

**Proposed Amendment to the Spatz Association Bylaws:**

**The proposed Amendment will be Added to Article III, Para. 4.**

“If the number of elected Board members falls below seven, the President shall call for a special election to fill all Board seats being held by appointed Board members. The special election shall be held using the procedure outlined in the Spatz Association Election Process in effect at the time the special election is called. Any date-specific timeline specified in the Election Process shall not be used. Instead a timeline shall be established using the same time intervals as the Election Process timeline, but beginning from the date the President calls for the special election.”

**Reason and analysis of the Bylaws Committee as to the need for this Amendment:**

The Bylaws Committee was requested to review the Bylaws for any need for changes or updates. The President normally appoints Board members upon the loss of the second Board member between annual meetings or annual elections by a process wherein the 1<sup>st</sup> Director position requiring replacement would be filled by the alternate Director. The President then appoints a new Alternate Director to fill the empty alternate position from members otherwise qualified to hold office. This process continues as board members need to be replaced. Per the Bylaws, Officer positions may not be filled with Alternate Directors or by subsequently appointed Alternate Directors assuming a Director position. This is because alternates have not been elected by the membership to the Board. A weakness in the Bylaws was identified as to what could happen if too many Board seats were appointed such that it would become impossible or very difficult for the Board to operate upon the loss of an Officer. To preclude the likelihood that this condition would occur, the Bylaws Committee has proposed a mechanism that we believe will prevent such occurrences. Normally between elections such open position would be filled by an elected Director approved by the Board. Typically, the Vice President, Secretary and Treasurer positions would be affected by this amendment as the Vice President replaces the President upon loss of the President.

Submitted for Board consideration by the Bylaws Committee as of 11/14/2020:

*Thomas P. Healey*

Bylaws Chair