

Proposed Changes to CAWM By-Laws – June 2022

1) Increasing the size of the Board of Directors from 3-7 positions to 9 positions.

Rationale: The Board benefits from having a diverse membership, with representation from different geographic regions, professional backgrounds, levels of training, genders and cultural backgrounds. Increasing the size of the Board will create more opportunities for CAWM members to take on a leadership role within the organization and will help increase the diversity on the Board.

2) Extending the term length of positions on the Board of Directors from 1 year to 2 years.

Rationale: There is a learning curve to becoming an effective Board member (just like any other new position). Extending the term length for Board members will allow individuals to spend more time on the Board after they have learned about their role and how the Board works.

A 2-year term limit will also allow the Board to have staggered terms (meaning around half of the Board positions will be open for election each year) which will introduce continuity to the Board.

3) Introducing a term limit for individuals on the Board of Directors of 3 terms (i.e. 6 years).

Rationale: It is very important for an organization to have turnover on the Board. This allows for fresh ideas and perspectives to be introduced, and allows more people to get involved in helping to lead the organization. Introducing term limits means that individuals cannot serve on the Board for more than 6 years in a row, which creates an opportunity for someone new to join the Board. Term limits for Board members are considered a governance “best practice.”

4) Introducing a process to remove an individual from their position on the Board of Directors.

Rationale: While we hope it doesn't happen, it is possible that someone elected to the Board of Directors may not perform their duties effectively. Examples of this could be if someone consistently doesn't come to Board meetings, or if they act against the best interests of the Association. In these rare circumstances, it would be important to have a mechanism to remove an individual acting this way from the Board.

5) Adding a new Officer position of Vice President (Officers are the positions on the Executive Committee).

Rationale: Adding a fourth Officer position will create another opportunity for a CAWM member to take on a leadership role within the organization by serving on the Executive Committee. It will also help the individuals serving in the other three Officer roles who will be able to redistribute some of their duties and responsibilities.

6) Introducing a term limit for individuals holding Officer positions of 4 terms (i.e. 4 years).

Rationale: Just like with the Board of Directors, it is also important for an organization to have turnover on the Executive. This allows for fresh ideas and perspectives to be introduced, and allows more people to get involved in helping to lead the organization. Introducing term limits means that individuals cannot serve in a specific Officer role for more than 4 years in a row. Term limits for Officers are considered a governance “best practice.”

FYI) The Board has also decided to establish a Nominations Committee (not specified in these By-Laws changes).

Rationale: A Nomination Committee is responsible for working with the Board to identify specific skills and attributes that are lacking on the Board, and then recruiting members who have these skills to run for a Board position. Any member of the Association will still be able to run for a position on the Board, and the membership will still vote to choose who sits on the Board. Having a Nominations Committee is considered a governance “best practice.”

This change isn't in the By-Laws because the rules that govern Committees are found in Board Policy (not in the By-Laws). But the Board wanted to share this update with the membership since it is related to other changes being proposed in the By-Laws.