

Future First

NIRSA Leadership and Governance

Highlights and Summary of Proposed Amendments to the NIRSA Bylaws and Articles of Incorporation

Introduction

The following is a summary of highlights and proposed amendments to the NIRSA Bylaws and Articles of Incorporation. The full text of the proposed amendments to both documents will be communicated to the entire membership no later than 30 days prior to the annual conference for the purpose of consideration at the Annual Business Meeting on Saturday, April 4, 2009 in Charlotte. A Governance Town Hall meeting is scheduled at the Annual Conference on Thursday, April 2 from 2:00-3:30pm.

Membership Involvement

The Future First model proposed by the Governance Commission resulted from a two year process of forward thinking discussion; deliberation and surveys involving the Peer Group, Young Leader and Student Advisory groups; feedback from past National Student Representatives and Past Presidents; several NIRSA Know articles; and dedicated member focused town hall meetings at state and regional workshops and the Annual Conference. The NIRSA Board of Directors has whole-heartedly endorsed the Future First Model, the proposed amendments to the Bylaws, and proposed amendments to the Articles of Incorporation.

Basic Components

Highlights of Future First: **The Assembly** is a completely new element. This forward-thinking group is a think tank that will focus on the needs of the profession (collegiate recreational sports), an element that didn't previously exist in our governance structure. **The Network** expands and enhances the strong regional network of NIRSA and creates numerous opportunities for Member involvement and leadership development. **The Board of Directors** is the visionary leadership that strategically positions and drives the Association. The Board is responsible for strategic planning, establishing policy, supervising the Executive Director, overseeing fiduciary and legal responsibilities, and serving as the sole shareholder of the NSC. **The Role of Students** is essential to the growth of our profession and is an integral element of the shared governance model. Students represent our future both as young professionals, and the future leaders of our Association. The proposed model provides expanded opportunities for student input, involvement, influence, and leadership development.

Update: Different titles from information provide in Fall, 2008

Throughout Fall 2008 the updated (from Austin) Future First Model was presented to our membership through dedicated sessions at state and regional conferences. During the same time period, the Bylaws Committee, working with NIRSA legal counsel, was developing the actual proposed changes to be voted on by the membership. The basic components and principles of the Future First Model remain as were presented. However, during the review our legal counsel recommended we re-title two positions while keeping the responsibilities the same:

- The member who will be elected by each region to serve in the Member Network is now titled **Regional Representative** rather than Regional Director (to avoid confusion with directors serving on the board)
- The member who will serve a one year term on the NIRSA Board of Directors is now titled more appropriately the **Annual Director** rather than the Board Delegate

Proposed Amendment to the Articles of Incorporation and the Bylaws: Addition of the Student Leadership Team as a category of membership

The proposed amendments to the bylaws affect the Articles of Incorporation. The Articles list the categories of membership; the proposed amendment expands the membership classification from eight to ten. First, an omission was discovered in the current Articles that did not list the “retired member” category. Second, several years ago the student leaders elected to national and regional positions were granted the privilege to vote on NIRSA business. Oregon law and the Model Act prohibit providing different privileges to members within the same class of membership; therefore it is necessary to establish a new membership class in both the Articles and the Bylaws for the Student Leadership Team. The privilege to vote is not new, but the separate membership category will bring NIRSA into compliance with Oregon Law and the Model Act.

Proposed Amendments to the NIRSA Bylaws

Below is a summary of the proposed amendments in highlighted format. A red-line copy of the actual text, a clean copy of the amended bylaws, and a full listing of all the changes will be available on the NIRSA website no later than 30 days prior to the Annual Business Meeting:

- Define the Student Leadership Team (National Student Leader and the six Regional Student Leaders) as a separate category of membership
- Maintain current regional configuration, but moves it from Article III, Board of Directors to Article II, Members
- Establish that Board of Director elections will take place by written ballot or electronically and must be completed at least 60 days prior to the Annual Conference
 - Removes the election and nominations “from the floor” from the annual, regional and student business meetings
 - Removes proxy balloting for elections, but keeps proxy balloting for future bylaw amendments
 - Adds voting by electronic ballots to conduct NIRSA business, such as future bylaw amendments, to the written ballot process
 - Continues the ability to nominate a candidate for the Board of Director by petition, but under a new time line
- Strategically sizes the board of directors from eleven to seven
 - Places the current six regional vice presidents, the national student representative and the past presidents’ representative in the Member Network
 - Creates three at-large members of the board serving staggered three year terms
 - Creates a board Annual Director: nominated by the President-Designee, confirmed by the board at least 30 days prior to the annual conference, serving a one year term limited to two consecutive terms, eligible members are professional, professional life and emeritus members with at least two years of membership in good standing and members of the student leadership team.
 - Removes the need of the executive committee with a strategically sized board
 - Provides flexibility for required meetings and the opportunity to call additional meetings, via teleconference or face-to-face as needed
 - Defines the start/end of a Board of Director’s term of office as “at the conclusion of the annual conference”
 - Recognizes that the transition time period to reduce the size of the board must be completed no later than May 31, 2014.

- Provides flexibility in the scheduling of future annual meeting of members, regional meetings and student meetings
- Establishes the Nominations and Appointments Committee as a standing committee with two members from each region, the National Student Leader, two Board of Director members and additional ex-officio members as needed
- Establishes the Audit and Finance Committee as a standing committee with two Board of Director members and three professional members serving staggered three year terms
- Establishes and defines (as a stand-alone article) the Member Network
 - 15 members (six regional representatives, the student leadership team, the past presidents' representative and a member of the board of directors)
 - Defines the primary focus as networking, professional development, representation and growing future leaders
 - Charges each region to determine election process for their respective positions
 - Establishes the chair of the Member Network as one of the regional representatives
- Establishes and defines (as a stand-alone article) the Assembly
 - Broad constituency membership including students and young professionals
 - Establishes primary focus as a visionary "think tank" and addressing the needs of the profession
 - Appointments to the Assembly will be developed and included in the NIRSA policy manual
 - Establishes the chair of the Assembly as the member from the Board of Directors
- Changes the sequence of the "presidential cycle"
 - Moves the Presidential year from the second year to the third year of the term
 - Establishes the title of the second year as the President Designee
 - Removes the position of Immediate Past President
- Incorporates previously recommended bylaw changes from 2006-2007 and 2007-2008, including:
 - Elected student leaders (national student leader and six regional student leaders) will maintain privilege to vote on all matters subject to vote by the membership
 - Permits members who have formally retired, to work part time or on a non-continuing basis and maintain their retired membership status
 - Edits and clarifications, not effecting current privilege and process, of membership categories in sections regarding dues and voting.
 - Previously approved amendments have been reviewed for consistency and restated into the current proposal.
 - Edit of bullet points into lettered or numbered sections
- Deletes specific bylaw sections that will be recommended to the NIRSA Board of Directors to include in the NIRSA Policy Manual
 - Election of regional representatives, student leaders and nominations and appointment committee members
 - Election of the National Student Leader
 - Election of the Past Presidents' Representative

Preliminary planning for transition upon approval by the membership

A final step in the process for the changes in the NIRSA governance structure is the approval by the membership at the Annual Business Meeting to be held in Charlotte, North Carolina on Saturday, April 4, 2009. While the outcome of the Annual Business Meeting is unknown, best business practice indicates that advance planning should be conducted prior to the meeting. If approved, the amended bylaws become effective immediately although there will be a transition time period before final implementation.

The NIRSA Board of Directors, with recommendations from the Governance Commission, will be exploring the creation of a transition team and formation of a transition plan.