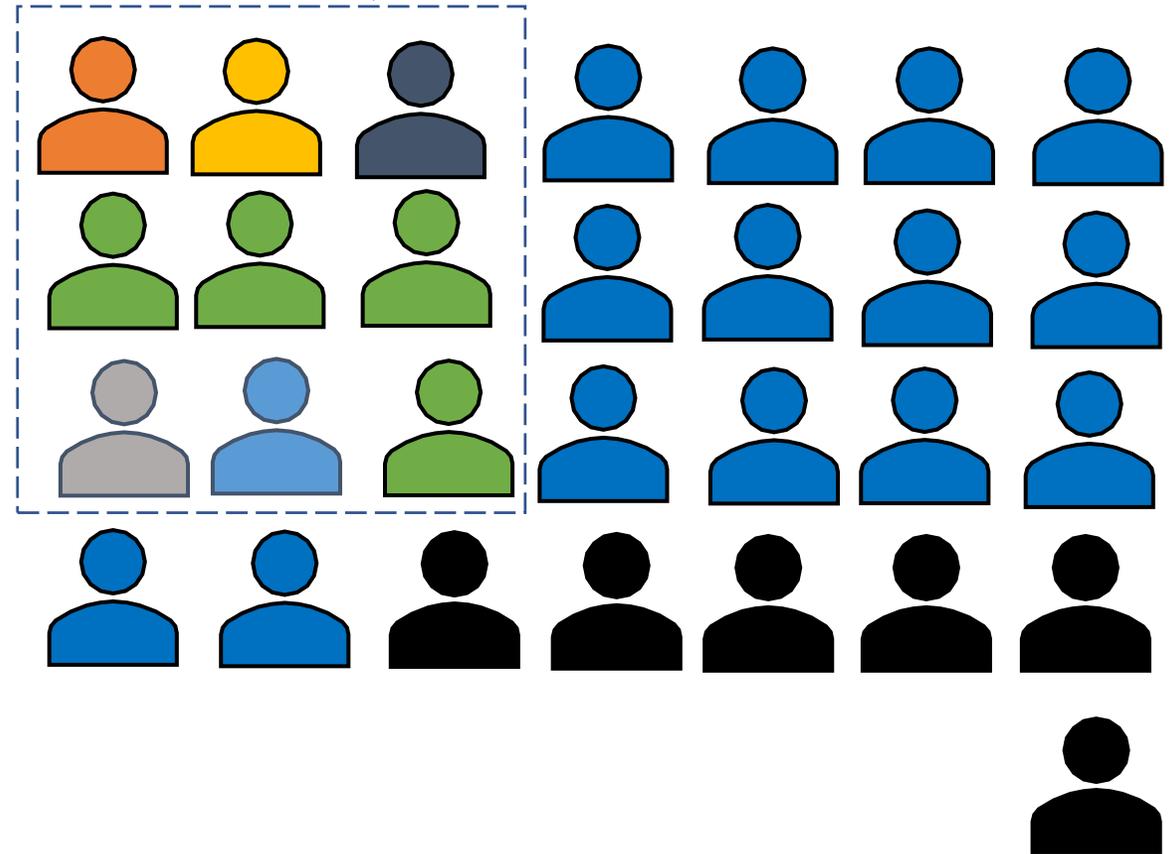
Clarify roles and responsibilities.

Clarify limit on fiduciary duties.

Current CMAA Board of Directors

Executive Committee:
7 voting + 2 ex officio

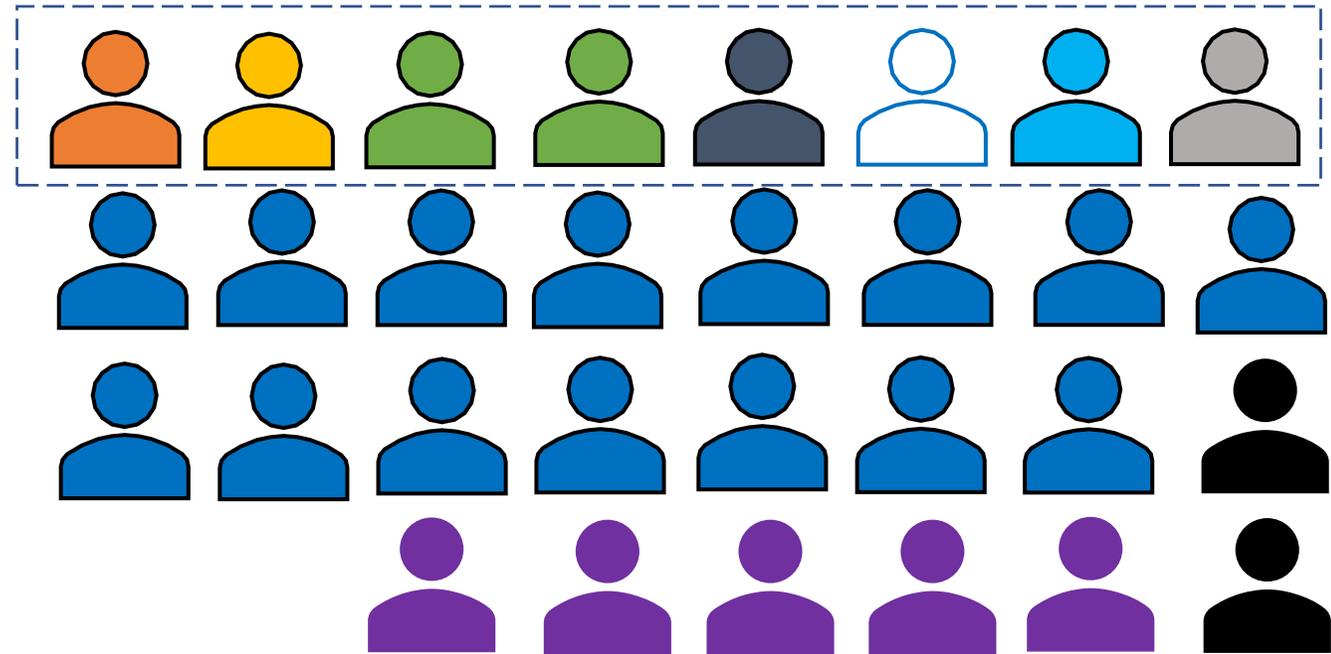
- 21 voting members: elected by CMAA members; staggered 3-year terms; no more than 8 years total service.
- Officers (7):
 - Chair (orange)
 - Chair-elect (yellow)
 - Secretary/Treasurer (dark grey)
 - Vice Chairs (4) (green)
- ExCom: Officers Plus:
 - Immediate Past Chair (not voting) (bright blue); “7th Year”
 - President & CEO (not voting) (light grey)
- Service as an officer is concurrent with a term of service on the Board.
- Individuals become eligible to serve as officers after **one year** on the Board.
- Individuals become eligible to serve as Chair-elect after one year as an officer (total 2 years before serving as chair).
- ExOfficio Directors & Director Emeritus (black)
 - No more than 5 Ex Officio Directors
 - No limit on number of Directors Emeriti (recently there has only been 1 each year)



Proposed CMAA Board of Directors

Executive Committee:
6 voting + 2 ex officio

- 21 voting members; elected by CMAA members; staggered 3-year terms; no more than 2 consecutive terms
- Officers (6):
 - Chair (orange)
 - Chair-elect (yellow)
 - 2 Vice Chairs (green)
 - Treasurer (dark grey)
 - Secretary (white)
- ExCom: Officers Plus:
 - Immediate Past Chair (not voting) (bright blue); “7th Year”
 - President & CEO (not voting) (light grey)
- Service as an officer is concurrent with a term of service on the Board.
- Individuals become eligible to serve as officers after **one year** on the Board.
- Individuals become eligible to serve as Chair after **one year** as an officer.
- Directors chair all committees.
- ExOfficio Directors (limited to 5) (purple)
- Director Emeritus (limited to 2) (black)



Governance Improvements

Focus on Objectives

- Article II amended to focus on Mission and Vision
- Remove list of tactics for achieving objectives
- Strategic planning processes and objectives codified in the Rules of the Board

Committee Changes

- Standing committees limited to those needed for effective governance; all others at the discretion of the Board
- All committees chaired by Voting Directors

Filling vacancies on the Board

- Process streamlined to focus on members electing someone to fill the vacancy.

Remove operational instructions

- Staff assignments
- Dates
- References to technology no longer in use

Streamlining and Flexibility

Organize Sections

All sections on officers consolidated in Article VI

Articles organized to have similar structure

References to Resources

Removed in order to add flexibility

2016 Bylaws, Article XIII.	Proposed Amendments, Article XIII.	Changes
<p>ARTICLE XIII. Chapters</p> <p>The Association shall establish chapters by annual regional chapter charter as approved by the Board of Directors of the Association. All chapters shall operate in accordance with Standard Regional Chapter Bylaws as approved by the Board of Directors of the Association.</p>	<p>ARTICLE XIII. Chapters</p> <p>Section 1. The Association shall establish chapters by annual regional chapter charter as approved by the Board of Directors of the Association. All chapters shall operate in accordance with Standard Regional Chapter Bylaws as approved by the Board of Directors of the Association.</p> <p>Section 2. Chapter Affiliation. Charters for chapter affiliations must meet the requirements established by the Board of Directors and be approved by a majority vote of the Board.</p>	<p>Language on Chapter charters moved from Article III to Article XIII.</p>

Other changes – not part of the bylaws, but important to CMAA governance.

- Chapter leaders are considered a significant part of the leadership pipeline.
- Chapter leaders encouraged to volunteer for national committees and vacancies on the Board of Directors