

NOMMA Proposed Bylaws Changes 2018

The following proposed Bylaws changes will be voted on by NOMMA members at the Annual Meeting, Thursday, February 8, 2018, 8:30am - 10am, in Room 221AC at the Phoenix Convention Center. Text appearing in red is proposed to be added and text appearing in strikethrough is proposed to be deleted.

Proposal 1

Article VII - Board of Directors

Section 4: Election of Directors and Term of Office.

The following directors shall be elected at the annual membership business meeting:

- a. Fabricator directors
- b. Supplier directors

Directors shall be elected for a term of three years, provided that such terms shall be staggered so that two fabricator member directors and one ~~sustaining~~ **supplier** member director will be up for re-election each year. Directors shall not be elected for more than two consecutive terms until a period of at least one year has elapsed, with the exception of directors being elected to officer positions. Elections shall be held annually **in a manner determined by the Board of Directors. A slate of candidates shall be published thirty (30) days in advance of the election. Voting by proxy shall not be permitted.** ~~by mail ballot, which may be either postal mail or electronic means in accordance with an electronic voting protocol established by the board of directors. Ballots will be distributed to members entitled to vote not later than 30 days prior to the annual meeting.~~

Proposal 2

Article VII - Board of Directors

Section 13: Voting by Mail

Any action taken pursuant to a meeting noticed under Section 7 above ~~Action~~ taken by a mail or electronic means ballot of the board shall be a valid action of the board and shall be reported at the next regular meeting of the board. ~~Action~~ ~~taken by mail ballot shall require the unanimous vote of the entire board.~~

Proposal 3

Article X - ~~Executive Director~~ **Operations and Management**

Section 1: Appointment

The ~~administration~~ **operations and management** of the association shall be **conducted in a manner determined by the Board of Directors.** Such operations and management may be achieved by whatever means the Board of Directors deems necessary, and may include, but shall not be limited to independent contractors, employees, association management companies, or any combination of the foregoing (“Operational Management.”) **The Board of Directors shall have the authority to hire, fire, or contractually terminate Operational Management.** ~~in a salaried staff head, who shall have the title of Executive Director, or such other title as the board shall designate.~~ **Operational Management shall manage and administer all activities of the association, subject to the direction and policies of the Board of Directors. A named Executive Director may shall**

Section 2: Authority and Responsibility

~~The Executive Director shall manage and direct all activities of the association, subject to the policies of the board of directors. The Executive Director shall employ and terminate the employment of staff members as necessary to carry on the work of NOMMA and fix their compensation within the approved budget. The Executive Director shall define the duties of staff, supervise performance, establish titles and delegate responsibilities in the best interest of NOMMA. The Executive Director shall serve without vote as an ex officio member of the board of directors, the executive committee, and the nominating committee. The Executive Director shall act as corporate secretary for the association, oversee the recording of proceedings for membership and board meetings, and ensure that accurate records are maintained and safeguarded.~~