



Call for Comments of Propose By-Law Changes

The Board of Directors of the National Association for Lay Ministry (NALM) has approved some amendments to the By-Laws of our Association. These changes are intended to reflect the reality of our identity as a board-led organization, as well as the importance of leadership continuity in such an organization.

In order for these amendments to take effect, they must be approved by a vote of our membership. Before we take this vote, we would like to get your input on these amendments, in case we identify any changes which may be necessary before submitting the amendments for a membership vote. THIS SURVEY IS NOT A VOTE ON THE AMENDMENTS; it only allows a period of comment until midnight on Monday, October 12, 2016. After review of the comments and questions, a ballot will be presented to membership. Please review the proposed amendments, and provide any feedback you may have via the link at the end of each section. NOTE: The current By-Laws in their entirety are in the “Members Only” section of www.NALM.org.

Motion 1: Changes to Article V—Section 3. Eligibility for Election

CURRENT TEXT:

ARTICLE V - Section 3. Eligibility

A. Only current members of the Association, who have been such for two years and attended an Annual Meeting, are eligible for election to the Board of Directors.

B. The Board of Directors may appoint up to two (2) additional Directors from the membership to increase inclusivity of underrepresented groups.

PROPOSED AMENDMENT:

Article V – Section 3. Eligibility for board election

Text of (A) would be amended to read:

A. Only current members of the Association, who have been such for two years, who have served on a standing or ad hoc committee for two years, and who have attended the annual conference within the last five years, are eligible for election to the Board of Directors.

RATIONALE: It is desirable that board members demonstrate a high level of engagement in the association, and some working knowledge of the association’s structure and relationships. Past experience has shown that committee involvement provides this. Participation in annual conferences is an important factor as well, although increasing ministerial budget restrictions often prevent regular participation.

To comment or ask questions on this proposal, please go to:

<https://www.surveymonkey.com/r/NALMbyLAWS>

Otherwise, please continue to page 2.

Motion 2: Changes to Article VI—OFFICERS

CURRENT TEXT:

ARTICLE VI - OFFICERS

Section 1. Composition

A. Officers of the Association shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

NOTE: Sections 1(B) through Section 5 are omitted here because they are not affected by the proposed amendments.

ARTICLE VI - Section 6. Eligibility

A. Officers shall be selected from the current Board of Directors.

ARTICLE VI - Section 7. Discernment

A. The Board of Directors shall discern annually Directors to fill the vacating offices of the Association.

ARTICLE VI - Section 8. Terms

A. The Chairperson shall serve a single two (2)-year term. Should the Chairperson be selected in the second or third year of a Board term, his/her service as a Director, and the size of the Board, shall be adjusted accordingly.

B. Other Officers shall serve a one (1)-year term, and shall be eligible for one (1) additional consecutive term in that office.

C. Unless otherwise specified in these bylaws, the terms of all Officers shall commence with their installation as Officer, and terminate with the installation of their successor.

ARTICLE VI - Section 9. Resignation and Removal

(Continued on page 3)

PROPOSED AMENDMENT:

Article VI – Officers

Text of Section 1 (A) would be amended to read:

Section 1. Composition

A. Officers of the Association shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, Immediate Past Chair and Chair Elect.

Note: These would be voting members of the Board each with term of one year, with the exception of the chair, which would be a 2-year term. The Chair Elect would be elected as Chair at the March Board meeting and term as chairperson commences at the annual conference.

Add:

Section 6- Immediate Past Chair

A. In addition to duties identified elsewhere in these bylaws, the Immediate Past Chair shall:

1. Act as consultant/mentor to the Chairperson during the transition of leadership.
2. If not serving a current Board term, does not vote on Board decisions.
3. Attends all Board meetings.
4. Serves as a member of the Executive Committee.
5. Attends annual conference.
6. Performs other duties as requested by Chairperson.

Add:

Section 7- Chair Elect

A. In addition to duties identified elsewhere in these bylaws, the Chair Elect shall:

1. Prepare to perform duties of Chairperson.
2. Be a voting member of the Board.
3. Attend all Board meetings.
4. Serve as a member of the Executive Committee.

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Motion 2: Changes to Article VI

CURRENT TEXT (Continued):

A. An Officer may resign his/her office at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect on the date the notice is received, or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

B. An Officer may be removed from office by the Board of Directors, with or without cause, upon vote of at least a two-thirds majority of the Directors at any meeting of the Board at which a quorum is present.

ARTICLE VI - Section 10. Vacancies

A. In the event of the death, resignation, or removal of an Officer, a successor shall be selected and appointed by the Board of Directors to complete the unexpired term of the predecessor.

PROPOSED AMENDMENT (Continued):

5. Attend annual conference.

6. Perform other duties as requested by Chairperson.

Rename:

Section 6- **Eligibility as Section 8**

Section 7- **Discernment as Section 9**

Section 8- **Terms as Section 10**

Section 9- **Resignation and Removal as Section 11**

Section 10- **Vacancies as Section 12**

RATIONALE: As NALM continues as a Board-led association, the position of the Immediate Past Chair on the Board helps provide continuity of leadership in the form of “institutional memory” as board leadership transitions. The other changes here simply clarify roles, and re-orders sections.

To comment or ask questions on this proposal, please go to:

<https://www.surveymonkey.com/r/NALMbyLAWS>

Otherwise, please continue to page 4.

Motion 3: Changes to Article VII: Executive Director

CURRENT TEXT:

ARTICLE VII EXECUTIVE DIRECTOR

Section 1. Employment

- A. The Executive Director shall:
1. be hired by and responsible to the Board of Directors; and
 2. serve at the pleasure of the Board.

ARTICLE VII - Section 2. Responsibilities

- A. The Executive Director shall:
1. serve as Chief Executive Officer of the Association;
 2. serve as an official spokesperson for the Association;
 3. direct the affairs and operations of the Association, and administer the National Office of the Association and employ staff in accordance with policies and procedures approved by the Board of Directors;
 4. present a report on the State of the Association to the Board of Directors and the general membership at the Annual Meeting or at any Special Meeting at which such a report is requested in writing by at least one-fourth of the members; and
 5. serve as ex officio member of all committees except the Nominating Committee.

PROPOSED AMENDMENT:

VII - Executive Director

Section 1: Change A to read:

- A. An Executive Director may be hired and be responsible to the Board of Directors. An Executive Director shall serve at the pleasure of the Board.
1. In the absence of an Executive Director position, the Chair of the Board assumes the responsibilities of the Executive Director and may delegate the responsibilities to other board members as needed.

Section 2 remains unchanged.

RATIONALE: This change simply reflects the current reality of a board-led organization. The previous wording at least implied that an Executive Director was required. In the new wording, the position is an option.

To comment or ask questions on this proposal, please go to:

<https://www.surveymonkey.com/r/NALMbyLAWS> (page 5)