

Several Bylaws amendments have been proposed for NCRA members to consider at its next Annual Business Meeting. The Constitution and Bylaws Committee met to consider proposed amendments, as well as proposed amendments submitted by members Melanie Humphrey-Sonntag, FAPR, RDR, CRR, CRC, Cheyenne, Wyo., Dineen Squillante, RPR, Arlington, Vt., and Traci Mertens, RDR, CRR, CRC, Alexandria, Va.

# 2023 Proposed Bylaws Amendments



The following serves as official notice that amendments to NCRA's Constitution and Bylaws have been proposed and will be voted upon immediately following the next Annual Business Meeting of the membership, July 27, 2023, at the Hyatt Regency Houston Downtown, Houston, Texas. Voting on amendments will be held electronically, and the voting period will be open for 24 hours. To vote, make sure that NCRA has a current email address for you in its database by July 17.

#### NOTES:

For your reading ease, the language to be added is *italicized*. Language to be stricken is indicated by ~~strikethrough~~.

To review the full text and the changes, visit [NCRA.org/bylaws](https://ncra.org/bylaws).

## Amendment #1

*This amendment is submitted by the Constitution and Bylaws Committee, as amended by the Board of Directors.*

### RATIONALE

*The rationale for this change is that the increased number of committee members will allow for more voices to have a say in the leadership of the Association and will help dispel any appearance of any one person's influence over this important process.*

### Constitution & Bylaws: Article VIII – Nomination and Election of Officers and Directors

#### Section 1 – Qualifications of Nominating Committee

- a) A Nominating Committee for the nomination of Officers and Directors of the Association shall be composed of ~~four(4)~~ *eight (8)* Registered Members and the Immediate Past President. The Immediate Past President shall be the chair of the Nominating Committee and shall vote only in case of a tie. A quorum shall ~~consist of three (3) members of the committee~~ *be a majority of the voting committee members.*

## Amendment #2

*This amendment is submitted by the Constitution and Bylaws Committee.*

### RATIONALE

*It is best to have the nominee submit their letter of intent prior to collecting signatures, which will now be done online. The proposed amendment does not change the original meaning of the bylaw amendment.*

### Constitution & Bylaws: Article VIII – Nomination and Election of Officers and Directors

#### Section 3 – Preparation of the Slate of Nominees

- c) ~~Any~~ *Additional eligible members may be added to the ballot by submitting to the Executive Director, within 60 days after publication of the Nominating Committee slate, a signed letter confirming their willingness to serve in such office, together with pertinent biographical information. In pursuance of being added to the ballot, the member must acquire* one hundred (100) Voting Members *signatures*, no more than twenty-five (25) of whom are located in any one state, ~~shall have the privilege of nomination a candidate for each of the offices to be filled by preparing and forwarding to the Executive Director a written nomination received~~

## ■ DATES TO KNOW

**Discussion of Bylaws at the NCRA Annual Business Meeting, July 27, Hyatt Regency Houston Downtown**

**Verify your email address by July 17**

**Voting starts within 2 hours of the close of the Business Meeting on July 27 and remains open for 24 hours**

within 60 days after publication of the Nominating Committee slate, together with pertinent biographical information and a signed letter from each nominee confirming their willingness to serve, *within the 60-day petition period*. Candidates *nominated by petition* who were not previously considered by the Nominating Committee shall be required to complete the same application materials required of candidates who were considered by the Nominating Committee.

### Amendment #3

*This amendment is submitted by Melanie Humphrey-Sonntag, Dineen Squillante, and Traci Mertens, who agreed with edits by the Constitution and Bylaws Committee. The final proposed amendment follows.*

#### RATIONALE

*Deleting confrontational language like ‘contested’ creates a more cohesive future Board environment. The principle remains the same, that candidate names are listed by lot, but ‘additional candidates qualifying for the same position’ is more conducive to collegiality. This rationale applies equally to the consequential amendments.*

#### Constitution & Bylaws: Article VIII – Nomination and Election of Officers and Directors

##### Section 3 – Preparation of the Slate of Nominees

- d) Following the closing of nominations, and in the event of *a contested election*, *additional candidates qualifying for the same position (as provided in Article VIII, Section 3 c)*, a ballot shall be prepared listing the names, by lot, of all nominees under the office for which they have been nominated both by the Nominating Committee and by written petition of the Voting Members.

#### Consequential amendment:

#### Constitution & Bylaws: Article IX – Meeting and Voting

##### Section 3 – Voting

- c) All voting shall be conducted at the annual business meeting except *that voting for contested* elections (as provided in Article VIII, Section 4 *and Article IX, Section 3 d)*, amendments to the Constitution and Bylaws (as

provided in Article XVIII, Section 2), and dues increases (as provided in Article IV, Section 1) shall be by electronic mail or other means of electronic transmission as shall be authorized and determined by the Board of Directors.

- d) Members voting by electronic mail and other authorized means of electronic transmission for *contested* elections (*as provided in Article VIII, Section 4, and Article IX, Section 3 d)*, will have a period of 24 hours to vote once the online voting period begins. The voting period shall occur at least 30 days prior to the annual business meeting.

### Amendment #4

*This amendment is submitted by the Constitution and Bylaws Committee.*

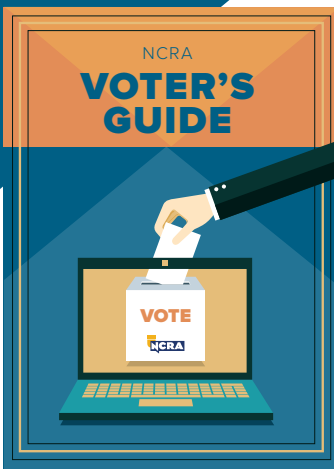
#### RATIONALE

*Due to the fact that the Annual Business Meeting date fluctuates yearly, and due to publishing and notification deadlines, it is recommended that amendments be filed at least 120 days prior to the Annual Business Meeting. This will also give the Constitution and Bylaws Committee adequate time to review the proposed amendments without the pressure of a short deadline.*

#### Constitution & Bylaws: Article XVIII – Amendments

##### Section 2 – Procedure and Action on Proposed Amendments

This Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the Voting Members who are voting by electronic mail or other authorized means of electronic transmission. Notice of such amendment with the text thereof must be filed with the Executive Director and the Constitution and Bylaws Committee not less than *ninety (90) one hundred twenty (120)* days before the date of the annual business meeting at which the said proposed amendment is to be considered. The Executive Director shall give notice of such proposed amendment to all Members in the official publication or by written notice, as the Board of Directors may determine, not less than thirty (30) days preceding the date of such annual business meeting.



An additional Bylaws amendment has been proposed for NCRA members to consider at its next Annual Business Meeting. The Constitution and Bylaws Committee met to consider the following amendment submitted by Melanie Humphrey-Sonntag, FAPR, RDR, CRR, CRC, Cheyenne, Wyo.; Dineen Squillante, RPR, Arlington, Vt.; and Traci Mertens, RDR, CRR, CRC, Alexandria, Va.

# Additional 2023 Proposed Bylaws Amendment



The following serves as official notice that this amendment to NCRA's Constitution and Bylaws has been proposed and will be voted upon immediately following the next Annual Business Meeting of the membership, July 27, 2023, at the Hyatt Regency Houston Downtown, Houston, Texas. Voting on amendments will be held electronically, and the voting period will be open for 24 hours. To vote, make sure that NCRA has a current email address for you in its database by July 17.

#### NOTES:

For your reading ease, the language to be added is *italicized*. Language to be stricken is indicated by ~~strikethrough~~.

To review the full text and the changes, visit [NCRA.org/bylaws](https://ncra.org/bylaws).

## Amendment #5

This amendment is submitted by Melanie Humphrey-Sonntag, Dineen Squillante, and Traci Mertens, who agreed with amendments made by the Constitution and Bylaws Committee. The final proposed amendment follows.

### RATIONALE

All members should be encouraged to participate in the election process, which online voting has been improving since 2008. This language mirrors Article VIII, Section 4, which says that voting for elections shall be by electronic mail or other means of electronic transmission, which increases transparency and inclusion, whether members attend the Annual Business Meeting in person or participate remotely. The proposed special elec-

tion will not disrupt current annual conference timelines, and electronic voting serves to promote effective governance by establishing the incoming Board prior to the Annual Business Meeting. All members deserve to choose their NCRA leaders, not just those who are present at the Annual Business Meeting.

### Constitution & Bylaws: Article VIII – Nomination and Election of Officers and Directors

#### Section 3—Preparation of the Slate of Nominees

- e) No individual shall be ~~a candidate~~ placed on a ballot for more than one (1) ~~office position~~.
- f) ~~In the even an office shall become vacant after the election and prior to the close of the annual business meeting, or in the event a nominee under subparagraph~~

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~~b) above becomes unable or unwilling to serve, the presiding Officer shall entertain nominations for that office from the floor, and the Voting Members present and voting shall elect a candidate to fill said vacancy.~~

*In the event an election creates a vacancy in a director or officer position, a special election shall be held. Candidates shall have 48 hours after the close of the initial election to submit a signed letter declaring their candidacy to serve in such vacant position, together with pertinent biographical information. Candidates in the special election shall be required to complete the same application materials required of candidates considered by the Nominating Committee and shall be required to submit signatures of twenty-five (25) voting members, no more than five (5) of whom are located in any one state, if signatures have not previously been submitted, within five (5) days following the submission of their signed letter declaring their candidacy described above. The special election shall be held fifteen (15) days after completion of the initial election. Members voting by electronic mail or other authorized means of electronic transmission for the special election will have a period of 24 hours to vote once the online voting period begins.*

### Consequential amendment(s):

#### Constitution & Bylaws: Article V—Board of Directors

##### Section 6 - Vacancies

Vacancies on the Board of Directors among the Directorships not held by Officers (as defined herein) which occur after the annual business meeting shall be filled by appointment by the Board of Directors. Such appointment shall be effective only until the next annual election by the Voting Members. ~~Should a vacancy occur after the election and prior to the close of the annual business meeting, the presiding Officer shall entertain nominations for any unexpired term from the floor and the Voting Members at~~

~~the annual business meeting shall elect a candidate to fill said vacancy. In the event an election under Article VIII, Section 4 creates a vacancy in a director or officer position, a special election shall be held (as provided in Article VIII, Section 3f).~~

#### Constitution & Bylaws: Article IX—Meeting and Voting

##### Section 3—Voting

- c) All voting shall be conducted at the annual business meeting except ~~that voting for contested~~ elections (as provided in Article VIII, Section 4, *and Article IX, Section 3d*), amendments to the Constitution and Bylaws (as provided in Article XVIII, Section 2), and dues increases (as provided in Article IV, Section 1) shall be by electronic mail or other means of electronic transmission as shall be authorized and determined by the Board of Directors.
- d) Members voting by electronic mail ~~and~~ *or* other authorized means of electronic transmission for ~~contested~~ elections (*as provided in Article VIII, Section 4*), will have a period of 24 hours to vote once the online voting period begins. The voting period shall occur at least 30 days prior to the annual business meeting *for initial elections and at least 15 days prior to the annual business meeting for special elections (as provided in Article VIII, Section 3f).*
- e) Members voting by electronic mail ~~and~~ *or* other authorized means of electronic transmission for amendments to the Constitution and Bylaws and dues increases (as provided in Article IV, Section 1) will have a period of 24 hours after the annual business meeting to vote.