

NACM Bylaws

Proposed 2023 Amendment to Article VIII

Explanation

The first part of this proposal would expand the responsibilities of the **Nominations Committee** in Article VIII, Section 2, subparagraph b to include the identification and development of prospective leaders within the Association in addition to the current selection and presentation of nominations for officers and directors at the Annual Meeting. In comparing what Nominations Committees do in the corporate world, their role should be centered around governance of the board, qualifications, performance, promotion of nominations, and ways in which diversity could be promoted. Currently, the Nominations Committee has a more restricted function than this corporate norm would suggest, and its activities are usually confined to the period between the Midyear and Annual Conferences with most work taking place in the last two months before the Annual Conference.

If this amendment were adopted, there would be obvious need for NACM's Nominations Committee to collaborate with the Governance and Membership Committees; however, those committees' usual annual workloads would tend to prevent them from taking on the additional leadership development roles that the Association has said it needs. Therefore, Nominations will principally bear this additional responsibility. Further details about this additional Committee responsibility can be fleshed out in the *Operations and Procedures Manual* to include the pursuit of diversity and nurturing of talent. In recognition of these expanded responsibilities, this amendment would also allow the President to appoint more than four members to serve on the Committee with the Immediate Past-President. Like the other Association committees, the Nominations Committee would begin to function year-round rather than convene solely in the lead-up to the Annual Meeting.

This proposal also clarifies in Section 2.c that the NACM President may name multiple directors to co-chair the **Governance Committee** and removes the impractical and unnecessary requirement that the President appoint the members of the Governance Committee. The Board and Governance Committee separately discussed the desirability of having the President retain some oversight authority with respect to the Committee's membership. Ultimately, both in light of long practice as well as the Board's ability to oversee any problems that might arise related to a committee member, the recommendation is to strike the indicated text without substituting any other oversight provisions.

ARTICLE VIII **Committees**

Section 1. The Association has Permanent Committees, Standing Committees and Special or Ad Hoc Committees that are managed by and report to the Board.

Section 2. The Permanent Committees of the Association are those necessary for the continued operation of the organization:

- a. Executive Committee, which is comprised of Officers of the organization, acts on behalf of the Board between meetings.
- b. Nominations Committee, which is chaired by the Immediate Past-President and shall consist of the chair and at least four (4) regular or honorary members eligible to vote appointed by the President. The Nominations Committee is responsible for the identification and development of diverse potential leaders within the Association and for selecting and presenting nominations for Officers and Directors of the Association at the annual meeting.
- c. Governance Committee, which is chaired by a member or members of the Board selected by the President. ~~The regular members of the Governance Committee are appointed by the President in consultation with the Committee Chair.~~ The Governance Committee is responsible for maintaining and updating the Association's Bylaws, Articles of Incorporation, Operations and Procedures Manual, and Strategic Plan.

Section 3. The Standing Committees of the Association are those that are designed to provide an enduring service to enable the purpose of the organization. Each of these committees shall be reviewed every three years to determine whether its purpose(s) are consistent with the Strategic Plan. The work of the committee(s) shall be reviewed to determine whether the committee(s) should continue. Specific Standing Committees shall not be mandated by the Bylaws. When formed or reappointed, the committee's purpose and objectives shall be in writing. The Board may discharge or eliminate a Standing Committee at any time by a two thirds (2/3) majority vote.

Section 4. The President may appoint a Special Committee. The function of a Special Committee is to investigate or research a question and/or fulfill a specific task. A Special Committee may also be assigned as a liaison with another group or organization. The Executive Committee may be consulted in the formation of a Special Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing. A Special Committee shall not National Association for Court Management continue beyond twenty-four (24) months from its creation, unless reappointed by the President, or if discharged or eliminated sooner by a two-thirds (2/3) majority vote.

Section 5. The President may appoint an Ad Hoc Committee. The function of an Ad Hoc Committee is to carry out a specific task assigned by the President that is generally short in duration. The Executive Committee may be consulted in the formation of an Ad Hoc Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing and

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| limited in both time and scope. An Ad Hoc Committee shall not continue beyond the term of the President who created it, unless the succeeding President reappoints it.