

RESOLUTION 1

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4 **INTENT:** To replace the existing Constitution and Bylaws with a new set of Bylaws that will
5 have the effect of streamlining the governance structure of the Association.
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7 **MAKER:** The Board of Officers
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9 **QUORUM:** The 2008 Annual Conference Quorum.
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11 **WHEREAS (1),** Legal counsel advises that it is in the best interests of the Association to revise
12 its governance structure and governing documents to limit the Association's potential legal
13 exposure; and
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15 **WHEREAS (2),** The Board of Officers appointed a Strategic Governance Initiative task
16 force supported by an advisory committee comprised of one representative from each region
17 selected by each respective region, to develop and recommend such changes, to address both the
18 potential legal exposure and other governance concerns; and
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20 **WHEREAS (3),** The Strategic Governance Initiative task force, with staff and legal counsel
21 assistance, developed a draft version of the Bylaws and made substantial revisions in
22 consultation with key member stakeholders. Now, therefore be it
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24 **RESOLVED (1),** The current Constitution and Bylaws shall be replaced with the attached
25 Bylaws, Revised Version 4, dated June 30, 2008. And, be it further
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27 **RESOLVED (2),** Existing provisions of the Constitution and Bylaws and the Policy Manual will
28 remain in force to the extent that they do not directly conflict with provisions in the new Bylaws
29 and, unless indicated otherwise, any modification of such existing provisions shall require two-
30 thirds approval of the whole Board of Directors. And, be it further
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32 **RESOLVED (3),** Travel expenses associated with Director participation at Board of Director
33 meetings, except that held in conjunction with the Annual Conference, shall be reimbursable in
34 accordance with the Association Member Travel Policy.