

## **Proposals for change in election of VP and Board Chairman**

At last year's annual meeting the issue of the election of the vice president was raised. The way our current bylaws read is for the Vice President (VP) to be elected in the corporation annual meeting along with the other corporation officers (President, Secretary, and Treasurer). The election of the VP is unique in that the VP is also then elected to the World Missions Board (WMB) and placed as the Chairman of the Board. This was structured this way in an effort to increase Corporation involvement in the work of the WMB and to facilitate communication between the WMB and the Corporation Officers.

In practice electing a VP and Board Chairman in this manner has created some challenges. Since the Chairmanship accompanies the election that places that person on the board it can be a place where potential new board members are intimidated to serve. Also having brand new board member be responsible for the chairman duties is not ideal for the smooth functioning of the WMB. There are several ways to deal with these challenges.

### **Option #1:**

We make no changes to the Bylaws and continue as is. In order to address the problem we can as a corporation make an effort to select the best board member for the position of VP/Chairman from the nominees and existing board members. This may mean that board members do not finish their current term before they are elected into the VP chairman position.

For example, if John is on the WMB and was elected last year to a 2 year term he would not be up for election the following year when the VP/Chairman position opened up. However if the corporation nominated John, John accepted the nomination, and John was elected into the VP/Chairman position then John would simply have to resign his previous position on the WB and the corporation would have to hold a special election for the now vacant one year partial term.

The best way the current system could work is if John's term was up and John was willing to run for re-election, John could decline nomination for his existing WMB seat and run for the VP/Chairman position. The potential conflict here is if two existing WMB members run for the VP/Chairman positions, one will lose. Meaning that if the losing existing WMB member is to continue to serve on WMB they would need to be nominated for another WMB position.

Option #1 has the potential of making elections more complicated.

### **Option #2:**

This option is similar to option #1. The difference here would be that section 5-3 in the bylaws could be amended to restrict candidates for the office of VP to those who had served the previous year on the WMB. This eliminates the possibility of a brand new board member serving as the chairman but does nothing to address the election complications detailed in option #1

### **Option #3:**

This option would be based around changing the election of the VP/Chairman position. Instead of being elected by the Corporation at the annual meeting the proposal is to have the WMB elect from among itself a chairman. This chairman would automatically become the VP of the corporation. This switches the order of the current system and moves the election of the position into the WMB and out of the corporation's direct responsibility. The Corporation would then elect all 7 members of the WMB directly rather than the current system in which the Corporation elects 6 and a VP who becomes the chairman.

This change allows the WMB to select a chairman with sufficient experience eliminating the need to elect someone brand new into a spot. It also makes the elections easy to handle. It does, however, reduce the direct control of the Corporation. There is one additional potential issue with this option. Concern has been raised about how a lawyer would view the election of the Corp. VP by someone other than directly from the corporation. I don't have a clear answer on this but will get a definite answer on this question by the time of our annual meeting.

#### Option #4

Option #4 is to split the VP and Chairman positions allowing each to be elected independently. Additionally it would include combining the corporation VP position with the treasurer position allowing us to keep the Corporation board to 3 members. This option leaves us with the simplest structure of all the options.

The original intention of combining the VP and WMB Chairman positions was to facilitate communication between the board and the corp. In practice over the last several years we have found that the most effective way of maintaining that communication is for the president and treasurer of the Corp. to be proactive about attending meetings and communicating with the board that way. This also reduces the workload on the WMB chair which is also a positive. We believe that combining the VP and treasurer roles does not cause any legal problems but will have a definite answer on this subject by the time of the annual meeting.

What follows is the motions needed to enact each option. They are published here for you so that we can have a discussion on them at the Annual Meeting of the Corporation and decide on which path to choose on this issue. All changes to the bylaws need to be published 30 prior to the meeting so you are getting the proposed changes for options 2 and 3 although only one option will actually be implemented.

Bylaws changes needed to adopt option #1:

None

Bylaws Changes need to adopt option #2:

A motion be made to: Add the following sentence to section 5-3 of the bylaws in between the first and second sentences in section 5-3.

“A person must have served on the Board in the previous year in order to be nominated for the office of Vice-President of Corporation.”

Bylaws Changes needed to adopt option #3:

A motion be made to:

Replace section 5-3 of the bylaws with the following

“The president, Secretary, and Treasurer shall be nominated and elected for the membership of the Corporation at the Annual Meeting. The chairman of the World Missions Board automatically becomes the Vice-President of the World Missions Corporation. The President, Secretary, and Treasurer shall be elected for two (2) year terms, and shall not serve more than five (5) consecutive terms. The President, Secretary and Treasurer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he shall resign, or shall have been removed in the manner herein after provided.

Remove the following from Section 5-7:

“(1.) The Vice-President shall serve as the permanent Chairman of the Board”

Further that “(2.)” be changed to “(1.)” in section 5-7

Replace Section 7-2 with the following:

“The Board shall consist of seven (7) men, with a ration of four (4) laymen to three (3) clergymen at all times (referred to as “director” or “directors”). Within the specified limits, the exact number of directors can be increased or decreased by resolution of the Board. The Corporation shall elect up to seven (7) directors from the membership of the Corporation.

Replace Section 7-14 with the following:

The Members of the Board are to elect the following from its board members for one (1) year terms each:

- (1.) A Board Chairman to preside over the meetings of the Board and will also automatically become the Vice-President of the Corporation
- (2.) A Vice-Chairman to preside when the Chairman is absent
- (3.) A Secretary to keep an accurate record of the minutes of Board meetings. After the Board of Director’s approval, the minutes shall be signed by the Secretary and kept in a secure file in the World Missions office.
- (4.) The election of the three above officers shall occur at the regular meeting of the Board
- (5.) The officers of the Board shall perform such duties of legal responsibilities as may be delegated to them by the Board or the Corporation subject to these bylaws.

Bylaws Changes needed to adopt option #4

A motion be made to:

Replace 5-1 with the following:

The Officers of the Corporation (“Officers”) shall be a President, a Treasurer who will also fill the role of Vice President, and a Secretary.

Amend 5-3 to remove the following sentence:

“Those elected to the office of Corporation Vice President through their election, automatically become a member of the Board.”

Remove the following from Section 5-7:

“(1.) The Vice-President shall serve as the permanent Chairman of the Board”

Further that “(2.)” be changed to “(1.)” in section 5-7

Replace Section 7-2 with the following:

“The Board shall consist of seven (7) men, with a ration of four (4) laymen to three (3) clergymen at all times (referred to as “director” or “directors”). Within the specified limits, the exact number of directors can be increased or decreased by resolution of the Board. The Corporation shall elect up to seven (7) directors from the membership of the Corporation.

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- (5.) The officers of the Board shall perform such duties of legal responsibilities as may be delegated to them by the Board or the Corporation subject to these bylaws.