**Proposed adjustment to existing Bylaws regarding Staff members of the Association**

1. Background
   1. The current Articles of Statement were originally established on 3 April 2008 with subsequent minor amendments being restated on 21 April 2011. There have been subsequent amendments in 2018 and 2021 following due process. These articles provide that matters of Staff membership are set out in the Bylaws and can be determined by the Executive Officers of the Association.
   2. Article IX of the current Bylaws concerns Staff membership and their roles determined in section 1 & 2 as follows:

*Section 1: Executive Director, Associate Directors and staff*

*The Association may retain an Executive Director, Associate Director(s) and staff to conduct the day-to-day operation of the Association. Subject only to the policy determinations of the President, and the Officers of the Association, the Executive Director Shall have the authority to:*

1. *Contract and pay on behalf of the Association for the office space, furniture, equipment, supplies, and such other administrative services as the Association may require.*
2. *Maintain the records and files of the Association and handle its general correspondence.*
3. *Cause an annual budget to be prepared, supervise the keeping of financial records, and take such action as is necessary to assure collection, payment and accounting of the Association’s funds.*
4. *Organize and supervise all research and educational programs and grants of the Association.*
5. *Give general supervision over the preparation, editing, and distribution of the Association’s official publications.*
6. *Obtain such surety bonds or liability insurance for officers and employees of the Association, the cost thereof to be borne by the Association.*
7. *Submit of all books and papers to a certified public accountant or firm retained for annual audit or whenever ordered by the president, or the Officers of the Association of the Association.*
8. *Negotiate, execute, and administer contracts, grants, or other financial awards, which will advance the non-profit objectives of the Association.*
9. *In general, serve as the executive agent to the Association and to the Officers of the Association to the extent permitted by law.*
10. *Delegate any of the above functions to the Associate Director(s) as required.*

*The Association shall retain an attorney or law firm to serve as General Counsel and accountant or certified public accounting firm to prepare any and all federal or state income tax returns, financial statements, solicitation statements, accounting records, if required, and to audit the financial affairs of the Association in accordance with uniform accounting principles.*

*Section 2: Duties of Staff Members*

*To assist in the ongoing operation of this Association, the Officers of the Association may employ or appoint such paid or unpaid staff as necessary to assist in the day-to-day business activities of the Association in performing all its regular, ordinary and necessary Association business and educational activities. The President of the Association shall be advised on a periodic basis with regard to the day-to-day business activities undertaken, expenses paid, and the operating funds held on behalf of the Association.*

* 1. The Association currently has one ‘Executive’ Director (Mike Ferrence) and two ‘Associate’ Executive Directors (Dave Corderman & John Parkinson)

1. Discussion
   1. Members of the Executive and the Executive Advisory Board have recently discussed the issue of resilience amongst the current staff members and in particular the pressures and responsibilities of having a single ‘Executive’ Director.
   2. The current post holder is based in the USA and has served with distinction in this position since the formation of the Association, aided by the two ‘Associates’. However, advancing years and challenges re travel along with the growing complexities and responsibilities of the position suggest that this is no longer tenable, and a new arrangement is required.
   3. Provision exists to make amendments to the Bylaws under Article XV and the procedure is set out under Section 1:

* *The Bylaws of the Association shall only be amended by vote of a two-thirds majority of Members and Associate Members of the Association. All proposed amendments to the Bylaws shall be submitted in writing to the Officers of the Association who will conclude whether proposal has merit to progress to full Association vote. Any subsequent discussion of a proposed amendment of the Bylaws may be conducted electronically and votes may be submitted in person at the annual Association reconvention meeting or electronically by a pre-determined date prior to the annual meeting.*

1. Proposal
   1. Following several informal discussions across the whole of the Executive and Executive Advisory Board, the following proposal has been reached:
      1. The existing Executive Director is offered an ‘emeritus’ position as Honorary President of the Association.
      2. This position would not have any executive authority but would continue to contribute and advise as a permanent member of the Executive Advisory Board.
      3. The two Associate Executive Directors positions are dissolved and replaced by four regional Executive Directors representing: USA; UK; Canada; and Australia/NZ by appointment of the Executive
      4. A fifth position of Executive ‘Managing’ Director is created to maintain the day-to-day administration of the global association and act as arbiter in the unlikely event of conflict or dispute between the regional Directors.
   2. It is suggested that all these individuals are appointed by the President and have served in the Executive and are current members of the Executive Advisory Board to ensure they have the necessary experience of the Association. The post holders should be re-affirmed in position by the new President at the beginning of each ‘presidential year’.
   3. Provisional discussions have resulted in the following volunteers who all meet the suggested criteria for the Executive Directors positions:
      1. USA: Dave Corderman
      2. UK: Tony Fuller
      3. Canada: Sue O’Sullivan
      4. Aus/NZ: Rob Delany
      5. M/Director: John Parkinson
   4. The resulting By-Laws amendment would be:

*Section 1: Director’s and staff*

*The Association may retain Executive Director(s) and staff to conduct the day-to-day operation of the Association under appointment by the President. The Executive Director(s) shall be representative of the Five-Eyes and appointed by the Executive. Each Executive Director will have executive authority in their own jurisdiction with one taking a global and oversight perspective. This Executive ‘Managing’ Director will have executive authority in the case of any conflicts or disputes between Directors and each director shall be re-affirmed by the incoming President at the start of the ‘presidential year’. Subject only to the policy determinations of the President, and the Officers of the Association, the Executive Director(s) Shall have the authority to:*

1. *Contract and pay on behalf of the Association for the office space, furniture, equipment, supplies, and such other administrative services as the Association may require.*
2. *Maintain the records and files of the Association and handle its general correspondence.*
3. *Cause an annual budget to be prepared, supervise the keeping of financial records, and take such action as is necessary to assure collection, payment and accounting of the Association’s funds.*
4. *Organize and supervise all research and educational programs and grants of the Association.*
5. *Give general supervision over the preparation, editing, and distribution of the Association’s official publications.*
6. *Obtain such surety bonds or liability insurance for officers and employees of the Association, the cost thereof to be borne by the Association.*
7. *Submit of all books and papers to a certified public accountant or firm retained for annual audit or whenever ordered by the president, or the Officers of the Association of the Association.*
8. *Negotiate, execute, and administer contracts, grants, or other financial awards, which will advance the non-profit objectives of the Association.*
9. *In general, serve as the executive agent to the Association and to the Officers of the Association to the extent permitted by law.*
10. *Delegate any of the above functions to the Associate Director(s) as required.*

*The Association shall retain an attorney or law firm to serve as General Counsel and accountant or certified public accounting firm to prepare any and all federal or state income tax returns, financial statements, solicitation statements, accounting records, if required, and to audit the financial affairs of the Association in accordance with uniform accounting principles.*

*Section 2: Duties of Staff Members*

*To assist in the ongoing operation of this Association, the Officers of the Association may employ or appoint such paid or unpaid staff as necessary to assist in the day-to-day business activities of the Association in performing all its regular, ordinary and necessary Association business and educational activities. The President of the Association shall be advised on a periodic basis with regard to the day-to-day business activities undertaken, expenses paid, and the operating funds held on behalf of the Association.*

* 1. If approved by the Executive, in accordance with Article XV, Section 1 of the existing Bylaws, the proposal should be put to vote by the membership with return in 28 days (to be conducted electronically by e-mail)

Amendment Paper prepared by:

**John D Parkinson**

LinCT-AA

Associate Executive Director

Executive Advisory Board

20 November 2022