**NWBA Bylaws Amendment Proposal Form**

**Proposed Amendments must be submitted in writing to the Executive Director and the chair of the Governance Committee at least sixty (60) days preceding the Annual Assembly (Sunday, April 25, 2021).**

**Section:** ARTICLE TEN Annual Assembly – Sections 10.1, 10.2, 10.3. 10.4, and 10.5 as outlined below

**Proposed By:** NWBA Management/Staff

**Summary of Proposed Change:**

Change adds clarity on method of electronic vote and ballots used for voting in Board of Directors elections and Bylaw amendments. Change to the notice period provided to membership regarding the NWBA Annual Assembly.

**Current Bylaw:** Current wording is included in the proposal section below.

**Proposed Bylaw:** Proposed changes are marked below with the track changes function (deletions have a strikethrough and additions are underlined).

**Section 10.1: The NWBA Annual Assembly.**

There shall be an Annual Assembly at which all members and other NWBA constituencies shall gather and provide input to the Board of Directors on matters relating to the organization. ~~The Annual Assembly meeting may be held in conjunction with a major NWBA competition.~~

The NWBA Annual Assembly shall be held in conjunction with a regularly scheduled Board of Director’s meeting.

At the Annual Assembly:

1. The Board of Directors shall provide a report on the *“State of the NWBA;”*
2. The Executive Director shall provide a managerial report;
3. Members may pose questions to the Board and Executive Director~~for response~~;
4. The voting membership shall elect new members of the Board of Directors as provided in these Bylaws; and
5. The voting membership may amend these Bylaws as provided in these Bylaws.
6. The annual assembly will be video-conferenced and the voting membership, not able to send a physical representative to the annual assembly, may participate electronically in real time.
7. The annual assembly will be streamed on the website in real time so the voting membership that does not have video-conferencing capabilities, may view the annual assembly.
8. The voting membership that is participating via video-conferencing or live streaming, may vote electronically through the means provided by the NWBA ~~using email to the annual assembly “voting email address” (to be established upon adoption of this change) if they wish to hear the discussions of the topics on which to be voted, prior to casting a vote~~.

**Section 10.2: Notice of NWBA Annual Assembly.**

Notice of the Annual Assembly stating the place, date and time of the meeting shall be posted on the NWBA website and may be distributed to the membership by electronic transmission no fewer than thirty~~ninety~~ (~~9~~30) days before the date of the meeting.

**Section 10.3: Amendments of NWBA Bylaws.**

These NWBA Bylaws may be amended, repealed, or altered, in whole or in part at the NWBA Annual Assembly by a two-thirds (2/3) majority of the voting membership present and voting provided that the proposed amendment is submitted in writing to the Executive Director and the ~~c~~Chair of the Governance Committee at least sixty (60) days preceding the A~~a~~nnual ~~meeting~~Assembly.

Upon receipt of a properly submitted amendment proposal:

1. the staff of the NWBA, with the oversight of the Board of Directors, shall electronically mail a copy of the proposed amendment to all active members of the NWBA at least thirty (30) days before the A~~a~~nnual Assembly~~meeting~~,

1. a copy of the proposed amendment shall be posted on the NWBA website (www.NWBA.org) not later than thirty (30) days before the A~~a~~nnual Assembly ~~meeting~~, and

1. all amendments, unless otherwise specified, shall become effective 30 days following adoption at the Annual Assembly, and will be implemented as soon as practical.

The ~~c~~Chair of the Governance Committee, in conjunction with the Executive Director, shall also prepare ballots for any amendment issues that have been submitted as provided in Article Twenty of this document.

~~The voting membership shall cast their votes for all offices and all amendment issues on a single, secret ballot at the Annual Assembly, and the results shall be tabulated and announced immediately.~~

**Section 10.4: Board of Directors Elections.**

1. The Governance Committee shall submit a list of open Board of Directors positions to the Executive Director to be posted on the NWBA Website ~~no later than~~at least ninety (90) days ~~before~~prior to the Annual Assembly.

1. At least sixty (60) days prior to the scheduled Annual Assembly, the Governance Committee shall submit a slate of nominees for open Board of Director positions to the Executive Director for publication and distribution to the voting membership.

1. Governance Committee shall review~~s~~ and submit~~s~~ a slate of nominates to the Executive Director ~~no later than~~at least forty-five (45) days prior to Annual Assembly. No nominations from the floor of the Annual Assembly shall be permitted. The ~~c~~Chair of the Governance Committee, shall prepare ballots for the voting membership which lists all nominees by the Board office for which the candidates were nominated.

1. ~~Absentee ballots shall be sent to the voting members at least thirty (30) days prior to the Annual Assembly. For Absentee Ballots, see Section 110.45 of these Bylaws.~~

1. ~~The Absentee ballots shall be returned to the NWBA Governance Committee at the NWBA Headquarters at least fifteen (15) days prior to the Annual Assembly.~~

1. ~~The voting membership shall cast their votes for all positions and all amendments on a single, secret ballot at the Annual Assembly, and the results shall be tabulated and announced during the called meeting of the voting delegates.~~

**Section 10.5: ~~Absentee~~Ballots.**

The voting membership shall cast their votes for all open Board of Directors positions and all Amendments of NWBA Bylaws during the Annual Assembly, and the results shall be tabulated and announced immediately.

Voting members of the NWBA who cannot attend the Annual Assembly may request an absentee ballot~~from the Chair of the Governance Committee through the NWBA Executive Director~~.

The request for an absentee ballot must be received at least thirty (30) days prior to the Annual Assembly by the NWBA Executive Director via ~~mail and/or~~electronic ~~transmission~~mail. The completed absentee ballot must then be returned to the Chair of the Governance Committee via electronic mail ~~received by the Chair of the Governance~~at least fifteen (15) days prior to the commencement of the Annual Assembly. Absentee ballots shall be tabulated at the same time as other ballots during the Annual Assembly.

**Rationale for Change:**

1. Change the NWBA Bylaws to ensure some latitude on the delivery method of casting an electronic vote during the NWBA Annual Assembly.
2. Change the NWBA Bylaws to centralize the language on obtaining ballots into one section.

**Submit to:**

Via Email to both:

Will Waller, NWBA Executive Director: will@nwba.org AND Tim Fox, interim Chair of the Governance Committee: timfox@nwba.org

OR

Via Postal Mail:

NWBA, 1130 Elkton Dr., Suite A, Colorado Springs, CO 80907