

Overview

Bylaws are a legal governing document for non-profit organizations and are an essential part of good governance. AORE's bylaws have existed for 25 years and were written at a time when the AORE was a small, grassroots organization with a working board and no staff. Although there have been changes to the bylaws over time, in their current state, they do not reflect best practices for organizational performance. BoardSource, one of the leading supporters of non-profit board development identified periodic bylaw review as a Leading Practice for governance stating that:

“Bylaws formalize the board’s structure and practices. The board’s needs evolve over time, as do the external circumstances within which the organization and the board function. It is necessary to review the clauses periodically to verify their continued appropriateness and to assess what might be missing.”

Specifically, the bylaws can be prescriptive in a way that prevents the AORE from being nimble and adaptable in its strategy and operations which is essential for success in a competitive environment. Additionally, the bylaws reflect member involvement in decision making that, while relevant in AORE's early years, are no longer an effective way for a large, national non-profit to operate. The following changes seek to update the bylaws to better reflect the AORE's current operations, provide effective governance structure in support of the strategic direction the Board defined at Mid Year, and align better with best practices for non-profits of AORE's size and stage of development.

Changes in the Bylaws as detailed below would go into effect January 1, 2019.

Proposed Change: Bylaws related to member votes on bylaw, goal, and objective changes

Rationale: It is best practice for the operations of a non-profit for the board, in collaboration with staff, to create the goals and objectives for an organization. Currently, the board approves goals and objectives, not the membership. This change aligns the bylaws with current operations and provides for the nimbleness and responsiveness the AORE needs to be successful.

Current Bylaws	Proposed Changes
<p>Article IV - Association Meetings</p> <p>Section 4: Voting by the Membership</p> <p>C. Amendments - All members eligible to vote shall be eligible to vote on amendments to the mission, goals and objectives, and the bylaws of the Association, and may cast one ballot in person, by proxy or absentee ballot. Amendments must be approved by two-thirds (2/3) of all members casting votes.</p>	<p>Article IV: Association Meetings</p> <p>Section 4: Voting by the Membership</p> <p>C. Amendments - All members eligible to vote shall be eligible to vote on amendments to the mission, goals and objectives, and the bylaws of the Association, and may cast one ballot in person, by proxy or absentee ballot. Amendments must be approved by two-thirds (2/3) of all members casting votes.</p>

<p>Article IX: Amendments</p> <p>The goals, objectives, and/or bylaws of the Association may be altered, amended or repealed; and new goals, objectives, and/or bylaws may be adopted by a two-thirds (2/3) vote of those members casting ballots, provided that written notice and a copy of the proposed changes are given to the membership at least 24 hours in advance of the meeting. If the By-law changes are to be voted on at the annual conference, such notice shall be provided to at least those members attending the conference.</p>	<p>Article IX: Amendments</p> <p>Section 1: Voting by the Membership</p> <p>The goals, objectives, and/or bylaws of the Association may be altered, amended or repealed; and new goals, objectives, and/or bylaws may be adopted by a two-thirds (2/3) vote of those members casting ballots, provided that written notice and a copy of the proposed changes are given to the membership at least 24 hours in advance of the meeting. If the By-law bylaw changes are to be voted on at the annual conference, such notice shall be provided to at least those members attending the conference.</p> <p>Section 2: Voting by the Board of Directors</p> <p>The goals and objectives of the Association may be altered, amended or repealed; and new goals and/or objectives may be adopted by a two-thirds (2/3) vote of the board of directors.</p>

Proposed Change: Bylaws related to number of Ex Officio Board Members

Rationale: This change provides clarity in the bylaws by stating explicitly that the Immediate Past President is not included in the allowable number of Ex Officio members.

Current Bylaws	Proposed Changes
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<p>Article V: Board of Directors</p> <p>Section 2: Number of Officers</p> <p>The number of voting elected directors on the board shall be between seven (7) and twelve (12). The existing board will establish the size of the board for the upcoming year a minimum of 30 days prior to elections. Two additional non-voting directors may be appointed at the discretion of the BOD. The ex officio member(s) are not eligible to vote.</p> <p>Section 3: Categories of Officers</p> <p>Immediate Past President - The immediate Past President of the BOD shall continue to serve on the BOD for a period of one (1) year immediately following his/her term as an Executive Committee consultant and work in tandem with the Vice President on bylaw recommendations. If the Immediate Past President has not completed his/her elected term as a Director on the board, he/she will continue to have voting privileges. If the Immediate Past President's term as a Director on the board has expired, he/she will serve in an ex officio capacity as an advisor to the BOD.</p>	<p>Article V: Board of Directors</p> <p>Section 2: Number of Officers</p> <p>The number of voting elected directors on the board shall be between seven (7) and twelve (12). The existing board will establish the size of the board for the upcoming year a minimum of 30 days prior to elections. Two additional non-voting directors may be appointed at the discretion of the BOD. The ex officio member(s) are not eligible to vote. The Immediate Past President will serve in an advisory, non-voting capacity in addition to the aforementioned ex-officio member(s).</p> <p>Section 3: Categories of Officers</p> <p>Immediate Past President - The immediate Past President of the BOD shall continue to serve on the BOD for a period of one (1) year immediately following his/her term as an Executive Committee consultant and work in tandem with the Vice President-Elect on bylaw recommendations. If the Immediate Past President has not completed his/her elected term as a Director on the board, he/she will continue to have voting privileges. If the Immediate Past President's term as a Director on the board has expired, he/she will serve in an ex officio capacity as an advisor to the BOD in addition to any of the appointed ex officio members outlined in Article V, Section 2.</p>
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Proposed Change: Bylaw related to BOD Duties

Rationale: This bylaw is too specific and descriptive. The needs it defines are no longer relevant to the operation and governance of the AORE. Removing it provides more flexibility in how the Board decided to assign duties.

Current Bylaws	Proposed Changes
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<p>Article V: Board of Directors</p> <p>Section 3: Categories for Officers</p> <p>Assignment of Other BOD Duties - The BOD reserves the right to assign any duties as would most efficiently distribute the necessary workload of the Directors of the Association. These duties may include for example, Historian, Technology Coordinator, Communications Coordinator, Committee Liaisons, and Regional Representatives.</p>	<p>Article V: Board of Directors</p> <p>Section 3: Categories for Officers</p> <p>Assignment of Other BOD Duties—The BOD reserves the right to assign any duties as would most efficiently distribute the necessary workload of the Directors of the Association. These duties may include for example, Historian, Technology Coordinator, Communications Coordinator, Committee Liaisons, and Regional Representatives.</p>

Proposed Change: Bylaw related to member vote on dues

Rationale:
 Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission. The board is unable to fulfill this function if they leave funding resources for the organization to the membership.

Boards are expected to prioritize their well-understood fiduciary responsibilities to their own organizations and their most important stakeholders. Organizations have many critical commitments and strategic priorities around thriving that can be achieved only through interdependent learning, resource sharing, financial investments and decision-making.

The AORE board, through its approved budget policy is best equipped to align through performance based budgeting the needs to support the organization operations in alignment with industry and association marketplace. The board has timely, relevant information to make data driven decisions on behalf of the association.

Ultimately, membership associations always vote for dues by member’s and potential members making the choice to renew or join based on the value they receive.

The board is proud to provide AORE members resources, programs and services and understands there are fixed and variable costs to operate. By allowing the board to make adjustments to dues if and when needed allow to adjust for CPI or other factors that may impact continuity in operations.

Jerry Jacobs, partner at Pillsbury Winthrop Shaw Pittman LLP and author of the Association Law Handbook, says a member vote required for a dues increase is rare among associations, in his experience, and that “there has been a strong trend toward more of a ‘business corporation’ model where members may vote on bylaws, board members, and major transactions—mergers, etc.—but not anything else.” (In fact, the sample bylaws document in the Association Law Handbook provides exactly one line about setting dues: “Dues are established by the Board of Directors.”)

Current Bylaws	Proposed Changes
<p>Article VII: Dues and Finances</p> <p>Section 1: Dues</p> <p>Dues Modifications to the annual dues for all categories of membership shall be determined by the BOD and be approved by a favorable vote of a majority of the members casting votes at the Annual Business Meeting.</p>	<p>Article VII: Dues and Finances</p> <p>Section 1: Dues</p> <p>Dues Modifications to the annual dues for all categories of membership shall be determined and voted on by the BOD and be approved by a favorable vote of a majority of the members casting votes at the Annual Business Meeting.</p>

Proposed Change: Bylaw related to committees

Rationale: It is best practice to include a provision to dissolve committees. As AORE looks to the future, the committee structure may need to change to support the Association’s strategic direction. AORE has dissolved committees in the past such as the Conference Host Committee when, given changes to operations, it was no longer needed. This bylaw change documents and allows for this practice.

Current Bylaws	Proposed Changes
<p>Article VIII: Development of Committees</p> <p>The BOD, by resolution adopted by a majority of the BOD, may designate one or more committees, each of which may include other individuals who are not board members.</p>	<p>Article VIII: Development of Committees</p> <p>The BOD, by resolution adopted by a majority of the BOD, may designate one or more committees, each of which may include other individuals who are not board members. Additionally, the BOD, by resolution adopted by a majority of the BOD, may dissolve a committee when deemed necessary.</p>

Proposed Change: Change term lengths for board members and Executive Committee members

Rationale:
 By adding an additional year to the Board of Directors term, AORE achieves a greater continuity of knowledge and greater performance. Anecdotal evidence from previous AORE board members suggest that higher performance resulted in their third year. Adding a fourth year may allow board members to perform at an even higher level. A decrease in turnover

leads to increased stability and the ability to see projects with longer time horizons to fruition. Additionally, longer terms may optimize the working relationships between Board Members and the Board and Executive Director. The greater length of service may also aid in Board Recruitment by ensuring candidates are serious and committed.

Current Bylaws	Proposed Changes
<p>Article V: Board of Directors</p> <p>Section 3: Categories of Officers</p> <p>President Elect - shall be responsible for organizing and overseeing annual elections, assisting the President, and serving as BOD Parliamentarian. In addition, in the absence of the President, or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President. Upon the completion of their term, the President Elect will assume the role of President, even if this adds an additional year to their 3 year term.</p>	<p>Article V: Board of Directors</p> <p>Section 3: Categories of Officers</p> <p>President Elect - shall be responsible for organizing and overseeing annual elections, assisting the President, and serving as BOD Parliamentarian. In addition, in the absence of the President, or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President. Upon the completion of their term, the President Elect will assume the role of President, even if this adds an additional year to their 3 year term extends their current term.</p>
<p>Article V: Board of Directors</p> <p>Section 4: Election and Terms of Officers and Board Members</p> <p>A. The terms of the President, President Elect, Secretary, and Treasurer shall be one (1) year. The President, President Elect, Secretary, and Treasurer shall be elected by the BOD.</p>	<p>Article V: Board of Directors</p> <p>Section 4: Election and Terms of Officers and Board Members</p> <p>A. The terms of the President, President Elect, Secretary, and Treasurer shall be one (1) two (2) years. The President, President Elect, Secretary, and Treasurer shall be elected by the BOD.</p>
<p>Article V: Board of Directors</p> <p>Section 4: Election and Terms of Officers and Board Members</p> <p>C. All elected Board members, with the exception of the student director and the Immediate Past President, shall serve a three (3) year term unless filling a vacated position. Both the student director and the Immediate Past President shall serve a one (1) year term.</p>	<p>Article V: Board of Directors</p> <p>Section 4: Election and Terms of Officers and Board Members</p> <p>C. All elected Board members, with the exception of the student director and the Immediate Past President, shall serve a three (3) four (4) year term unless filling a vacated position. Both the student director and the Immediate Past President shall serve a one (1) year term.</p>

Proposed Change: Board of Directors President and President Elect Executive Position Titles

Rationale: Based on the changes of the Board of Directors and the Executive Team terms of service, there is a need to realign the titles of the President and President Elect positions to better serve the association and the time commitment associated for present and future members of the Board of Directors to serve in the capacity of Executive Team leadership.

Note: if approved the Bylaws will be amended to replace all reference to “President” and “President Elect” to “Chair” and “Vice Chair” respectively.

<p>Article V - Board of Directors Section 3: Categories of Officers</p> <p><i>President</i> - shall preside at all the meetings of the Association and the BOD. Any legal and financial documents must be approved by the President and, when appropriate, the Executive Director or another designee of the BOD as required by law or stated in the bylaws.</p> <p>President Elect - shall be responsible for organizing and overseeing annual elections, assisting the President, and serving as BOD Parliamentarian. In addition, in the absence of the President, or in the event of the President’s inability or refusal to act, the President Elect shall perform the duties of the President. Upon the completion of their term, the President Elect will assume the role of President, even if this adds an additional year to their 3 year term.</p>	<p>Article V - Board of Directors Section 3: Categories of Officers</p> <p><i>President Chair</i> - shall preside at all the meetings of the Association and the BOD. Any legal and financial documents must be approved by the <i>President Chair</i> and, when appropriate, the Executive Director or another designee of the BOD as required by law or stated in the bylaws.</p> <p><i>President-Elect Vice Chair</i> - shall be responsible for organizing and overseeing annual elections, assisting the <i>President Chair</i>, and serving as BOD Parliamentarian. In addition, in the absence of the <i>President Chair</i>, or in the event of the <i>President Chair’s</i> inability or refusal to act, the <i>President-Elect Vice Chair</i> shall perform the duties of the <i>President Chair</i>. Upon the completion of their term, the President Elect will assume the role of President, even if this adds an additional year to their 3 year term.</p>
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