

Proposed amendments to the Bylaws 2/2024:

ARTICLE V House of Delegates

Section 1. Election and Authority

The House of Delegates shall consist of members of the Association elected by their respective Component Societies. In addition, interns and residents shall be represented as set forth in Section 3 of this Article V. The House of Delegates shall be the legislative and policy-making body of the Association and shall perform such other functions as are defined in these Bylaws.

The Speaker, Vice Speaker, President, and President-elect (the “Elected Officers”) shall be delegates by virtue of their office. The members of the MOA Board of Trustees, its Presidential Advisory committee, all MOA Past-Presidents and all AOA Past-Presidents, who are in good standing with the MOA, shall be delegates by virtue of their office and past service to the MOA. The Speaker, or in his absence the Vice-Speaker, and in order, the President, President-elect, Secretary-Treasurer, shall be the presiding officer of the House of Delegates. An elected officer, other than the presiding officer, shall not vote unless he/she is also an elected delegate. The presiding officer shall vote only in the case of a tie, regardless of whether he/she is also an elected delegate.

Each Component Society shall be entitled to one delegate and one alternate delegate for each 40 20 members, and that calculated number shall be rounded up to the nearest number divisible by 5.

Section 11. Nominating Committee

The Nominating Committee shall seek qualified candidates for ~~Trustee~~ **for each Trustee seat from each region** where a vacancy shall exist. It shall first consider recommendations from component societies in each region where a vacancy shall exist, and shall if necessary, otherwise seek to identify qualified candidates. It shall, as nearly as possible, report out nominations from those regions in accordance with the ~~House of Delegates~~ **House of Delegates** resolution, but may vary from the regional designations if necessary, to achieve at least one nomination for each open ~~Trusteeship~~ **Trusteeship**. It shall also report out at least one nomination for each elected officer position.

ARTICLE VI Board of Trustees

Section 1. Composition

The Board of Trustees shall consist of the President, President-elect, the two immediate Past Presidents, ~~THE FOUR AT-LARGE TRUSTEES, WITH TWO SERVING A TWO-YEAR TERM AND TWO SERVING ONE-YEAR TERMS~~, an Intern/Resident Trustee (elected pursuant to subsection A. herein), a Student Trustee (elected pursuant to subsection B. herein) and such number of additional Trustees such that the total number of Trustees shall be ~~ELEVEN (11). thirteen (13).~~ The President-elect must have been a Trustee for at least one (1) year at the time of his/her nomination and election as President-elect. The Secretary-Treasurer shall be appointed by the President from the Board of Trustees. Each Past President shall serve as Trustee for the period of two (2) years from the time of retirement from the office of President.

A. [as is]

B. [as is]

C. TRANSITION: NOTWITHSTANDING ARTICLE VI, SECTION 1 ABOVE, FOR THE ASSOCIATION YEARS OF 2024-5 AND 2025-6 ONLY, INSTEAD OF TWO PAST PRESIDENTS, ONLY THE IMMEDIATE PAST PRESIDENT SHALL SERVE AS A TRUSTEE, FOR A TERM OF ONE YEAR ONLY. FOR THE ASSOCIATION YEAR OF 2024-5 ONLY, THE TOTAL NUMBER OF TRUSTEES SHALL BE TWELVE (12).

Section 6. Term, Resignation, and Removal

The terms of Trustees (other than the Intern/Resident Trustee and the Student Trustee whose terms shall be governed by Article VI, Section 1, Subsections A and B respectively.) ~~Two of the At-Large Trustees shall serve for a 1 (one) year term. All other Trustees shall serve for a two (2) year term.~~ A Trustee may resign by written notice to the Association. The resignation will be effective upon its acceptance by the Speaker or at a subsequent time as set forth in the notice of resignation. A Trustee may be removed, either with or without cause, by the affirmative vote of a majority of all Members of the House of Delegates entitled to vote. Trustees shall be subject to a term limitation of ~~EIGHT~~ four consecutive ~~YEARS OF SERVICE AS A TRUSTEE~~ two-year terms. Notwithstanding the foregoing, any Trustee who has served as President-elect at any time during such term limitation shall serve as Trustee for additional consecutive years if necessary, to complete or continue service as President, and two years as Past President. A Trustee who has a break in service as Trustee for two years or more is then eligible to be re-elected. For purposes of the term limitations contained herein, such a Trustee will be considered to begin service as of the date he/she is in office following re-election.

The effects of these changes are these:

The Bylaws will specify the reduction of Board size to 12 members for 2024-5 and 11 members thereafter, as well as the means of getting there. The reductions will be accomplished by the temporary limitation of past presidents' service on the Board to one year in 2024-5 and 2025-6. That measure agrees with the specific requests of the two individuals involved.

Also, all references to Trustees' terms of office are consolidated into section 6.

The ratio of component members to House delegates is changed from 20:1 to 40:1. As established by previous discussions, this brings the number into approximate alignment with the actual participation in the House.