

**NCHA SPECIAL MEMBERSHIP MEETING MINUTES  
AUGUST 5, 2022  
WILL ROGERS MEMORIAL CENTER – FORT WORTH, TX**

The 2022 NCHA Special General Membership meeting was held, both in person and electronically, at 9:30am on Friday, August 5, 2022, at the Round Up Inn at Will Rogers Memorial Center located in Fort Worth, Texas.

President Ted Sokol called the meeting to order and proof of due notice of this meeting was given. Ted invited NCHA Legal Counsel Jim Morris to describe the three (3) proposed bylaw changes that would be considered, how each item would be presented, that all votes would be made electronically and when the members will be able to cast their votes.

In attendance, there were two (2) representatives from Data On The Spot (DOTS) that gave a quick tutorial on how to participate in the meeting and cast votes electronically. DOTS will also be monitoring the Zoom callers to be able to address anyone that raises a question throughout the meeting.

**PROPOSED BYLAW CHANGE #1**

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**Article V – EXECUTIVE COMMITTEE**

**Section One.** There shall be an Executive Committee composed of the President, the President-Elect, the Vice President and such Regional Directors ~~as described herein and at large members as described herein as shall be elected from among the Directors and the Life Directors.~~ The President, President- Elect and Vice President shall each serve on the Executive Committee during their respective terms of office.

(a) ~~Beginning with the June 1998 meeting of the Board of Directors, the Association shall phase in a revised system for the election of the Executive Committee which shall endeavor to promote diverse geographical representation on the Executive Committee. At that time, the Association shall establish eight geographically based Regions of approximately equal membership, from which certain members of the Executive Committee shall be elected. The revised Executive Committee Election process incorporating regional representation shall be phased in over a three-year period. At the completion of such phase in period, the Executive Committee shall thenceforth consist of fourteen members and shall~~ be composed as follows:

- (i) eight Regional Directors consisting of one Regional Director from each Region, each of whom shall have been nominated and elected by the Directors residing in such region from among the eligible Directors and Life Directors residing in such Region;
- (ii) three executive officers, consisting of the President, President-Elect and Vice President; and
- (iii) all at large members elected to serve on the Executive Committee at or prior to the June 2022 Convention shall serve out the remainder of their existing three year terms. No at large members shall be elected to the Executive Committee after the June 2022 Convention. ~~three at large members, each of whom shall have been~~

~~nominated and among the Directors and Life Directors.~~ No at-large members will serve on the Executive Committee after June 2025.

- (d) Because of the staggered terms of membership on the Executive Committee, the election system shall work as follows:
- (i) Commencing with the June 2003 annual meeting of the Board of Directors and thereafter, all ~~at large members and~~ Regional Directors shall rotate off the Executive Committee as their respective three-year terms shall expire. Upon the expiration of their respective terms, ~~each at large member shall be replaced by an at large member, and~~ each Regional Director shall be replaced by a Regional Director elected from that same Region. Each ~~at large member and each~~ Regional Director so elected shall receive a three-year term.
  - (ii) At each annual meeting of the Board of Directors thereafter, the Board of Directors shall elect as many members of the Executive Committee as shall be necessary to fill the expiring terms.
- (e) Except as otherwise provided herein, all ~~at large members and~~ Regional Directors who are elected to the Executive Committee shall serve on the Executive Committee for staggered three-year terms. ~~Elections to fill all ordinary vacancies of at large members of the Executive Committee shall be by the Directors and the Life Directors and shall be held at the annual meeting of Directors.~~
- ~~(i) Nominees for all at large members must complete an At Large Nominee application form and return the completed form to the Executive Director by March 1 in order to be eligible for the At Large Election. A digital picture should accompany the application for website posting, if possible. Distribution to Directors of the completed applicant form should take place by April 15 either by posting on the NCHA website or by email to the Directors. Voting for the at large members at the annual meeting of Directors will be by show of hands or written ballot as determined by the President. Those nominees receiving the highest number of votes from the Directors and the Life Directors shall become the new at large members of the Executive Committee.~~

A **MOTION** was made by Whit Davis and **SECONDED** by Billy Emerson to adopt this proposed bylaw change as presented. Before this motion was called for a vote, a **MOTION** was made from the floor by Frank Merrill and **SECONDED** by Lindy Burch to no action and table this proposed bylaw change until the next annual meeting at the convention. After discussion, President Ted Sokol called for a vote on the Frank Merrill motion from the floor first.

**MOTION** made from the floor by Frank Merrill **FAILED. (141 for / 167 against)**

After additional discussion, voting was then taken on the initial **MOTION** made by Whit Davis to adopt the proposed bylaw change as presented. **MOTION PASSED. (191 for / 134 against)**

## **PROPOSED BYLAW CHANGE #2**

- ~~(iii)~~ During their term of service, any member of the Executive Committee who misses two consecutive meetings of the Executive Committee shall be

immediately terminated as a member of the Executive Committee unless the Executive Committee member has been granted an excused absence with respect to any such meeting by the President. The President may grant for illness or other emergency or other good cause, as determined in the President's sole discretion. In no event may a person be elected to serve as a member of the Executive Committee for more than two consecutive three-year terms, or for more than eight consecutive years. **However, this section does not prevent a member from serving past the eight consecutive year mark if such additional years of service are to serve as an elected officer of the Association.**

**Section Two.** Any Executive Committee member who was elected to the Executive Committee as a Regional Director ~~or an at large member and~~ who is then elected to the office of President, President-Elect or Vice President of the Association shall, upon assuming such office, be deemed to have vacated their Executive Committee position as a Regional Director ~~or at large member~~. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted in accordance with Section One ~~(e)committee~~ of this Article V.

### **PROPOSED BYLAW CHANGE #3**

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#### **Article VI – OFFICERS AND DUTIES**

**Section One.** There shall be three elected officers of the Association: The President, President-Elect, and Vice President. Such officers shall be elected as follows:

- (a) Prior to each annual meeting of the members, a Nominating Committee consisting of eight members shall be appointed by the Executive Committee for purposes of electing a Vice President. Four members of the nominating committee shall be from the Executive Committee. Four members of the Nominating Committee shall be from the Board of Directors, each of whom shall be from a different director district, and no more than two of whom may be from the same region. The Nominating Committee shall elect a chair for among its members. The Nominating Committee shall meet **at least** 120 days prior to each annual meeting of the members of the Association and shall nominate two candidates **at least 60 days prior to each annual meeting** for the office of Vice President. The candidates nominated for the office of Vice President must have been a member in good standing continuously, without suspension or probation, for a period of seven 7 years prior to nomination. The candidates must have completed three 3 years of continuous service as a director of the Association on or before the date of assuming the office of Vice President or have served as a member of a Standing Committee for three 3 continuous years within 10 years of nomination. In determining the nominees for the office of Vice President the Nominating Committee shall solicit recommendations from the Board of Directors. The Vice President shall be elected to a one-year term.

Proposed Bylaw changes #2 and #3 were previously approved by the Members at the June 5, 2022, Membership Meeting. A **MOTION** was made by Whit Davis and **SECONDED** by Billy Emerson to ratify the prior actions by the Membership to approve Bylaw changes #2 and #3 as presented. After discussion, a vote on the Motion was taken. **MOTION PASSED. (211 for / 10 against)**

## **ADJOURNMENT**

There being no further business, **MOTION** was made by Whit Davis and **SECONDED** by Billy Emerson to adjourn the Special Membership Meeting. **MOTION PASSED.**