

Bylaws Amendments

NACWA's Board of Directors is recommending membership approval of four amendments to the Association's *Bylaws*. Membership approval of these *Bylaws* amendments will align NACWA policy and practice with its primary governance document. The proposed amendments include changes to two sections of *Article IV – Board of Directors*; one revision to *Article VI – Committees*; and an updating of *Article IX – Membership*. The excerpted amendments follow with supporting rationale.

ARTICLE IV Board of Directors

1. *Composition*: The management of the affairs of the association is vested in a Board of Directors, with not less than ten nor more than thirty directors elected on a regional basis (using U. S. Environmental Protection Agency, or any successor agency, federal regions), with ***each region entitled to three*** ~~the number of~~ directors, ***not including directors appointed At-Large.*** ~~from each region. based upon the number of member agencies in such region according to the following formula: for regions with seven or fewer members, one director; for regions with eight to fourteen members, two directors; and for regions with fifteen or more three directors.~~ The composition of the Board of Directors shall also include three at-large seats, to which Association members may be appointed by the President, and confirmed by the Board, through a process endorsed by the Board. The maximum membership of the Board of Directors shall be thirty-three members.

Rationale: The formula in the current *Bylaws* dates back to when the organization was first founded, had a limited number of members, and represented only large agencies on primarily funding issues. Over time NACWA has grown to represent agencies of all sizes on a diverse array of issues. As an established 40-year old organization, NACWA can only be strengthened by full representation of each region on the Board. This amendment provides stability for the Board and ensures that all regions are fully represented.

5. *Tenure*: Directors shall not serve more than ***four*** ~~three~~ consecutive full three year terms.

Rationale: This amendment makes the *Bylaws* consistent with Board policy adopted in July, 2009.

ARTICLE VI Committees

5. *Standing Committee Programs and Reports:* Each Standing Committee ~~shall submit to the Board following the annual meeting its program and agenda for the next year, and~~ shall report in writing at least annually on its activities, including any recommendations the committee may have for Board consideration.

Rationale: This amendment makes the *Bylaws* consistent current practice. Written committee reports are provided to NACWA's membership via *Member Update* following Association conferences and capture recommendations to the Board. The adoption of an annual *Association Business Plan* by the Board of Directors captures key committee priorities and initiatives in its *Goals, Objectives, Strategies & FY Actions and Initiatives* section.

ARTICLE IX Membership

2. *Affiliate:* Any public or private organization whose interests are compatible with the bylaws and objectives of the association may upon application and the payment of a fee set by the Board of Directors, become an affiliate and receive association alerts, updates and correspondence, attend association meetings by payment of membership registration fees and participate ~~without right to vote~~ in association committee meetings, provided that affiliates cannot be ~~chairs~~ members of committees.

Rationale: This amendment makes the *Bylaws* consistent with Board policy adopted in July, 2009.

A complete copy of NACWA's *Bylaws* is available by visiting <http://www.nacwa.org/bylaws>. NACWA's membership will vote on these proposed *Bylaws* amendments during the *Annual Association Business Meeting* on Wednesday, July 20, 2011 in Chicago.