

# Term Expiration of Board of Directors and Certification Board Proposed changes to the Term Duration section(s) of the TAAP Bylaws

March 28, 2020

*This proposal was approved by Board of Directors at their meeting on March 28, 2020.*

**Purpose - To address current and future issues with term durations of the TAAP Board of Directors and the TCB. We are proposing one permanent change to the bylaws regarding terms. We are proposing two onetime self-terminating bylaws amendments regarding terms, one for the TAAP BOD and another for the Certification Board.**

## TAAP Board of Directors Issues

**Explanation:** The TAAP Board of Directors currently has eight of the 15 director terms expiring in 2020. The TAAP bylaws require terms to be staggered so that five directors are elected each year. This bylaw is not enforceable because President Elect is a position that encompasses six years – the term includes two-year terms at three positions: President Elect, President, and Past President.

Proposed solution - Four directors should be elected each year. That bylaw change will result in the board being composed of twelve directors and three individuals in the President roles with four new directors entering after each election. Bylaws mandate the board be composed of a total of 15 members of the Board of Directors.

## **Proposed Permanent Bylaws Change:**

- Proposed permanent revision to the bylaws in Article VI, Section 1, C

***Current bylaw: "Terms shall be staggered so that five (5) Directors and vacancies are elected each year."***

- Changed to:

***"Terms shall be staggered so that four (4) Directors are elected each year."***

Vacancies of directors (who cannot complete their terms) are filled by appointment by the President with vote confirmation by the board. An appointed director will complete the term they are appointed to fill. Consequently, we don't need to have general elections to fill vacancies on the board.

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**Explanation for One Time Bylaws Amendment:** We propose a self-terminating bylaw amendment to serve as a corrective measure addressing the excess of board director vacancies in the 2020 election. This bylaw will terminate on October 15, 2022. This bylaw applies only to the 2020 board of director's election. This bylaw enacts term duration modifications for four nominees. These four nominees will hold office for less than the standard three-year term.

The top four nominees in number of votes received will be elected to three-year terms. The next two nominees ranked in number of votes received (nominees finishing in the voting 5<sup>th</sup> & 6<sup>th</sup>) will be elected to two-year terms. The next two nominees in number of votes received (nominees finishing in the voting 7<sup>th</sup> & 8<sup>th</sup>) will be elected to one-year terms. Candidates who are elected to less than a three-year term will be not be prohibited from serving serve two subsequent consecutive three-year terms should they be so elected.

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In the event of a tie, the longer tenured TAAP member will be declared the winner. If the length of TAAP membership is identical, the Executive Committee will determine the winner(s).

## **Proposed One Time Bylaw Amendment (affecting Board of Directors election in 2020):**

Article VI, Section 1, B (*shall have added*)

***Term length modification for incoming board members elected in 2020, to terminate October 15, 2022.***

***The top four nominees in votes received will be elected for three-year terms to expire in 2023.***

***The nominees finishing fifth and sixth in votes received are elected for two-year terms to expire in 2022.***

***The nominees finishing seventh and eighth in votes received are elected for one-year terms to expire in 2021.***

***Terms for candidates elected in 2020 to one-year or two-year terms will not count toward the term limits clause in the TAAP bylaws, Article VI, Section 1, B.***

***In the event of a tie, the longer tenured TAAP member will be declared the winner. If the length of TAAP membership is identical, the Executive Board will determine the winner(s).***

## **Certification Board Issues**

**Explanation for One Time Bylaws Amendment:** The Certification Board consists of nine members. Eight members are scheduled to end their terms in the next two elections. In order to allow for more staggering of board terms on the Certification Board, it has been requested (by the chairman) that a vacant board position (due to a member resignation) be filled by election in the 2020 Certification Board election. It is requested that the vacated position be held for a full term rather than the duration of the unexpired term.

A onetime self-terminating bylaw amendment, for the 2018 – 2021 term vacated by board member resignation is recommended. The term will be filled by election of a full 3-year term member rather than by the Certification Board Chair appointment. This expires immediately after a board member is elected in 2020 for this vacated position and would not affect future vacated positions.

## **Proposed One Time Bylaw Amendment (affecting Certification Board election in 2020):**

Article IX, Section 3, C Vacancies (*shall have added*)

***The Certification Board vacancy created by member resignation will be filled by election in 2020. The term for this position will be three (3) years. This is a one time by laws amendment and will expire immediately after the newly elected Certification Board members elected in 2020 take office.***