

### **SPECIAL RESOLUTION 2020/1 – Leadership Term of Office**

WHEREAS the CALL/ACBD Executive Board is concerned with creating opportunities for members to stand for election to leadership positions in the Association; and

WHEREAS the total term of office for Vice President, President and Past President is 6 years, a length of service during which career and family can change significantly and concern for that length of service can be a barrier for a member standing for election; and

WHEREAS the CALL/ACBD Executive Board values continuity of leadership and the ability to gain association experience with two years as Vice President and the promotion of Vice Presidents to the office of President; and

WHEREAS these changes could be effected for the Associations Election in 2021; then:

BE IT RESOLVED that the Association add a new elected office position of 2<sup>nd</sup> Vice President and rename the existing office of Vice President position to 1<sup>st</sup> Vice President.

BE IT ALSO RESOLVED that the Association amend the bylaws to reflect a one year term of office for each of the positions of 2<sup>nd</sup> Vice President, 1<sup>st</sup> Vice President, President, and immediate Past President.

### **RÉSOLUTION SPÉCIALE 2020/1 – Durée des mandats des dirigeants**

ATTENDU QUE le conseil exécutif de l'ACBD/CALL se soucie que les membres aient la possibilité de présenter leur candidature aux postes de direction au sein de l'Association lors des élections;

ATTENDU QUE la durée totale du mandat des fonctions de vice-président(e), de président(e) et de président(e) sortant(e) est de six ans – une durée de service au cours de laquelle d'importants changements sur le plan de la carrière et de la famille peuvent survenir – et que ce nombre d'années de service pourrait poser un obstacle aux membres qui aimeraient poser leur candidature;

ATTENDU QUE le conseil exécutif de l'ACBD/CALL valorise une continuité du leadership et la possibilité d'acquérir de l'expérience au sein de l'Association en siégeant deux ans comme vice-président(e) avant d'être promu(e) au poste de président(e);

ATTENDU QUE ces changements pourraient se réaliser pour l'élection de l'Association en 2021; par conséquent :

IL EST RÉSOLU que l'Association ajoute un nouveau poste élu de 2<sup>e</sup> vice-président(e) et renomme le poste de vice-président(e) actuel comme 1<sup>er/re</sup> vice-président(e).

IL EST ÉGALEMENT RÉSOLU que l'Association modifie ses statuts afin de prévoir un mandat d'un an pour chacun des postes de 2<sup>e</sup> vice-président(e), 1<sup>er/re</sup> vice-président(e), président(e) et président(e) sortant(e).

## Bylaw Amendments

For convenience, the amended language is highlighted.

Reason for change	Existing language	New language with SR 2020/1
Adding a second VP and first VP	5.1 The elected officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and two members at large. Additionally, the President, Vice President, Secretary and Treasurer shall perform the duties set out below and such other duties as may be assigned by the Executive Board. The elected officers shall hold office as provided below in Article 8.1 or until their successors are elected or appointed.	5.1 The elected officers of the Association shall be a President, a <b>First Vice President,</b> a <b>Second Vice President,</b> a Secretary, a Treasurer and two members at large. Additionally, the President, <b>First Vice President,</b> <b>Second Vice President,</b> Secretary and Treasurer shall perform the duties set out below and such other duties as may be assigned by the Executive Board. The elected officers shall hold office as provided below in Article 8.1 or until their successors are elected or appointed.
Reference to First VP as alternate signor	5.2 The President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Executive Board. This officer shall have the general and active management of the business of the Association and shall see that all orders and resolutions of the Executive Board are carried into effect. The President or the Vice President with the Secretary or other officer appointed by the Executive Board shall sign all bylaws and other documents requiring the signatures of the officers of the Association.	5.2 The President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Executive Board. This officer shall have the general and active management of the business of the Association and shall see that all orders and resolutions of the Executive Board are carried into effect. The President or the <b>First Vice President</b> with the Secretary or other officer appointed by the Executive Board shall sign all bylaws and other documents requiring the signatures of the officers of the Association.
Role of VP - need to add (a) (b) to distinguish vice presidential roles	5.3 The Vice President: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be	5.3 (a) The <b>First Vice President:</b> The <b>First</b> Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from

	delegated to this officer by the Executive Board.	time to time be delegated to this officer by the Executive Board.  5.3 (b) The Second Vice President: The Second Vice President shall perform the duties and exercise the powers as shall from time to time be delegated to this officer by the Executive Board.
Vacancy of President elevation	7.3 If the office of President becomes vacant, the Vice-President shall succeed to that position. Any other office or position on the Executive Board that becomes vacant, except that of the Immediate Past President, shall be filled by a quorum of the Executive Board by any method or process it deems to be appropriate. The decision of the Executive Board shall be final.	7.3 If the office of President becomes vacant, the First Vice President shall succeed to that position. Any other office or position on the Executive Board that becomes vacant, except that of the Immediate Past President, shall be filled by a quorum of the Executive Board by any method or process it deems to be appropriate. The decision of the Executive Board shall be final.
Terms of office	8.1 The elected officers of the Association shall be elected biennially as follows: (a) The Vice President for a term of office of four years, the second two years of which shall be served as President; (b) The Secretary for a term of office of two years; (c) The Treasurer for a term of office of two years; and (d) Two members at large, each for a term of office of two years. The elected officers shall take office at the close of the annual meeting following their election. Unless variations in procedure are ordered by the Association or the Executive Board, nominations and elections shall be conducted as outlined below.	8.1 The elected officers of the Association shall be elected as follows:  (a) The Second Vice President for a term of office of three years, the second year of which shall be served as First Vice President, the third year of which shall be served as President; (b) The Secretary for a term of office of two years; (c) The Treasurer for a term of office of two years; and (d) Two members at large, each for a term of office of two years. The elected officers shall take office at the close of the annual meeting following their election. Unless variations in procedure are ordered by the Association or the Executive Board, nominations and elections shall be conducted as outlined below.

<p>Nomination process (biennial to annual)</p>	<p>8.2 Procedure for nominations and elections: (a) Nominations: Not later than May 1st of every second year the Executive Board shall appoint a Nominating Committee of three members, including a Coordinator, to nominate candidates for the elective positions of Vice President, Secretary, Treasurer, and two members at large on the Executive Board. Members of the Executive Board, except the Immediate Past President, are ineligible for appointment to the Nominating Committee.</p> <p>Names of the candidates, together with their expressed acceptances, shall be presented by the Nominating Committee to the President in sufficient time to enable this officer to inform the members of the nominations by December 1st by any communication method deemed appropriate by the President.</p> <p>Further nominations may be made upon a petition endorsed by five members in good standing. Such petitions, accompanied by expressed acceptances of the nominees, must be filed with the Secretary of the Association not later than January 10th.</p> <p>The Coordinator of the Nominating Committee shall prepare an official ballot including both nominations by the Nominating Committee and nominations by petition. The professional position of each nominee shall appear on this ballot.</p>	<p>8.2 Procedure for nominations and elections: (a) Nominations: Not later than May 1st of every <del>second</del> year the Executive Board shall appoint a Nominating Committee of three members, including a Coordinator, to nominate candidates for the elective positions where the term of office will expire at the next annual general meeting. The Nominating Committee shall nominate candidates for the positions of <del>Second</del> Vice President, Secretary, Treasurer, and two members at large on the Executive Board. Members of the Executive Board, except the Immediate Past President, are ineligible for appointment to the Nominating Committee.</p> <p>In a year when the position of <del>Second Vice President</del> is vacant for any reason, the Nominations Committee shall nominate a member for the position of <del>First Vice President</del>.</p> <p>Names of the candidates, together with their expressed acceptances, shall be presented by the Nominating Committee to the President in sufficient time to enable this officer to inform the members of the nominations by December 1st by any communication method deemed appropriate by the President.</p> <p>Further nominations may be made upon a petition endorsed by five members in good standing. Such petitions, accompanied by expressed acceptances of the nominees, must be filed with the Secretary</p>
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Signatures	<p>15.1</p> <p>Contracts, documents or any instruments requiring the signature of the Association, shall be signed by any two of the President, Vice President, Secretary or Treasurer, and all contracts, documents, and instruments so signed shall be binding upon the Association without any further authorization or formality. The members of the Executive Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents, and instruments. The seal of the Association when required may be affixed to contracts, documents and instruments signed as aforesaid or by any officer or officers appointed by resolution of the Executive Board.</p>	<p>15.1</p> <p>Contracts, documents or any instruments requiring the signature of the Association, shall be signed by any two of the President, <b>First Vice President, Second Vice President,</b> Secretary or Treasurer, and all contracts, documents, and instruments so signed shall be binding upon the Association without any further authorization or formality. The members of the Executive Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents, and instruments. The seal of the Association when required may be affixed to contracts, documents and instruments signed as aforesaid or by any officer or officers appointed by resolution of the Executive Board.</p>