

RESOLUTION

Subject: Constitutional Amendment to Separate the Office of Secretary-Treasurer

Submitted by: KMA Board of Trustees

Referred to: 2023 Reference Committee

WHEREAS, the KMA Constitution sets out the officer positions for the KMA, including the office of Secretary/Treasurer; and

WHEREAS, the KMA Long Range Planning Commission conducted a thorough review of the Constitution and Bylaws, including the various officer positions within the KMA, and made a number of suggested changes to modernize the governance of the organization; and

WHEREAS, the position of Secretary-Treasurer has developed over the years into a very busy position with myriad responsibilities including financial, administrative, and advocacy activities that make it one that could easily be divided into two positions; and

WHEREAS, modern governance, financial and administrative responsibilities for corporate officers have become more burdensome than when the KMA's officer roles were first established nearly seventy years ago; and

WHEREAS, many non-profit associations, charities and for-profit companies have positions for both a Secretary and a Treasurer to conduct the various financial, administrative and compliance duties associated with modern governance responsibilities; and

WHEREAS, since the current Secretary-Treasurer position is set out in the KMA Constitution, that document must first be amended prior to the KMA bylaws being amended to separate the position into two—a Secretary and a Treasurer; and

WHEREAS, the KMA bylaws were updated in 2021 to make them gender-neutral and only one change to the Constitution would need to be made to make it gender-neutral as well; and

WHEREAS, according to Article XII of the KMA Constitution, any potential amendment of the Constitution must first be presented to the regular open meeting of the House of Delegates and voted upon at the next regular meeting of the House of Delegates; and

WHEREAS, the proposed changes to the Constitution set out in the Resolves below will be presented at the 2022 KMA House of Delegates meeting, but will not be acted upon until the 2023 House of Delegates open meeting to comply with the requirements of Article XII of the KMA Constitution; and

WHEREAS, if the Constitution is changed in 2023 to separate the Secretary/Treasurer position into two positions, further changes to match such a change in the Constitution can be made in the bylaws at that time; now, therefore, be it

RESOLVED, that Article V, Section 1 of the KMA Constitution be amended as follows: "The officers of this Association shall be a President, a President-Elect, a Vice-President, a Secretary-~~Treasurer~~, a Treasurer, a Speaker and Vice-Speaker of the House of Delegates, a Trustee and an Alternate Trustee from each district that may be established; and such other officers as may be provided for in the Bylaws."; and be it further

RESOLVED, that Article X of the KMA Constitution be amended as follows: "The membership of the Association, by written petition signed by not less than 10% of the active membership, may obtain a referendum on any question pending before the House of Delegates. The Secretary-~~Treasurer~~, upon the presentation of such a petition ~~to him~~ shall cause the question to be submitted to the active membership by mail, and if a majority of the active members shall signify its approval or disapproval of a certain policy or course of action with respect to the question thus submitted, the will of the majority shall determine the question and shall be binding upon the House of Delegates and the Association upon certification of the result of the vote by the Secretary-~~Treasurer~~ to the President and Board of Trustees."