



---

**To:** NACEP Members

**From:** NACEP Board of Directors

**Re:** Proposed bylaw amendments regarding composition of the Board and voting

**Date:** September 8, 2017

---

### **NACEP's Board of Directors and its Representativeness of our Membership**

NACEP's [2017-19 Strategic Plan](#) includes the goal to “Strengthen the Voice and Engagement of All Members.” This goal emphasizes the need to expand opportunities for all members to serve in leadership roles, including service on the Board of Directors.

Since the establishment of NACEP's peer-review accreditation process in 2004, service on the 15-member Board has been open only to postsecondary institutional members with NACEP-accredited programs. The sole exception to this policy is the Board position of Chair of the Secondary School Partners Committee, which was added in 2013; by definition, this appointed position works at a secondary institution, not a postsecondary institution, and so cannot be NACEP-accredited.

Meanwhile, NACEP's membership has grown to more than 550 members and diversified across categories. NACEP-accredited postsecondary programs represent approximately 20% of NACEP membership. The other 80% is comprised of postsecondary institutions without NACEP-accredited programs (60%); secondary institutions (12%); state agencies (6%); partner organizations (2%); and a few individuals and emeritus members.

Therefore, 14 of 15 Board members come from just 20% of the membership. Outside of the Secondary School Partners Committee Chair, service on the Board is closed to approximately 80% of NACEP members. Meanwhile, there is no shortage of skill, knowledge, or commitment to NACEP and its quality standards among the membership – whether those members are NACEP-accredited or not. It is time for change.

Expanding board service to include members who are not or cannot be NACEP-accredited represents a significant philosophical shift for the organization: rather than holding NACEP-accreditation as the sole perceived measure of an institution's commitment and ability to serve the organization, NACEP's leadership recognizes that all membership groups have much to contribute to the strategic direction and governance of NACEP.

### **Recommendation from the Board**

During its in-person meeting in April 2017, the current Board of Directors set the expansion of board service opportunities for all NACEP members as one of its primary goals for the year. The Board's process included review of the recommendations from an independent workgroup of members; extensive deliberation of key considerations and questions; and then review and voting through proposals and amendments. Between May and August, the Board invested nearly ten hours of live conference calls and exchanged numerous documents and emails between meetings in an effort to determine the best pathway for expanding representation. The NACEP Executive Director also fully participated in this process.

The NACEP Board of Directors hereby recommends the following proposal to the membership. This recommendation consists of a revised board composition; specific changes to achieve this composition; additional commentary on the balance of this proposal; and the necessary bylaw amendments.

### **Proposed Composition of the Board**

Number	Role	Position	Who Can Serve	Appointed or Elected?	Who Votes?	Next Election	Term Length (years)	Term Limit (terms)
1	Officers & Executive Committee Members	President	NACEP-Accredited members	Continues from President-elect	—	—	2	1
2		Past President	NACEP-Accredited members	Continues from President	—	—	2	1
3		President-elect	NACEP-Accredited members	Elected	Voting Representative of NACEP-Accredited members	2018	2	1
4		Treasurer	All members	Appointed	—	—	1	None
5		Secretary	All members	Elected	Voting Representative of all members	2018	2	2
6	Committee Chairs	Accreditation Commission Chair	NACEP-Accredited members	Appointed	—	—	2	2
7		Communications Committee Chair	All members	Appointed	—	—	1	None
8		Governmental Relations Committee Chair	All members	Appointed	—	—	1	None
9		Research Committee Chair	All members	Appointed	—	—	1	None
10	Representatives	Member-at-Large	All members	Elected	Voting Representative of all members	2019	2	2
11		Accredited Programs Representative	NACEP-Accredited members	Elected	Voting Representative of NACEP-Accredited members	2018*	2	2
12		Secondary Representative	Secondary members	Elected	Voting Representative of Secondary members	2018	3	2
13		4-Year Private Representative	NACEP-Accredited 4-Year Private members	Elected	Voting Representative of 4-Year Private members	2018	3	2
14		4-Year Public Representative	NACEP-Accredited 4-Year Public members	Elected	Voting Representative of 4-Year Public members	2019	3	2
15		2-Year Representative	NACEP-Accredited 2-Year members	Elected	Voting Representative of 2-Year members	2017	3	2
16	Ex-Officio, non-voting	NACEP Executive Director	NACEP Executive Director	Ex-officio, non-voting	—	—	—	—

\* The first term will be three years, then two years thereafter. This is to align with Member-at-Large

### **Key Changes from the Current Board to the Proposed Board**

1. Treasurer position is open to all members by appointment.
2. Secretary position is open to all members to run for this elected position. A voting representative for each member\* is permitted to vote in this election.
3. Member-at-Large position is open to all members to run for this elected position. A voting representative for each member\* is permitted to vote in this election.
4. Accredited Programs Representative is added to the Board. This new position has the same term length (3 years) and limit (2 terms) as the other Representative positions. NACEP-accredited members are eligible to run for this elected position. A voting representative for each NACEP-accredited member is permitted to vote in this election.

5. Member-at-Large and Accredited Programs Representative are representative positions and not on the Executive Committee. The Executive Committee is comprised of the officers: President, Past President, President-elect, Treasurer, and Secretary.
6. Chair positions of the Communications, Governmental Relations, and Research committees are open to all members by appointment.
7. Membership Chair and the Membership standing committee are eliminated.
8. All postsecondary members (accredited and non-accredited) are permitted to vote in the election of their institutional representative (e.g. 2-year, 4-year public, and 4-year private).
9. Secondary School Partners Committee Chair becomes the Secondary Institutions Representative. This position shifts from appointed to elected, and has the same term length (3 years) and limit (2 terms) as the other Representative positions. All secondary members are permitted to run for this position. Only the voting representative for each secondary member is permitted to vote in this election.
10. The NACEP Executive Director becomes an ex-officio, non-voting member of the Board.

\* Voting for all elected positions is extended to all members that are secondary and post-secondary institutions, agencies, and organizations (e.g. groups), but not to the 15-20 current individual or emeritus members.

### **A Balanced Approach**

The intent of this proposal is to expand opportunities for all members to serve on the Board, making it more representative of our diverse membership. At the same time, the Board recognizes the importance of balancing possibilities with legitimate concerns. Therefore, a few limitations are included in this proposal.

First, accreditation remains a core function of NACEP. Therefore, the Board has determined that all roles and voting privileges pertaining to the NACEP standards and accreditation will be limited solely to NACEP-accredited programs. This limitation includes voting privileges on changes to the Accreditation Standards as well as service on the Accreditation Commission. (The Accreditation Commission was established as an autonomous unit of NACEP in 2013 to manage the accreditation process, make accreditation decisions, and be responsible for accreditation-related policies.)

In addition, the proposed composition of the Board guarantees NACEP-accredited voting majorities on both the Board (8:7) and the Executive Committee (3:2). (Note that in the proposal, the NACEP Executive Director is a non-voting member of the Board, and thus not included in these counts.)

#### **NACEP-accredited members can serve as:**

- |                                      |                                       |
|--------------------------------------|---------------------------------------|
| 1. President (EC*)                   | 5. Accredited Programs Representative |
| 2. Past President (EC)               | 6. 4-Year Private Representative      |
| 3. President-elect (EC)              | 7. 4-Year Public Representative       |
| 4. Chair of Accreditation Commission | 8. 2-Year Representative              |

\* EC indicates that a position serves on the Executive Committee.

---

All members can serve as:

1. Treasurer (EC)
2. Secretary (EC)
3. Member-at-Large
4. Chair of Communications
5. Chair of Research
6. Chair of Governmental Relations
7. Secondary Representative  
(secondary members only)

This new approach maintains a balance of appointed and elected positions. (Appointments are made by the President and must be approved by the Board.) Of the seven positions open to all members, four are by appointment and three by elections.

Voting privileges for all members is expanded for selected Board positions. Voting in the annual Business Meeting and on amendments to the Bylaws remains solely for NACEP-accredited members.

Finally, in its efforts to expand representation, the Board worked to maintain the current number of voting board members at 15. The Board deems this an appropriate and efficient size to complete the range of activities and communication throughout the year. An odd-numbered voting board also follows best practice for non-profit governance.

**Improvement in Voting Process**

Regarding election of new board members, the NACEP Bylaws currently state, “The election of candidates shall be by plurality vote and, in case of tie, the choice shall be decided by lot” (Article X, Section 7). In elections with more than two candidates, whichever candidate gets the most votes wins the election, regardless of whether that candidate earn a majority (>50%) of the votes.

As more nominees are placed on a ballot, the possibility of a candidate winning with only a few votes becomes more realistic and problematic. In recent years, no candidate in a Board or Commission election with three or more candidates has won a majority of the votes. In many races, the winner receives less than a third of the votes – and in at least one case less than a quarter of votes. Numerous races have been won by just one or two votes.

To alleviate this concern, the Board recommends using a two-round voting system, also known as second ballot or runoff voting. Under two-round voting, in the case of elections in which there are more than two candidates and no candidate receives a majority of votes, a second election round of voting will be conducted. This second vote will include only the two highest vote-getters, and so would be a head-to-head runoff.

This process most closely resembles the process of voting for candidates in live, in-person elections and also mirrors local, state, and national elections that use two-round voting. Ties, as currently specified in the NACEP bylaws, will be decided by lot.

---

### **Amendments to the NACEP Bylaws**

The proposed line-by-line amendments to the Bylaws are provided in a separate document, and have been reviewed by legal counsel.

Bylaw amendments must be approved by the voting membership. Per the Bylaws, only NACEP-accredited programs (one voting representative each) are entitled to vote on changes to the Bylaws. Discussion and vote on these proposed amendments will be an agenda item at the Annual Business Meeting on Tuesday, October 10, 2017 during the national conference in Washington, D.C.

Nonetheless, this recommendation and broader discussion within NACEP impacts all members. Therefore, all members – regardless of institution type nor NACEP-accreditation status – are encouraged to attend the business meeting and share their feedback in person and in advance.

We will provide the following opportunities for members to engage in dialogue about the proposal prior to the Business Meeting:

1. Two web-enabled conference calls with NACEP leadership
  - a. Thursday, September 14, 12-1pm Eastern
  - b. Monday, September 25, 2-3pm Eastern

Register to attend at:

<http://www.nacep.org/member-resources/bylaw-calls>

2. An online forum where members can post comments:  
<http://www.nacep.org/member-resources/2017-bylaw-proposals>
3. Email feedback to [bylaw-comments@nacep.org](mailto:bylaw-comments@nacep.org). All feedback received by Monday, October 2 will be compiled and shared with the NACEP Board prior to its meeting at the conference.

The proposal will be introduced, discussed, and voted on during the Annual Business Meeting on **Tuesday, October 10, 2017 from 11:15am-12:30pm** at the Hyatt Regency Washington on Capitol Hill, 400 New Jersey Avenue NW, Washington, DC 20001. To assist us in planning for lunches, please register to indicate that you plan to attend at:

<http://www.nacep.org/member-resources/rsvp-business-meeting>

All interested members are encouraged to attend the Business Meeting; designated representatives of NACEP-accredited programs are expected to attend. Following the Business Meeting, the results will be announced. If approved, next steps – including elections and appointments – would also be announced.