



Proposed MACUL Article IV Bylaw Change

July 2011

The MACUL Board of Directors has recommended a change to Article IV. This article of the Bylaws describes the composition of and process to establish the MACUL Board of Directors. The changes are meant to:

- Change 1: Ensure diversity of the board during election and appointment process;*
- Change 2: Lengthen the number of years of a single board term, while still ensuring limits of the number of terms; and*
- Change 3: Change the number of annual board vacancies to be variable, rather than a set number of six, depending on the current size of the board*

Voting will begin on or after October 3, 2011 and be open for 45 days. This document is provided to give the MACUL membership detailed information on why these changes have been recommended by the MACUL Board of Directors.

Background Information:

Change 1: Ensure Diversity of the board

When the nominations committee of the MACUL Board solicits candidates to run for the MACUL Board, they make every effort to ensure the board is made up of a representative group of the MACUL membership. This includes geographic location in the state, level of as well as type of position held at the candidate's place of work, ethnicity and years of experiences. However, the current Bylaws do not state this practice. Change 1 recommendation is to change the references to candidate diversity to read:

The people recommended should be representative of the membership by geography, level, function/role, ethnicity, and years of experience.

Change 2: Lengthen the number of years of a single board term

The MACUL Board is honoring the membership's current desire to ensure limits to the number of terms while encouraging continuous improvement of MACUL activities. Currently, a board member is elected to a two year term and can serve up to four terms. What has happened in reality is that a board member works on an initiative (e.g. MACUL Grants and Awards Committee or MACUL Student Technology Showcase) and the board member hits the ground running the first year and has ideas to fine tune the process during the second, but runs the risk of not being elected to the board for another term due to being up for election only after two years. History of initiatives gets lost quickly due to the two year length. This recommended Bylaw change honors term limits, but makes the length of the term three rather than two years. Additionally, the number of terms is reduced from four to three. Change 2 recommendation is to change the references to length and number of terms to read:

...directors will be elected to a three-year term...The number of consecutive terms a director can serve may not exceed three terms.

Change 3: Change the number of annual board vacancies to be variable

There are two ways to become a member of the MACUL Board of Directors: election and appointment. To be elected, MACUL membership votes annually from a list of candidates and the top six become members of the board. After that, the president can recommend to the board the appointment of additional members. The appointment process is used each year to ensure diversity of the board (e.g. if after an election process the number of teachers represented is low, the president can appoint a teacher by recommending them to the board for approval). The appointment process has been used every year and has proven to be very effective.

This recommended Bylaw change is meant to honor the appointment process while not limiting the number of vacancies to six. As an example, for the election of the 2011-2012 board there were six candidates who were elected and four that were appointed. Had the appointments not occurred, the 2011-2012 board would not have had a teacher, someone from rural upper Lower Michigan, and ethnic diversity. It also would have been one of the smallest boards in years. Without the appointment process, the number of Board of Directors would have been 14. As another example, for the 2012-2013 Board of Directors the number of openings due to terms ending will be seven, not six. The number of vacancies historically has been variable, but the Bylaws set it at six. For all of these reasons, Change 2 recommendation is to change the references to the number of board vacancies to read:

The number of director vacancies to be filled will be recommended annually by the Nominations Committee and approved by the Board of Directors. The number of vacancies plus the number of continuing Board of Directors will be no less than twelve and no more than eighteen.

According to the MACUL Bylaws, the size of the Board of Directors can be no less than twelve and no more than twenty. The board is recommending the number of vacancies plus the number of continuing board members be capped at eighteen in order to leave room to honor the appointment process. As a result, at least two appointments can be made, if needed, to ensure the board is representative of its membership. Change 3 recommendation is to change the reference to the appointment process in the Bylaws to read as follows:

Additional directors will be appointed by the President upon approval of the Board of Directors to a three-year term as needed to foster representation by geography, level, function/role, ethnicity, and years of experience. The Board may not consist of less than 12 or more than 20 directors.

The MACUL Board of Directors thanks you for considering these three recommended changes to the MACUL Bylaws. As required by our Bylaws, this information is being sent to you 60 days before the voting begins (which will be on or after October 3, 2011). The voting will be open for 45 days. The complete Article IV can be found on the following page with changes highlighted. If you have any questions, please contact Mike Oswalt, 2011/12 MACUL President, at macul@macul.org.

ARTICLE IV

Board of Directors

Section 1. Election, Appointment and Term of Office. Each year ~~six~~ directors will be elected to a ~~two~~three-year term commencing at the first meeting of the Board of Directors following the start of the new fiscal year. The number of director vacancies to be filled will be recommended annually by the Nominations Committee and approved by the Board of Directors. The number of vacancies plus the number of continuing Board of Directors will be no less than twelve and no more than eighteen. The number of consecutive terms a director can serve may not exceed ~~four~~three terms. The election of ~~these six~~ directors will conform to the following procedures:

- A. At the first meeting of the Board of Directors held in the new year, the President shall appoint a Nominations Committee chairperson who will select at least two additional voting members to form the Nominations Committee.
- B. The Nominations Committee shall prepare and present a slate of nominees to the Board of Directors by the February meeting for their approval. The people recommended should be representative of the membership by geography, level, ~~and~~ function/role, ethnicity, and years of experience.
- C. Additional candidates upon approval by the Board of Directors may be placed in nomination by the membership at large by submitting a petition bearing the signatures of 25 voting members. This petition must be sent to the Secretary of the Board of Directors before December 1. The petition should be accompanied by a signed commitment of willingness to serve by the named candidate.
- D. The Nominations Committee shall insure that the list of candidates along with their vitae is published and sent to the general membership.
- E. All persons who are voting members specified in Article III, Section 10, shall be sent ballots for the election of next year's directors by the March meeting. The new directors shall be installed at the first meeting of the Board of Directors after the start of the new fiscal year.
- F. The tabulation of ballots shall be overseen and certified by the Nominations Committee. No person running for the Board shall be eligible to tabulate or certify the election.
- G. ~~The six people~~ Based on the approved number of vacancies, the candidates who receive the largest number of votes cast for membership on the Board of Directors shall be elected. In the case of a tie, the Board of Directors shall decide the winner.

Additional directors will be appointed by the President upon approval of the Board of Directors to a ~~two~~three-year term as needed to foster representation by geography, level, function/role, ethnicity, and years of experience and geographic area. The Board ~~may change the number of directors. However, the Board~~ may not consist of less than 12 ~~nor~~ more than 20 directors. Only voting members may become members of the Board of Directors.