

Constitutional Revision Committee Report – March, 2022

Ping Pirrung, Chair

The CRC Committee: Ping Pirrung, Chair; Jennifer Gysler, Scott Hurlburt, Russ Jacobs, and Leigh Littleton. Thank you to each member for your insightful comments.

CRC was charged by the Board to review Article IV CONVENTIONS, MEETINGS, DELEGATES and VOTING; SECTION 5. The Board wanted to be able to schedule an online Board of Directors Meetings with less than a 30 day notice.

Section 5. Board of Directors Meetings.

1. (a) The Board of Directors shall meet in person at least once each fiscal year at such time and place as may be designated by the Board of Directors. Notice of each such meeting shall be given by the Corresponding Secretary at least thirty (30) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.
2. (b) The Board of Directors shall have the authority to conduct its affairs by mail. Questions to be voted upon submitted by the President or by one-third of the members of the Board shall be distributed to members of the Board by the Corresponding Secretary within three (3) days of receipt. Each member of the Board shall have fifteen (15) days from the date of mailing to send comments to the Corresponding Secretary. The Corresponding Secretary shall distribute such comments and a ballot to the Board members within three (3) days from the expiration of the period for comment. Each member of the Board shall then have fifteen (15) days from the date of mailing to return a marked ballot to the Corresponding Secretary. The Corresponding Secretary shall tally the ballots received and, if a majority of the members of the Board have responded, shall record the vote on the question and distribute the results to the members of the Board.
3. (c) The Board of Directors shall also have the authority to conduct its affairs via electronic meetings. Meetings held in this manner shall follow the ASFA Electronic Meetings Procedures, a Board policy found in the ASFA Administrative Policies.

CRC concluded because #3 states the board could hold electronic meetings there was no need for a change. The conclusion is that the 30-day notice refers to the in-person Board Meetings. Therefore, there is no need for a proposal to change Article IV.