**RESOLUTION 1**

**INTENT:** To replace the existing Constitution and Bylaws with a new set of Bylaws that will have the effect of streamlining the governance structure of the Association.

**MAKER:** The Board of Officers

**QUORUM:** The 2008 Annual Conference Quorum.

**WHEREAS (1),** Legal counsel advises that it is in the best interests of the Association to revise its governance structure and governing documents to limit the Association's potential legal exposure; and

**WHEREAS (2),** The Board of Officers appointed a Strategic Governance Initiative task force supported by an advisory committee comprised of one representative from each region selected by each respective region, to develop and recommend such changes, to address both the potential legal exposure and other governance concerns; and

**WHEREAS (3),** The Strategic Governance Initiative task force, with staff and legal counsel assistance, developed a draft version of the Bylaws and made substantial revisions in consultation with key member stakeholders. Now, therefore be it

**RESOLVED (1),** The current Constitution and Bylaws shall be replaced with the attached Bylaws, Revised Version 4, dated June 30, 2008. And, be it further

**RESOLVED (2),** Existing provisions of the Constitution and Bylaws and the Policy Manual will remain in force to the extent that they do not directly conflict with provisions in the new Bylaws and, unless indicated otherwise, any modification of such existing provisions shall require two-thirds approval of the whole Board of Directors. And, be it further

**RESOLVED (3),** Travel expenses associated with Director participation at Board of Director meetings, except that held in conjunction with the Annual Conference, shall be reimbursable in accordance with the Association Member Travel Policy.