

NOTICE OF ANNUAL MEETING AND PROPOSED CHANGES TO THE NACBA BYLAWS

The annual meeting of the voting members of the National Association of Church Business Administration will take place during our national conference at the Gaylord Opryland Resort and Convention Center in Nashville, Tennessee, during the final general session on Wednesday, July 16th, and will start at approximately 1:15 pm.

There are two amendments to the bylaws being recommended by the board of directors for adoption by the voting members during the annual meeting. They are:

1. a new provision for filling the unexpired term of an elected director, and
2. creation of a Governance Committee to replace the current Nominating Committee.

Amendment to Article 8

Background – The NACBA bylaws received a major overhaul in 2006. Recently, when one of our elected directors resigned from the board mid-term, it was discovered that the restated bylaws did not include a provision for filling an unexpired term of an elected director. The bylaws only included such a provision for filling an unexpired term of an officer. This proposed amendment corrects this oversight plus clarifies the prerequisites and terms for elected directors.

Article 8 – Officers and Elected Directors

- 8.2 [This sentence is added to the paragraph containing the *Prerequisites* for officers.] All Elected Directors must be Active members in good standing in the Association, certified or in the process of completing the requirements for certification as a Fellow in Church Business Administration (“FCBA”), and employed full-time by a Christian church in an administrative capacity.
- 8.3 [This sentence is added to the paragraph containing the *Terms* for officers.] Terms of elected directors are outlined in Section 5.2 of these bylaws.
- 8.4 [This sentence is added to the paragraph regarding the *Resignation, Vacancies* for officers.] An Elected Director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. In the event of a vacancy in a director’s position, the President shall appoint an Active member in good standing to fill the vacancy so occurring for the remainder of the term of office; provided, however, that such appointment shall not be effective without the approval of the Board of Directors.

Amendment to Article 9

Background – The NACBA board of directors recently concluded its transition to policy governance. This form of governing demands that the board look at ways to help it govern more effectively.

To that end the board has researched, crafted and adopted a Governance Committee. The purpose of the Governance Committee is the preparation of a slate of candidates for the board of directors and the presentation of these nominees to the membership for election; development and review of a board orientation program in consultation with the board; assurance of proper board performance and compliance with accepted and adopted policy governance practices and principles; assisting the board in its on-going assessment of the association; and working with board leadership to promote ethical behavior and standards among board members and committees of the board.

In addition, this committee is charged with identifying, developing and training future leaders of our association in line with criteria for effective service under the policy governance model.

The committee will be composed of a minimum of five (5) members and shall include the immediate past-president and one currently serving elected director of the board.

All of the duties of the current Nominating Committee shall be included in the duties of the Governance Committee and the Nominating Committee shall be dissolved.

The board brings to you a request for your approval of an amendment to Article 9 which removes all references to the Nominating Committee and replaces them with references to the Governance Committee.

Article 9 - Election of Officers and Elected Directors

- 9.1 Governance Committee. Each year, the newly elected and installed President shall appoint a Governance Committee of a minimum of five Active members in good standing, as defined in the Association's Policy Governance document. The names of the Governance Committee members shall be published in the first issue of the national publication of the association issued after the Annual Conference, or sent by mail to the voting members in good standing. In no case shall more than 90 days elapse after the close of the Annual Conference before the voting membership is informed as to who has been appointed to the Governance Committee.
- 9.2 Slate. No later than fourteen days prior to the start of the first regular business session of the Annual Conference, the Governance Committee shall present a slate of candidates, in writing, for the officer and Elected Director positions that must be filled. In preparing the slate of candidates, the Governance Committee shall solicit the recommendations of the membership of the Association.
- 9.3 Other Nominations. Other nominations may be made in writing to the President no later than twenty-four hours prior to the start of the first regular business session of the Annual Conference. Such nominations must state that the nominated individual has agreed in writing to serve in the position, and must be signed by at least five Active members in good standing. Nominations thus received shall be placed on the ballot for the election of officers and Elected Directors.

- 9.4 Ballots. Officers and Elected Directors shall be elected by the voting members. Election shall be by secret ballot if there is more than one candidate for any officer or director position. A candidate must receive a majority of the votes cast. If more than two candidates are nominated for a single office, and no candidate receives a majority vote, the two candidates receiving the most votes shall participate in a runoff election by secret ballot. The candidate who receives a majority of the votes cast in the runoff shall be elected. When there is a single candidate for an officer or director position, the voting members may dispense with the written ballot by a unanimous vote of those present.
- 9.5 Election and Installation. Elections shall be held during a regular business session of the Annual Conference. Installation of persons elected as officers and Elected Directors shall be held not later than the last day of such Annual Conference.