

Rationales for 2015 Bylaw Changes

The bulk of the changes are to correct grammatical, typographical, and formatting issues in the Bylaws approved in 2014. Substantive changes, and the rationale behind them, are as follows:

1. At the suggestion of NORDP's attorneys, all provisions relating to membership (previously split between Article III and Article VII) have been consolidated into Article III.
2. The number of directors allowed without amendment of the Bylaws has been increased from 14 to 15. In accordance with provisions of Illinois law, the minimum number of directors also had to be raised, from 7 to 10. Reasons for making this change include:
 - a. The average size of a non-profit board for an organization the size of NORDP is 16 members (see Board Source).
 - b. Having only 12 members on the Board limited the Board's ability to provide oversight and direction to NORDP's growing number of activities, projects, and priorities.
 - c. The Bylaws require five officer positions—meaning that almost half of the Board would be serving in such a capacity at any given time, limiting those members' abilities to focus on other Board duties and priorities
 - d. The need to fill five officer positions, mostly on an annual basis, also meant that there was little opportunity for new Board members to acclimate themselves to serving on the Board and consider whether they wanted to serve as an officer (or in which capacity) before being required to do so. Increasing the size of the Board allows for more opportunities for leadership development and mentoring before new members assume officer responsibilities.
 - e. At its annual retreat in August, the Board voted that, once the increase in size is approved, the Board will add one additional seat per year for three years. This allows the Board to expand gradually, allowing for time to identify and recruit additional candidates, without putting too much strain on our relatively new elections process in any single year.
3. The executive director was changed from a voting member to a non-voting member of the Board. This is in line with standard practice for other non-profit boards and organizations, and also allows the Board to retain the advantages of increasing Board size without "losing" another member to an officer position.
4. Language in the Election section (Article IV, Section D) was changed to reflect the switch to membership elections in 2015. After consultation with NORDP's attorneys, language requiring directors to have "qualified" was removed from this section as redundant.
5. A provision was added to the Election section, in line with the practice adopted in the first membership election in 2015, that all regular and affiliate members in good standing as of the date of record (the date on which NORDP must provide a list of members eligible to vote in the election to our service provider, so that notices can be sent out) are eligible to vote in each year's election.
6. The number of votes required to remove a director from the Board (Article IV, Section E), from a committee (Article VI, Section G) and to suspend or expel a NORDP member from the organization for cause (Article III, Section F) was increased from a simple majority to a two-thirds majority. This change is in line with normal parliamentary procedure (see, e.g., *Robert's Rules of Order Newly Revised*).
7. Language in the Vacancies section (Article IV, Section F) was changed to reflect that mid-term vacancies on the Board of Directors are filled by appointment and not by election.
8. Language was removed from the Nominating Committee section (Article VI, Section E) requiring that self-nominations for candidacy be reported as such. The Board felt that there was no real

need to identify candidates for the ballot who self-nominated as opposed to being nominated by another NORDP member, since the Nominating Committee considers both forms of nomination identically.

9. After consultation with NORDP's attorneys, language in the Quorum section (Article VI, Section H) was changed to make the quorum requirement clearer.
10. A sentence was added to Article VI, Section I, to limit the applicability of certain requirements about the conduct of meetings to committees of the Board with corporate authority. This change allows committees that do not have corporate authority (i.e., the ability to act in the name of the organization) greater flexibility in carrying out their assigned duties, while preserving the need for greater care when matters concerning the organization as a whole are being considered.
11. A new section (Article VII) was added, relating to the composition, duties and powers, and meetings of the Executive Committee of the Board. This committee, comprised of all the NORDP officers, had been meeting on an ad hoc basis for several years, and largely is responsible for setting the agendas for monthly Board meetings and carrying out approved business in between regular meetings of the Board. Having an Executive Committee of organizational officers is standard practice (see, e.g., *Robert's Rules of Order Newly Revised*), and the Board felt that adding this language to the Bylaws would both formalize the existence of the committee and its relationship to the Board, and also set limits on the committee's authority, including a requirement that the committee report its actions to the full Board in a timely fashion.
12. On the advice of NORDP's attorneys, language in the Officers section (Article VIII, Section A) was changed to allow only persons duly elected or appointed to the Board to serve as officers. The previous language said only that persons "serving as directors" could serve as officers.
13. A limitation on the terms of office held by any one person to no more than six consecutive years was removed from the same section as redundant, given the provision in Article IV, Section B limiting an individual's service on the Board to two consecutive four-year terms, and the requirement, contained in the *NORDP Policies* document, that an individual must normally have served a minimum of one year on the Board before being eligible for election as an officer.
14. A provision that the president should serve as the executive director of NORDP was removed from Article VIII, Section B, in light of the decision by the Board at its August retreat to begin the process of hiring an executive director.
15. Language in Article VIII, Section C regarding the responsibilities and succession of the vice president to the office of president was simplified, after consultation with NORDP's attorneys.
16. Language in Article VIII, Section I regarding terms of office for Board officers was simplified, and the requirement for officers to have "qualified" was removed, after consultation with NORDP's attorneys.
17. The article on Advisory Councils or Boards was renumbered. (Both the article on Officers and Agents and the article on Advisory Councils or Boards were designated as Article VIII in the 2014 Bylaws.)
18. NORDP's fiscal year was changed to October 1-September 30, from September 1-August 31. This change was made primarily because the fiscal year originally was set in relation to the time when NORDP's Articles of Incorporation were filed, and also because the September-to-August timeframe made it difficult to include the annual conference budget (which is normally not finalized before September) as part of the NORDP operating budget. Moving the start of the fiscal year back a month allows the Treasurer greater flexibility and also allows for more accurate budgeting.

19. The amount of the president's signature authority (Article X, Section E) was increased from \$1,000 to \$5,000 for non-budgeted items. This change was made to accommodate operational needs, and also reflects the growth in the size of NORDP's annual budget.
20. On the advice of NORDP's attorneys, a new section (Article XII, Section H) was added, requiring directors, officers, committee members, and other agents of the organization to maintain appropriate confidentiality of organizational information. This is language that is now standard in most organizational bylaws.